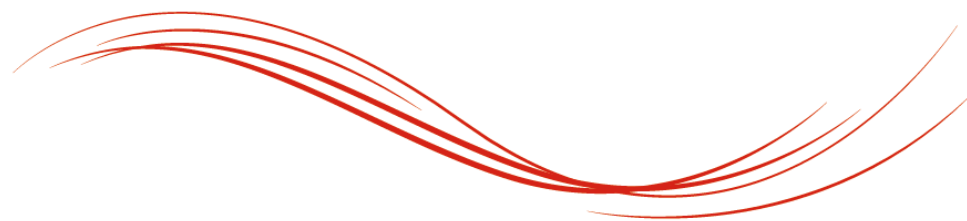


**Coleg
Gwent**



COLEG GWENT FURTHER EDUCATION CORPORATION

GOVERNANCE OFFICER'S ANNUAL REPORT

2017/18



Introduction

This Annual Report outlines the membership and activities of the Coleg Gwent Further Education Corporation during the year to 31st July 2018. The Governance Officer prepares this report annually to provide assurance to the Board and Welsh Government that the activities of the Coleg Gwent Corporation have been carried out in accordance with its statutory responsibilities and the governance structure set out in the Instrument & Articles of Government of the Coleg Gwent Corporation, which were last updated in October 2017.

Code of Good Governance for Colleges in Wales

The Corporation formally adopted the Code of Good Governance for Colleges in Wales in October 2016. The Code sets out recommended best practice in governance with the aim of supporting college boards to successfully meet their mission and strategy. The Coleg Gwent Corporation seeks to meet (and where possible, exceed) the best practice recommended in the Code and undertakes an annual review of its performance against the criteria set out under the seven 'Elements of Governance': Strategy & Leadership; Collective Accountability; Financial Strategy & Audit; Teaching & Learning; Responsiveness; Equality & Diversity and Effective Governance.

Membership

The determined number of Board members is sixteen. This includes the Principal/Chief Executive, along with two Staff Governors and two Student Governors. The eleven independent Governors are drawn from the public and private sector, including local employers. All are appointed on the basis of providing the Board with a balance of relevant skills and experience to ensure it can fulfil its responsibilities effectively.

With the exception of the Principal/Chief Executive and Student Governors, all Governors are appointed for a three-year term. They may serve a maximum of three terms (nine years in total). The Board believes that this length of term enables Governors to develop a detailed understanding of the College, ensures continuity of leadership and allows for the introduction of new ideas. Re-appointment at the end of each term is not automatic and the decision to re-appoint a member rests with the Board, on the recommendation of the Search Committee. The decision to re-appoint is based on both the contribution made by each individual member, and the current requirements of the Board in terms of skills and knowledge.

Eligibility

The eligibility of all new Governors is checked prior to the Board approval of their appointment. Checks are made with reference to Clause 7 of the Coleg Gwent Corporation Instrument of Government and this includes a search of the Insolvency and Disqualified Directors Registers.

The Governors who served during the 2017-18 academic year were:

- | | |
|---|--|
| • Angela Lloyd (Chair) | Retired July 2018 |
| • Guy Lacey (Principal/Chief Executive) | |
| • Hamed Amiri | Appointed April 2018 |
| • Hilary Aldridge | Appointed April 2018 |
| • Sue Ball | Appointed April 2018 |
| • Anthony Basnett | Appointed January 2018 |
| • Alan Brown | Resigned January 2018 |
| • Richard Brown | Resigned May 2018 |
| • Sam Chapman Skinner (Student Governor) | |
| • Jack Ford | |
| • Lucy Gambarini | Retired December 2017 |
| • Darragh Hanley-Crofts | |
| • Danielle Horrigan | Appointed January 2018/Resigned May 2018 |
| • Sian Hughes (Business Support Staff Governor) | |
| • John James (Teaching Staff Governor) | Resigned May 2018 |
| • Mark Langshaw (Vice Chair) | |
| • Jo McCafferty | Resigned January 2018 |
| • Lizzie Swaffield | |

- Martin Veale
- Paul Davenport (External member of the Audit Committee)
- Gareth Watts (External member of the Audit Committee)

Chair and Vice Chair

The Corporation operates with a Chair and one Vice Chair, each is elected by the Board to serve a two-year term of office and can be re-appointed to serve a maximum of three terms (six years in total). The election of the Chair and Vice Chair takes place in alternate years to ensure continuity of leadership.

