Estates & Major Projects Committee
Terms of Reference – 2026-27

1. Purpose

Appendix A includes a one-page summary outlining the context and purpose of the Estates & Major Projects (E&MP) Committee. This is a standing committee of the ESCG Corporation Board. Its purpose is to provide strategic oversight, assurance and delegated decision-making in relation to:

- The College's estates strategy and estate-related activity.
- Major capital development, infrastructure and transformation projects.
- Procurement and contractual commitments that are strategically significant or exceed the Executive approval thresholds set out in the College Financial Regulations.

The Committee exists to ensure that estates-led activity and associated procurement are governed in a manner that is robust, proportionate, timely and transparent, supporting the Board to focus on strategic risk, value for money and long-term institutional sustainability.

2. Composition

Core Membership	• The CEO & Principal (or designate) – *ex officio.* • The Chair of the Board – *ex officio.* • ESCG Board Vice Chair – Resources & Operations. • Resources Culture & Impact Committee Chair. • Up to three further members of the Board, which may include Staff and Student Governors. • Membership should ideally be representative of each of the main communities that the college serves.
Co-opted Members	• Up to two Co-opted Members may be appointed for a two-year renewable term of office. • Co-opted Members may not be elected as Committee Chair.
Committee Chair & Committee Vice Chair	• The E&MP Committee Chair and Vice-Chair will be annually appointed by the Board. • In the absence of the Committee Chair/Vice-Chair, the E&MP Committee may appoint another member to act as Chair for that meeting.
Lead Officer	• Chief Operating Officer.
Other Attendees	• The Director of Governance, who will act as Clerk to the Committee. • Deputy Principal, Director or Estates & Executive Director of Finance. • The E&MP Committee may invite the Corporation's advisers or other third parties to attend meetings as appropriate. Such persons shall be entitled to speak at the meeting, but not to vote.

3. Meetings & Quoracy

Frequency	• The E&MP Committee will normally meet **every 8 weeks** and the Chair shall call additional meetings where necessary.
Quorum	• 40%, with **at least three members present**. • Co-opted Members have full voting rights and are counted as part of the quorum.
Minutes	• Meeting minutes (excluding confidential items) will be circulated to all members of the Board, via the Governor's portal (Diligent Boards). • Any recommendations for approval will be tabled for ESCG Board consideration at its earliest convenience.

4. Remit

Estates & Capital	• Major capital development, refurbishment and infrastructure projects. • Land disposals, acquisitions, development agreements and overage arrangements. • Strategic leases, licences and estate-related partnership agreements. • Decarbonisation, sustainability and infrastructure transformation programmes.

Procurement & Contractual Commitments	• Estates-related works, services and infrastructure procurement.
	• Major multi-year or high-value procurement contracts that:
	    o Are strategically significant and/or
	    o Exceed Executive approval thresholds under the College Financial Regulations.
	• Framework agreements and long-term service contracts supporting estates and core operations.
	• Capital grant funding agreements and contractual obligations arising from externally funded projects.
	Note – the Board may refer additional projects or procurements to this Committee where their scale, risk profile or strategic importance warrants enhanced oversight.

5. Responsibilities

Strategic & Risk Oversight	• To oversee periodic review of the Estates Master Plan and provide assurance to the Board on its continued fitness for purpose, including alignment with the College's strategic priorities. • To oversee risk, assurance and mitigation across major estates and strategically significant procurement activity. • To ensure sustainability, equality and environmental considerations are embedded. • To consider, emerging estates-related risks, opportunities and potential future projects, prior to formal consideration by the Board. • To consider major procurement proposals where these are novel, contentious or repercussive in nature, advising the Board on affordability, value for money, risk, reputational impact and the appropriate level of approval or delegation.
Financial & Commercial Oversight	• To monitor approved project and contract envelopes, cashflow and use of contingency. • To ensure value for money and compliance with the College Financial Regulations and procurement law. • To ensure oversight of procurement strategies associated with estates and infrastructure programmes.
Delivery	• To oversee preparatory and feasibility activity prior to commitment, though progression into a defined project or procurement envelope requires explicit approval by the Board. • To monitor the delivery of the capital development projects, ensuring compliance with the College's strategic and statutory objectives and incorporating the estates requirements for teaching & learning, people strategy, student experience, sustainability, digital strategy, community engagement, commercial and professional corporate services. • To gain assurance that that appropriate competitive tender processes are followed in the appointment of contractors.

