



COLEG GWENT FURTHER EDUCATION CORPORATION
GOVERNANCE OFFICER'S ANNUAL REPORT
2018/19



1. INTRODUCTION

- 1.1 This Annual Report has been prepared by the Governance Officer to provide assurance to Welsh Government that the activities of the Coleg Gwent Corporation during the year to 31st July 2019, have been carried out in accordance with relevant statutory requirements and in line with the procedures and governance structure set out in the Coleg Gwent Instrument & Articles of Government.
- 1.2 The Corporation formally adopted the Code of Good Governance for Colleges in Wales in October 2016. The Code sets out statutory requirements and recommended best practice in governance with the aim of supporting college boards to successfully meet their responsibilities. The Coleg Gwent Corporation seeks to meet (and where possible, exceed) the best practice set out in the Code and as part of its self-assessment process, undertakes an annual review of its performance against the Code.

2. GOVERNANCE REVIEW

- 2.1 The Corporation last reviewed and updated its composition and structure in 2014. At a Strategy Seminar in October 2018 the Board identified a need to carry out a fresh review. A working group was set up comprising Governors, the Principal, Vice Principals and Governance Officer.

Following a series of meetings, the working group made recommendations for changes to the governance structure, including the setting up of two additional sub-committees to support the work of the Board, and an increase in the number of members to support this.

From 2019-20 the Finance & Resources Committee will advise the Board on human resources, financial, estates and infrastructure/IT issues and will monitor progress on major strategic projects. The Curriculum & Quality Committee will oversee quality management, performance and development across all academic areas of the College and the wider learner experience.

Preparation for these changes continued throughout 2018-19 and the Board approved a Schedule of Delegation which provides clarity and consistency to the decision making process. Two additional Governors have been recruited and the Governance Officer has worked with the senior management team and committee Chairs to finalise work programmes. All committees report to the Board through a formal Committee Chair's Report that identifies issues requiring a decision or further discussion by the Board, items offering assurance to the Board and items for information.

3. CORPORATION MEMBERSHIP

3.1 Determined membership

As part of the governance review, in January 2019 it was agreed that the determined number of Board members would be increased from sixteen to eighteen to facilitate the introduction of the additional sub-committees. Membership therefore now includes thirteen independent Governors drawn

from a range of backgrounds including local employers in both the private and public sector. Membership also includes the Principal/Chief Executive, along with two Staff and two Student Governors.

2018-19 membership

The members who served on the Coleg Gwent Corporation during 2018-19 were:

- Mark Langshaw (Chair)
- Hilary Aldridge (Vice Chair)
- Guy Lacey (Principal/Chief Executive)
- Hamed Amiri
- Sue Ball
- Anthony Basnett
- Liam Billingsley (Student Governor)
- Elizabeth Brimble Appointed June 2019
- Sam Chapman Skinner (Student Governor) Retired December 2018
- Darragh Hanley-Crofts
- Sian Hughes (Staff Governor) Reappointed December 2018
- Ray Morrison
- Caitlin Nedahl Appointed January 2019/Resigned May 2019
Appointed June 2019
- John Phelps
- Neil Phillipott
- Wendy Rogers
- Denise Ryan Appointed June 2019
- Elizabeth Swaffield
- Martin Veale
- Paul Davenport (External Member) Reappointed December 2018
- Gareth Watts (External Member) Reappointed December 2018

3.2 Appointments

All appointments to the Corporation are subject to Board approval, on the recommendation of the Search Committee.

Term of office

With the exception of the Principal/Chief Executive and Student Governors, all members are normally appointed for a three-year term. They may normally serve a maximum of three terms (nine years in total). The Board is of the view that this length of term enables Governors to develop a good understanding of the College and ensures continuity of leadership, whilst allowing for the regular introduction of fresh ideas.

Reappointment at the end of each term of office is not automatic and the decision to re-appoint rests with the Board, on the recommendation of the Search Committee. The decision to reappoint is based on a review of the contribution and commitment of the member, alongside the current requirements of the Board.