For the year to 31st July 2018, the Chair of the Coleg Gwent Corporation was Angela Lloyd. Ms Lloyd was first appointed as a Governor in 2008 and has served as Chair since 2011, she retired from the Board at the end of the 2017-18 academic year. Prior to the July 2018 Board meeting, Mr Mark Langshaw MBE was elected to replace Ms Lloyd as Chair of the Corporation to serve a two-year term from 1st August 2018. Mr Langshaw served as Vice Chair for the year to July 2018 and following his election as Chair, a further election was held for his replacement in that role. Subsequently, Ms Hilary Aldridge was elected to serve the remainder of Mr Langshaw's term as Vice Chair to July 2019.

Governors with special responsibilities

During 2017-18, the following Governors held roles with specific responsibility:

Danielle Horrigan	Learner Voice
Angela Lloyd	Safeguarding
Jo McCafferty/Anthony Basnett	Diversity

Expenses

Members of the Corporation and its committees serve on a voluntary, unremunerated basis, but they are entitled to claim for reasonable travel and subsistence expenses incurred in direct relation to their role as a Governor. Expenses claimed mainly relate to travel to and from meetings, but may also include refreshments or attendance at external events on behalf of the Corporation.

Expenses are claimed through the College self-service HR portal and are checked and authorised by the Governance Officer. The Chair's expenses claims are checked and authorised by the Governance Officer and Vice Principal (Resources & Planning). The Governance Officer can confirm that in the year to 31st July 2018, only eligible expenses were paid, these totalled £1732. In the interests of openness, a summary of the expenses claimed is set out below:

Governor	Expenses claimed 2017-18 (rounded to nearest £)
Angela Lloyd	£1217
Hilary Aldridge	£120
Lizzie Swaffield	£188
Martin Veale	£207

Contracts for the supply of goods and services

During the year ended 31st July 2018, no contract for goods or services has been awarded by Coleg Gwent to any Corporation or committee member, nor to any organisation with which a member is connected, except in the pursuit of its recognised business of providing education and training for the benefit of the local community.

Interests

On appointment, all Governors and external committee members must complete a Declaration of Interests listing all interests which they (or a close family member) has that could (or could be seen to) present a conflict in the exercise of their independent judgement when carrying out their responsibilities as a member of the Coleg Gwent

Corporation. The Governance Officer maintains a Register of Interests for all Corporation and committee members, Senior Postholders, Directors and Managers of the College.

The **Register of Corporation Members' Interests for 2017-18** is provided below for information:

Name	Details of interests	Date interest disclosed	Date Register updated
Angela Lloyd	<ul style="list-style-type: none"> Advisory Board Member, Institute of Education, University College London 	14.09.16	30.09.16
Guy Lacey	<ul style="list-style-type: none"> Governor, Blackwood Comprehensive School, Caerphilly Governor, Monmouth Comprehensive School, Monmouth Advisor, YPRENTIS (partnership between Melin Homes and Monmouthshire CC) 	08.10.15 08.10.15 17.04.18	08.10.15 08.10.15 17.04.18
Hamed Amiri	<ul style="list-style-type: none"> Employee, Target Group Ltd 	16.04.18	16.04.18
Hilary Aldridge	<ul style="list-style-type: none"> Partner, Wyewood Properties Director, Cernunnos Developments Ltd. Partner, Nathan House Flats Member, Ridgeway Learning Partnership Governor, York College (now ceased) 	23.04.18 23.04.18 23.04.18 23.04.18 23.04.18	24.04.18 23.04.18 23.04.18 23.04.18 31.07.18
Sue Ball	<ul style="list-style-type: none"> Employment – Assistant Director of Workforce and Organisational Development, Aneurin Bevan University Health Board Member Parochial Church Council, St Marks Church, Newport 	26.03.18 26.03.18	23.04.18 23.04.18
Anthony Basnett	<ul style="list-style-type: none"> Employee, Cisco International Ltd. Wife – Coleg Gwent employee 	17.01.18 17.01.18	19.01.18 19.01.18
Alan Brown	<ul style="list-style-type: none"> Director, Alan Brown Associates Ltd. 	08.06.17	31.07.17
Richard Brown	<ul style="list-style-type: none"> No interests declared 		
Sam Chapman Skinner	<ul style="list-style-type: none"> No interests declared 		
Jack Ford	<ul style="list-style-type: none"> No interests declared 		
Lucy Gambarini	<ul style="list-style-type: none"> Employed by The Carers' Trust South East Wales (ceased September 2017) 	08.09.16	1.10.17
Darragh Hanley-Crofts	<ul style="list-style-type: none"> Employee, British Broadcasting Corporation Member, Institute of Chartered Accountants England & Wales 	01.08.17 01.08.17	30.09.17 30.09.17
Danielle Horrigan	<ul style="list-style-type: none"> Employee, NHS Wales 	12.01.18	18.01.18
Sian Hughes (Staff Governor)	<ul style="list-style-type: none"> No interests declared 	-	03.10.16
John James (Staff Governor)	<ul style="list-style-type: none"> UCU Wales Chair UCU Branch Chair (City of Newport) 	12.09.16	30.09.16
Mark Langshaw	<ul style="list-style-type: none"> Director of Continental Teves (Employment) Chair – BG Effect Project (voluntary/non-remunerated) Chair Ebbw Vale Enterprise Zone (voluntary/non-remunerated) Special Advisor to the Board, Aneurin Leisure Trust (voluntary/non-remunerated) Board Member LSKIP (voluntary/non-remunerated) 	09.11.16 09.11.16 09.11.16 09.11.16 09.11.16	10.11.16 10.11.16 10.11.16 10.11.16 10.11.16

Joanne McCafferty	<ul style="list-style-type: none"> • Daughter - member of Coleg Gwent staff at City of Newport Campus 	20.09.16	30.09.16
Lizzie Swaffield	<ul style="list-style-type: none"> • Employee, University of Wales Trinity St David • Shareholder, Swaffield Ltd (Engineering services business) • Husband - owner Swaffield Ltd • Member, Grange Pavilion Charitable Incorporated Organisation (Local community asset transfer partnership in partnership with Cardiff University) 	20.06.17 20.06.17 20.06.17 19.07.18	31.07.17 31.07.17 31.07.17 19.07.18
Martin Veale	<ul style="list-style-type: none"> • Independent Member (Finance), Velindre NHS Trust • Justice of the Peace, Mid Wales Bench • Vice Chair of Governors, Coedpenmaen Primary School • Financial Assessor to the Traffic Commissioners • Audit Committee Member, Higher Education Funding Council for Wales (HEFCW) • Lay Member on the Audit Committee of Pembrokeshire County Council • Audit Committee Member, Bristol Community Health (remunerated) • Trustee, Merthyr Tydfil Leisure Trust • Board Member, Sport Wales (commences 01.09.18) 	15.03.16 12.09.16 14.12.14 14.12.14 14.12.14 15.06.17 01.08.17 12.09.16 05.06.18	16.03.16 03.11.16 14.12.14 14.12.14 14.12.14 16.06.17 01.08.17 03.11.16 05.06.18
Gareth Watts (External)	<ul style="list-style-type: none"> • Employed by National Assembly for Wales; Head of Internal Audit • Governing Body Member, Meadowbank School, Cardiff 	20.10.15 17.10.17	25.10.15 08.11.17
Paul Davenport (External)	<ul style="list-style-type: none"> • Employed by GM Financial/Vauxhall Finance: Audit Director 	15/12/15	21/12/15

An Agenda item is included at each Board and committee meeting to allow for the declaration of interests in relation to specific agenda items and topics for discussion. Any declarations made, along with the action taken to address any conflict, are recorded by the Governance Officer in the Register of Declared Interests.