	• To provide appropriate reporting to the ESCG Board, and appropriate Committees. • To engage stakeholders, embrace innovation and design ideas. • To approve the quality, design, equality and environmental standards. • To ensure that for each capital development project, the delivery team is clearly defined. • To seek assurance that appropriate Health & Safety arrangements are in place for the delivery of approved capital development projects, including project-specific risk management, contractor oversight, statutory compliance and escalation of material Health & Safety risks arising from capital project delivery; noting that wider operational Health & Safety oversight remains outside the Committee's remit unless specifically referred by the Board. • To receive post-completion reviews following major projects, identifying lessons learned and areas for improvement in future estates and capital activity.

6. Governance Framework

Appendix B outlines the governance framework mechanisms, by which approvals related to estates, capital projects and major procurement/contractual commitments will be managed.

Relationship with other Committees	• The Committee operates in close alignment with:
	  ○ The Resources, Culture & Impact Committee – financial and environmental sustainability.
	  ○ The Audit, Risk & Compliance Committee – risk, control and assurance.
	  ○ The Executive, who remain accountable for delivery.
	• The E&MP Committee does not duplicate the role of other committees but provides a single point of governance oversight for estates-led strategic investment and associated procurement risk.

Hierarchy & Compliance	• The Committee shall exercise its functions strictly in accordance with the College's Instrument & Articles of Government, Scheme of Delegation and Financial Regulations. Nothing in these Terms of Reference shall override matters reserved to the Board. • Any authority exercised by the Committee or the Executive under these Terms of Reference operates only where such authority has been delegated by the Board and within the limits set out in the College Financial Regulations.

Other Governance Matters	• To review the Committee's terms of reference at least annually.
	• To deal with any matters specifically referred to the E&MP Committee by the Board.
	• **Cross-Committee Working & Inter-Committee Referral:**
	  ○ The Committee will actively participate in structured inter-committee referral and reporting arrangements, ensuring that cross-cutting themes (including digital, cyber, sustainability and infrastructure) are appropriately considered across the governance framework.
	  ○ In doing so, the Committee will:
	    ▪ Initiate or respond to formal inter-committee referrals, where matters fall wholly or partly within the remit of another committee.

	- Ensure that relevant insights, risks and assurance findings are shared in a timely and structured manner. - Escalate cross-cutting issues to the Board where a holistic or Board-level view is required. • To obtain independent professional advice as necessary.

7. Approvals & Contract Execution

Appendix C illustrates the approvals process in full.

Approval to Develop Options *(Pre-Commitment Stage)*	• The Board or, where authority has been delegated, the MP&E Committee may approve activity to develop options, undertake feasibility work or conduct further analysis in advance of any decision to commit the College. • Such approval shall be limited to defined preparatory activity, capped in value and scope, and shall not constitute approval to proceed with delivery, enter into construction contracts, or otherwise commit the Corporation beyond the approved preparatory expenditure. • Any proposal to proceed to delivery or to enter into substantive contractual commitments shall require further approval in accordance with the Committee's delegated authority or be referred to the Board, as appropriate.
Committee Level Approval Threshold	• Subject to authority delegated by the Board, the Committee may approve variations, extensions and related expenditure within an approved project or contract envelope up to a cumulative limit of 10% of the Board-approved value, subject to a maximum cash limit determined by the Board. • Variations that exceed these limits, materially alter the approved scope or risk profile, or fall outside the Financial Regulations must be referred to the Board for approval. • Where the Chair of the Board and/or the E&MP Committee Chair considers that a matter, while within tolerance, is of exceptional strategic or reputational significance, it will be referred to the Board.
Authority to Execute Contracts & Deeds	• Where a project, contract or transaction has been approved by the Board or this Committee: o Authority is delegated to the CEO & Principal* and/or Chief Operating Officer, in consultation with the Director of Governance, to finalise, agree and execute associated legal documentation. o This includes execution as a deed under the College Seal, provided the documentation is materially consistent with the approval granted. • The application of the College Seal and signature by two authorised Governors constitutes execution of a previously approved decision and does not require further governance approval.