The Board

The Board meets three times each term. During 2017-18 meetings were scheduled on the following dates:

- 24th October 2017
- 21st November 2017
- 19th December 2017
- 23rd January 2018
- 20th February 2018 (meeting cancelled)
- 20th March 2018
- 22nd May 2018
- 19th June 2018
- 17th July 2018

The Board met eight times, with the meeting scheduled for 20th February 2018 being cancelled due to illness. For a meeting of the Board to be quorate, 40% of the members must be present. All Board meetings in the year were quorate.

Financial reporting and monitoring

At each Board meeting, the Vice Principal (Resources & Planning) presents a detailed Financial Report outlining performance against budget and KPIs with forecast outturn. In addition, the Vice Principal (Curriculum & Quality) presents regular reports on learner recruitment against target, learner outcomes, Safeguarding and Learner Voice.

In accordance with the College Financial Regulations, the Board approves all capital expenditure in excess of £100,000 and progress on projects is monitored via the monthly Financial Report.

In 2017-18 the Board approved capital expenditure on the following projects:

- Upgrade to College WiFi network
- Replacement Virtual Learning Environment
- Upgrade of PCs and Apple Mac devices at two campuses
- Refurbishment of teaching spaces at City of Newport, Usk and Crosskeys Campuses

In addition, the Chair approved an expenditure proposal under 'Chair's action' in April 2018 for the purchase of specialist equipment for the new advanced materials workshops at the Blaenau Gwent Learning Zone. The Chair's Action was reported to the Board at the meeting on 22nd May 2018.

Board committees

To support its work, the Board operates with the following sub-committees:

- Audit Committee
- Search Committee
- Remuneration Committee (for the performance and salary review of senior postholders)
- Appeals, Reporting & Special Committees (mainly relating to senior postholder disciplinary matters and appeals against dismissal)

Audit Committee

The Audit Committee comprises four Governors and two additional, external members with specialist audit, accounting and internal control experience. The Chair of the Audit Committee for 2017-18 was Mr Martin Veale. The Corporation Chair does not serve on the committee and in accordance with the Welsh FE Audit Code of Practice recommendations, no staff or student members of the Corporation serve on the committee. The Principal and Vice Principal (Resources & Planning) are invited to attend all meetings of the committee and other senior managers are invited to attend when appropriate in relation to specific items of business.

In 2017-18, the Audit Committee met three times on:

- 7th November 2017
- 6th March 2018
- 3rd July 2018

For meetings of the Audit committee to be quorate, 50% of the members must be present, two of which must be Board members. All meetings of the committee in 2017-18 were quorate.

The Audit Committee submits an Annual Report to the Board. This report gives an overview of committee business and provides the Audit Committee's opinion on the College's risk management, internal control and governance processes, based on its own work and that of the internal and external auditors for the year. Following review by the Board, this report is also submitted to Welsh Government.

The current terms of reference of the Audit Committee are attached at *Appendix 1*.

Search Committee

During 2017-18, the Search Committee met four times on:

- 5th December 2017
- 9th March 2018
- 4th July 2018

- 13th July 2018 (continuation of previous meeting)

For a meeting of the Search Committee to be quorate, 40% of the members must be present. During 2017-18 all meetings of the committee were quorate.

Whilst the Board has responsibility for approving all appointments to the Corporation and its committees, it does so on the recommendation of the Search Committee which meets with all prospective appointees, including Staff and Student members elected by their peers. The Search Committee regularly reviews skills and diversity data relating to Board membership and this helps to inform the selection process.

Appointments made on the recommendation of the Search Committee during 2017-18:

		Date of appointment
Anthony Basnett	Governor	01.01.18
Danielle Horrigan	Governor	01.01.18
Sam Chapman Skinner	Student Governor	01.01.18
Hilary Aldridge	Governor	01.04.18
Hamed Amiri	Governor	01.04.18
Sue Ball	Governor	01.04.18
Liam Billingsley	Student Governor	01.08.18
Neil Phillpott	Governor	01.08.18
Ray Morrison	Governor	01.08.18
Wendy Rogers	Staff Governor (Teaching)	01.08.18

The Search Committee provides an Annual report detailing its work during the year to the Board for information. The current Terms of Reference of the Search Committee are provided for information at *Appendix 2*.

Remuneration Committee

The Remuneration meets annually to consider the performance, terms and conditions and pay of the four senior postholders (Principal/Chief Executive, Vice Principals and Governance Officer). At its meeting on the 15th March 2018, the committee took into account performance reviews, previous pay awards, the pay award made to staff and benchmark data from the Association of Colleges in making a recommendation to the Board for the senior postholder pay award for 2017-18. The pay award was subsequently approved by the Board at the meeting on 20th March 2018.

Strategy Seminars

In addition to the monthly Board meetings, the Board held two Strategy Seminars during 2017-18 on 15th November 2017 and 6th June 2018. These seminars enable Governors to explore specific emerging issues in more depth with the senior management team.

Annual meeting

The College held its Annual Meeting on 6th February 2018. There were 80 attendees including College managers, local employers and representatives of Local Authorities, University College London, Career Colleges Trust and the National Composites Centre. In addition, the Lord Lieutenant of Gwent and High Sheriff of Gwent attended.

Following a brief introduction from the Chair, the Principal/Chief Executive gave an overview of the College's progress in the preceding year which highlighted the Strategic Plan and new Coleg Gwent Core Values. A video presentation highlighted the many success of students and staff from across the College, including a number of wins at national and international skills competitions. The Chair of the Coleg Gwent Employers' Forum, James Crawford (Chief Executive of Johnsey Estates) gave a presentation that showcased collaboration between the different sector groups that make up the Employers' Forum and the College campuses. To close, the Chair facilitated a question and answer session before making her closing remarks.

Governor induction and training

Newly appointed Governors are provided with copies of key documents including the Coleg Gwent Instrument & Articles of Government and Standing Orders, the Memorandum of Financial Understanding with Welsh Government and the Code of Good Governance for Colleges in Wales.

New members also undergo an induction process that includes initial meetings with the Governance Officer, Chair and Principal/Chief Executive. These meetings give an overview of the College and its strategic Mission and Vision, as well as key governance matters. New Governors also meet the Vice Principal (Curriculum & Quality) and the Vice Principal (Resources & Planning) who each provide an overview of their areas of responsibility.

All Governors and external committee members have access to a wide range of information and resources relating to governance via the Corporation area on the College VLE. Governors are required to complete a number of online training modules in their first year on topics including Safeguarding, Working with the Prevent Strategy, Equality & Diversity, Whistleblowing and Data Protection. During 2017-18 all Governors completed an updated Data Protection module that covered the requirements of the General Data Protection Regulation.

Briefings prior to each Board meeting keep the Board informed of emerging issues and help to develop their understanding of the College and the impact of wider developments. During 2017-18 these briefings covered:

- The Additional Learning Needs & Educational Tribunal (Wales) Bill
- General Data Protection Regulation
- Cybersecurity
- The Career Colleges Trust
- Higher Education provision
- Welsh Government – Mutual Investment Model

Governors are also encouraged to take an interest in the wider life of the College and during the year Governors attended a number of awards evenings, performances, skills competitions and exhibitions.

Key developments in 2017-18

Having approved a Technology Strategy and Teaching & Learning Strategy in May 2017, the Board received regular updates on progress with the implementation of these and was pleased to note significant progress.