**Authority to execute documentation, including execution as a deed under the College Seal, is administrative in nature and exists solely to give effect to a decision already approved by the Board or by a Committee acting under properly delegated authority. Nothing in these terms of reference confers authority on the CEO & Principal or the Committee to approve matters reserved to the Board under the Instrument & Articles of Government, Scheme of Delegation or Financial Regulations.*

8. Delegable Functions – Policies, Key Documents & Routine Reports

Whilst some functions are non-delegable, certain duties have been delegated to the E&MP Committee for approval. The following table distinguishes between those reports, policies and key documents that have been designated for Committee level (rather than ESCG Board) approval, as indicated in **yellow/bold**:

Item	Joint Review	Approval Level	Frequency
Term Specific Agenda Items			
1. MP&E Priority Board Key Performance Indicators	-	Board	Annual
2. MP&E Committee Performance Indicators	**-**	**Committee**	**Annual**
Annual Reports			
3. Environmental & Sustainability Report	-	Board	Annual
Strategies & Master Plans			
4. Estates Master Plan	-	Board	Annual
Policies & Key Documents			
5. Environmental & Sustainability Policy	ARaC	Board	Every 3 Years

9. Review & Approval

- Review & Recommendation for Approval — 25th June 2026
- ESCG Board Approval — 9th July 2026

Summary of Changes

Version	Effective	Summary of Change	Prepared By	Approved By
1.	3rd July 2023	• New format and structure throughout.	Director of Governance	ESCG Board
2.	8th July 2024	• Minor grammatical amendments. • Meeting frequency reduced to every 8 weeks.	Director of Governance	ESCG Board
3.	7th July 2025	• Minor grammatical amendments throughout. • Increase in the number additional governors that may be a member from four to five to accommodate newly appointed Student Governor. • Removal of the Director of Capital Development & Assets as a Lead Officer.	Director of Governance	ESCG Board
4.	9th July 2026	• Full overhaul of the terms of reference, including a renaming from 'CDB' to the 'Estates & Major Projects Committee', with additional scope to include major projects, estates and strategic procurement. • Transitioning the committee from a time-limited to a standing committee. • List of attendees extended to include DoE&S and EDoF. • Expansion beyond capital delivery into ongoing estates strategy and strategic procurement.	Director of Governance	ESCG Board

Version	Effective	Summary of Change	Prepared By	Approved By
		• Simplification of approval mechanisms to ensure that these are not overly complex, sequential and resource intensive. • Disbands the Sub-Group, with responsibilities reverting to the E&MP Committee. • Formally separates governance approval from legal execution. • Replaces Board ‘approval in principle’ with approval of defined envelopes and tolerances. • New ‘Delegable Functions’ section, which includes oversight of the Estates Master Plan, Environmental & Sustainability Report/Policy and MP&E Committee specific KPIs. • New delegated powers for the CEO&P and/or COO to execute legal documentation.		

Appendix A – Committee Context

Estates & Major Projects Committee

Strategic Ambition

- ***Estates & Digital Transformation:*** *We will fuel the aspirations of our students, colleagues and community partners by providing adaptable physical and digital learning spaces.*

Estates & Major Investments

Oversee the the College's estates strategy, major capital investments, project delivery and associated strategic procurement development.

Risk Management & Financial Oversight

Robustly monitor risks associated with major projects, estates and procurement, whilst ensuring close oversight of related budget/casflow.

Community Impact

Ensure effective stakeholder engagement, in impacting learners, staff, communities, partners or the local infrastructure, ensuring that developments enhance the College's role as a civic and educational anchor.

Environmental & Sustainability Issues

Strategic oversight of environmental sustainability and decarbonisation matters across the College estates.

Environmental Sustainability

Ensure that major projects and estates decisions contribute positively to the College's sustainability, decarbonisation and environmental objectives, embedding environmentally responsible design and operational practices, wherever possible.

Simplification of Information

Leverage a range of concise and targeted reports, key performance indicators and benchmarking data to identify trends and enable a holistic approach to decision making.

Strategic Focus

Adopt a 'future proofing' mindset, supporting the Board to make informed decisions about estates transformation, asset optimisation and long-term investment, while enabling agile but well-controlled responses to emerging opportunities, funding windows and external pressures.

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Appendix B: Governance Framework for Estates & Major Projects

Mechanism	Summary	Method	Example Scenarios
1. Full Board	The Board is the primary decision-making body for strategic estates, major capital investment and high-risk or high-value procurement. It sets the College's risk appetite, approves significant commitments and determines the parameters within which delegation operates.	• Decisions are taken through scheduled Board meetings or, where required, Board-level electronic resolutions. • Approvals are formally minuted and typically define scope, total financial envelope (including contingency), funding source, risk profile and delegated authority.	• Approval of the Estates Strategy or Estates Master Plan. • Approval of major capital project business cases. • Approval of strategic or high-value procurement contracts or frameworks above Financial Regulations thresholds. • Approval of material changes to scope, funding or risk exceeding delegated tolerance. • Approval of land disposals, acquisitions or development agreements of strategic significance.
2. Estates & Major Projects Committee	**Normal Governance Business** The Committee provides focused oversight and delegated approval for estates-led activity and associated procurement within Board-approved parameters. It ensures delivery remains aligned with strategy, financially controlled and managed within the agreed risk appetite.	• Decisions are taken through the normal committee cycle, with additional meetings if required. • Authority is exercised only where delegated by the Board and in accordance with Financial Regulations. • The Committee may approve actions within Board-approved envelopes and agreed tolerances and escalates matters that exceed those limits.	• Approval of contract awards for estates or infrastructure works within a Board-approved envelope. • Approval of estates-related procurement strategies and tender outcomes within delegated thresholds. • Approval of contract variations or extensions within agreed tolerance (e.g. up to 10%). • Approval of grant funding applications or acceptances where authority is delegated. • Monitoring delivery, cost, programme and risk with exception-based reporting to the Board.
	Off Cycle Electronic Resolutions Enables timely decision making where urgency requires action between scheduled meetings.	• Electronic resolutions issued to all Committee members, where urgency requires, with sufficient information to enable informed decision making. • All decisions are reported at the next Board meeting.	• Urgent approval of a contract award within envelope. • Time limited funding acceptance. • Approval of variation within tolerance to avoid project delay.
	Feasibility Studies The Board may delegate authority for the MP&E Committee to oversee defined feasibility, options appraisal and preparatory activity in advance of any decision to commit the College.	• Approval is explicitly non-binding and does not authorise delivery or execution. • Approval is capped in value, scope and time. • Work is limited to analysis, feasibility, professional advice and early engagement. • A further approval is required before any material commitment is made.	• Commissioning feasibility or condition surveys ahead of an Estates strategy decision. • Funding early design and cost work to test viability of a proposed capital scheme. • Developing options and cost ranges to inform a future business case. • Early professional advice where external funding opportunities are emerging but uncertain.
3. Executive	The Executive is responsible for delivery and implementation of decisions approved by the Board or Committee. Execution of contracts, including deeds requiring the College Seal, is an administrative act giving legal effect to an approved decision.	• The Executive acts to execute legal documents from approval already granted. • The Director of Governance manages application of the College Seal and confirms execution aligns with approved authority. • Two authorised Governors to sign legal documents as formal signatories.	• Finalising and executing construction or infrastructure contracts after Board/Committee approval. • Executing leases, licences or development agreements already approved. • Applying the College Seal to complete legally approved transactions. • Managing procurement processes, contract delivery and performance within agreed parameters.

Mechanism	Summary	Method	Example Scenarios
4. Extraordinary Meetings	Urgent decisions that need to be taken in rare and extenuating circumstances, where there has been no prior opportunity for discussion/approval by the Full Board.	• Extraordinary meetings should be called by the Director of Governance (at the discretion of the Chair) where more complex decisions need to be made outside of the governance cycle. • Such meetings should be rare, to allow appropriate Governor scrutiny and challenge on urgent matters.	• New opportunities. • Significant changes to the Estates Strategy and/or capital projects. • Urgent or significant updates to the Board. • Approvals for extraordinary spend/budgetary changes. • Land disposal falls through, contractor goes into liquidation, legal action initiated against ESCG.

Appendix C – Approvals Process: Estates & Major Projects