The Board also adopted its own version of the Coleg Gwent Core Values & Behaviours in place of its previous Code of Conduct.

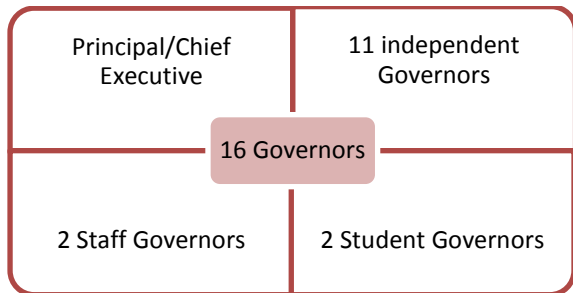
In April 2018 ESTYN chose Coleg Gwent as the pilot college for inspection under its new inspection framework. During the inspection the Chair and Governors met with the inspection team and the Chair joined the Principal and Vice Principals at the feedback meeting. The Board welcomed Estyn's positive comments on the College's support systems for students and the acknowledgement of the College's outstanding results for vocational main qualifications. Special mention was also made of the positive links with employers which have been strongly supported by the Coleg Gwent Employers' Forum.

In March Governors received a presentation from Career Colleges Trust prior to the launch of two Career Colleges, in digital technologies and health & care. These are the first such initiatives in Wales in partnership with the Career Colleges Trust and the Board welcomes this new and exciting delivery model for vocational training.

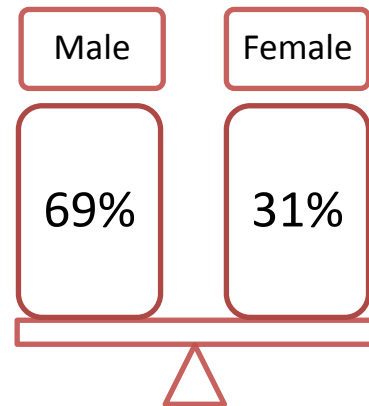
The College's partnership with Torfaen CBC has continued to be productive and with approval now given for the post-16 centre in Cwmbran and planning permission in place, the Board is looking forward to the new centre taking shape over the coming year.

Governance monitoring data (as at July 2018)

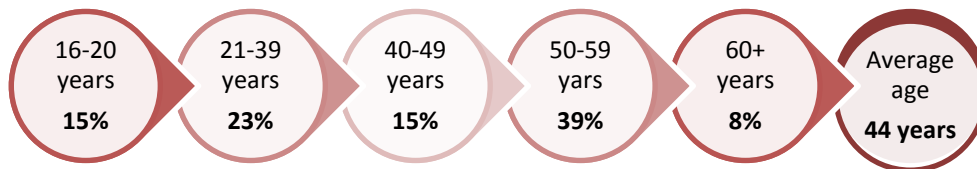
Board composition



Gender balance



Age profile



Other diversity measures

1 Welsh speaker
No declared disabilities
92% White British
8% Asian (Afghan)

Attendance



Access to Information

The Coleg Gwent Corporation is committed to being open and accountable in its business and has approved an Access to Information Policy which aims to:

- Facilitate access to information on the Corporation;
- Reduce the amount of information classed as 'Confidential'
- Make information publicly accessible

The Access to Information Policy sets out the criteria used when considering whether information is to be classified as Confidential. Any decision on the classification of information must be justified against these criteria and such decisions are reviewed annually by the Board.

The Agendas for Board and committee meetings are available on the Coleg Gwent website and copies of non-confidential minutes and papers can be requested in writing from the Governance Officer.

Governance Officer

The Governance Officer for the Coleg Gwent Corporation for 2017-18 was Mrs Marie Carter. During the year the Governance Officer completed the following training and development activities:

- Leadership Excellence Programme – delivered to all Coleg Gwent managers by Growing Vision consultants
- Freedom of Information & Environmental Information Regulation – external online training course
- Data Protection & GDPR – online training module
- Two meetings of the FE Governance Network Wales (these provide an opportunity for relevant training on emerging governance issues and the sharing of best practice).

Statement of Assurance

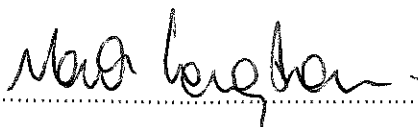
As far as she can be reasonably expected to be aware, the Coleg Gwent Governance Officer is content that in the year to 31st July 2018 the Coleg Gwent Corporation fulfilled its statutory responsibilities and all business of the Corporation was carried out in accordance with the Coleg Gwent Instrument & Articles of Government. She is also of the view that the activities of the Corporation have met the expectations of best practice outlined in the Code of Good Governance for Colleges in Wales.

The Governance Officer wishes to formally acknowledge the commitment and contribution of the Corporation Chair, Governors, committee members and Corporate Management team towards the ongoing stability and good governance of the College.



..... Marie Carter, Governance Officer

This report has been reviewed by the Corporation Board and to the best of our knowledge is an accurate and fair record of Corporation business in the year to 31st July 2018



..... Mark Langshaw MBE, Chair of the Corporation



COLEG GWENT
FURTHER EDUCATION CORPORATION
AUDIT COMMITTEE TERMS OF REFERENCE

The Audit Committee is a statutory committee under the terms of the Instrument & Articles of Government. It is responsible to the Board and is authorised to investigate any activity within its terms of reference. The Committee may also seek any information it requires from any employee of the College and staff members must cooperate with any request for information.

If it considers it necessary, the Audit Committee may obtain independent, professional advice and secure the attendance at its meetings of non-members with relevant experience and expertise.

The Audit Committee has the right to go into confidential session and to exclude any person if it is satisfied that this is appropriate. At least once a year the Committee will meet with the external and internal auditors without any officers of the College being present.

Terms of Reference:

1. Executive Responsibilities

- 1.1 To ensure that Coleg Gwent complies with the mandatory requirements of the Welsh Government Audit Code of Practice.
- 1.2 To ensure that the College has in place appropriate mechanisms for the assessment and management of risk.
- 1.3 To ensure that Coleg Gwent has adequate systems and procedures in place to promote economy, efficiency and effectiveness.
- 1.4 To agree the nature and scope of audit work, including any in-year changes to the approved internal audit periodic plan.
- 1.5 To consider the draft annual financial statements prior to submission to the Board for formal approval. This review should include specific consideration of significant accounting policies, Members' responsibilities and the Corporate Governance statement. The Committee's view on any statement of the effectiveness of the internal control system will be provided to the Board as part of the Committee's Annual Report.
- 1.6 To consider major findings of internal audit investigations and management responses.
- 1.7 To promote coordination between internal and external auditors.
- 1.8 To ensure that resources made available for internal audit are sufficient to meet the College's needs.
- 1.9 To oversee, and regularly review, the College's policies on fraud and irregularity (including Anti-Fraud, Disclosure of Malpractice – Whistleblowing, and Anonymous Allegations), including any action taken under those policies, and to undertake periodic reviews of related records via a Report from the Governance Officer.
- 1.10 To regularly review and approve the College's Financial Regulations.
- 1.11 To ensure that all significant losses have been properly investigated and reported to the Board and that the internal and external auditors and the audit service of the Welsh Government have been fully informed.

- 1.12 To receive the annual audited accounts of the Coleg Gwent Students' Union.
- 1.13 To produce an Annual Report for submission to the Board, accompanied by the internal auditors' annual report, summarising the Committee's activity for the year. The Report should give the Committee's opinion, based on the work of internal and external audit and any other work conducted during the year, on the effectiveness of the internal control system, including risk management and corporate governance arrangements. The Report should be submitted in time to be taken into account by the Board in its consideration of the Members' responsibility statement in the annual financial statements.

2. Monitorial Responsibilities

- 2.1 To review the effectiveness of internal control systems, including the findings and conclusions arising from audits and, in particular, the external auditors' Management Letter and Communication with Those Charged with Governance and the internal auditors' annual report and management responses.
- 2.2 To review the assurance mechanisms for ensuring compliance with the College's corporate governance requirements.
- 2.3 To monitor the implementation of agreed audit recommendations.
- 2.4 To review relevant audit reports from the audit service of the Welsh Government, WAO and other organisations and to monitor implementation of relevant recommendations.
- 2.5 To monitor the performance and effectiveness of external and internal audit as the basis for recommendations to the Board concerning their re-appointment.
- 2.6 To monitor the implementation of audit related letters and guidance when received.
- 2.7 To review an Annual Report on entries in the Register of Gifts and Hospitality for Board and Committee Members and the Freedom of Information Records.

3 Advisory Responsibilities

- 3.1 To advise the Board on the appointment and terms of engagement of the internal auditors, the audit fee, the provision of non-audit services by the internal auditors and any question of their resignation or dismissal, and to make a recommendation to the Board on their annual re-appointment.
- 3.2 To advise the Board on the appointment and remuneration of the external auditors and the scope of their work, including any non-audit services provided and any question of resignation or dismissal, and to make a recommendation to the Board on their annual re-appointment.
- 3.3 To review and recommend the Internal Audit Needs Assessment, Strategy and Periodic Plan.
- 3.4 To provide advice, where required, to other Committees of the Board.

Composition: **Six**
Comprising four Board Members (excluding the Chair, Principal, Staff and Students)
plus
Two External Committee Members
The Chair of the Committee must be a Board Member.

Quorum: **Three**, of which two (including the Committee Chair) must be Board Members.

Frequency of meetings: **Minimum Termly**

Corporation approval: **21 March 2017**



COLEG GWENT
FURTHER EDUCATION CORPORATION
SEARCH COMMITTEE TERMS OF REFERENCE

The Search Committee is a statutory committee under the terms of the Instrument & Articles of Government.

The Committee is responsible to the Board and may if it considers it necessary, seek independent, professional advice or secure the attendance of non-members to support the search process.

All appointments to the Corporation must be made in accordance with the Instrument & Articles of Government and the Board may not appoint any Board or Committee Member without first considering the advice and recommendations of the Search Committee.

The Corporation is committed to the principles of equality of opportunity and diversity in the workplace. All considerations and recommendations of the Search Committee take full account of the statutory requirements in relation to these principles.

Terms of Reference

1. Executive responsibilities

- 1.1 To ensure the membership needs of the Corporation are met by seeking and recommending high calibre candidates for appointment to the Board.
- 1.2 To determine and oversee the recruitment and assurance process for new Governors and new External Committee Members.
- 1.3 To meet with all candidates for appointment to the Board or as External Committee Members and with reference to supporting applications and references, determine the most suitable candidate(s) for recommendation to the Board.
- 1.4 If appropriate, recommend suitable candidates for addition to a '*waiting list*' for future appointment to the Board or as an External Committee Member.
- 1.5 To provide an Annual Report on the Committee's activities to the Board for information.

2. Monitorial responsibilities

- 2.1 To review an annual Skills & Diversity analysis in relation to current Board membership and to refer to this analysis when considering any recommendation for appointment or addition to the waiting list.
- 2.2 To annually review attendance data for the Board and its committees and make any necessary recommendations to the Board.

3 Advisory responsibilities

- 3.1 To annually review the composition and balance of the Board membership and make appropriate recommendations to the Board.
- 3.2 To advise the Board (having followed the approved process) on the appointment or re-appointment of Board Members and External Committee Members.
- 3.3 To advise the Board (if required) in respect to any new appointment to the positions of Chair or Vice Chair, under the terms set out in the Corporation's Standing Orders.

Composition: Six

The Chair of the Corporation will be the Chair of the Committee.

The Committee may co-opt one suitably qualified and experienced external member.

Quorum: Three

Frequency of meetings: As needed (with one date earmarked for each term).

Corporation approval: **Approved 21 February 2017**