Eligibility

The eligibility of all new members is checked prior to Board approval of the appointment. The Governance Officer carries out checks with reference to Clause 7 of the Coleg Gwent Corporation Instrument of Government. This includes a search of the Insolvency and Disqualified Directors Registers. All members also complete an enhanced DBS check at appointment.

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 reappointed to serve a maximum of three terms (six years in total) in that role. The election of the Chair and Vice Chair takes place in alternate years to ensure continuity of leadership.

Mr Mark Langshaw was elected by the Board to serve as Chair for a two year term from 1 August 2018. To replace Mr Langshaw as Vice Chair, Ms Hilary Aldridge was appointed for an initial one-year term from 1 August 2018. She was subsequently reappointed for a further two-year term from 1 August 2019.

Governors with special responsibilities

During 2018-19 Mr Hamed Amiri held the role of Governor for Equality and Diversity. The role of Governor for Safeguarding was taken by Mr Langshaw pending completion of the governance review. Ms Denise Ryan has now taken on that role for the 2019-20 academic year. From 2019-20 there will also be a new role of Governor for Health & Safety which will be filled by Mr John Phelps.

Expenses

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

Expenses are claimed through the college's self-service HR portal and are checked and authorised by the Governance Officer. If the Chair submits a claim this is checked and authorised by both the Governance Officer and Vice Principal (Resources & Planning) or the Principal/Chief Executive.

In the year to 31 July 2019, only eligible expenses were paid, these totalled £1313.70. This figure includes payment of a claim by the previous Chair relating to the 2017-18 academic year.

Contracts for the supply of goods and services

During the year ended 31 July 2019, no contract for goods or services has been awarded by Coleg Gwent to any Corporation or committee member, or to any organisation with which a member is directly 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 members complete a Declaration of Interests. This lists 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 Governor/committee member. The Register of Members' Interest is maintained by the Governance Officer and an agenda item is included at each Board and committee meeting to allow for members to declare any interest in relation to specific items and topics for discussion. All declared interests, along with any action taken, are recorded in the minutes.

The Register of Members' Interests for 2018-19 is provided below for information:

Name	Details of interests	Date interest disclosed	Date Register updated
Hilary Aldridge (Vice Chair)	• Partner, Wyeswood Properties	23.04.18	24.04.18
	• Director, Cernunnos Developments Ltd.	23.04.18	23.04.18
	• Partner, Nathan House Flats	23.04.18	23.04.18
	• Governor/Member, Ridgeway Learning Partnership	23.04.18	23.04.18
	• Governor, York College (ceased)	23.04.18	01.08.18
	• Director, Brook House Flats Ltd.	08.10.18	08.10.18
Hamed Amiri	• Employee, Target Group Ltd (now ceased)	16.04.08	26.06.19
	• Employee, NewLaw Solicitors, Cardiff	18.06.19	26.06.19
Sue Ball	• Employment – Assistant Director of Workforce and Organisational Development, Aneurin Bevan University Health Board	26.03.18	23.04.18
	• Member Parochial Church Council, St Marks Church, Newport	26.03.18	23.04.18
Anthony Basnett	• Former Employee, Cisco International Ltd. (ceased 16/06/19)	17.01.18	22.05.19
	• Wife – Coleg Gwent employee	17.01.18	19.01.18
	• Employee – VMWARE from 17/06/19	21.05.19	22.05.19
Liam Billingsley	• Vice President, Coleg Gwent Students' Union	17.09.18	17.09.18
Elizabeth Brimble	• Director of Qualifications, Registration and Fitness to Practice, Education Workforce Council	29.05.19	10.06.19
Sam Chapman Skinner (retired December 2018)	• No interests declared		
Darragh Hanley-Crofts	• Employee, British Broadcasting Corporation	01.08.17	30.09.17
	• Member, Institute of Chartered Accountants England & Wales (ICAEW)	01.08.17	30.09.17
Sian Hughes (Staff Governor)	• No interests declared	-	03.10.16
Guy Lacey (Principal/Chief Executive)	• Governor, Blackwood Comprehensive School, Caerphilly	08.10.15	08.10.15
	• Governor, Monmouth Comprehensive School, Monmouth	08.10.15	08.10.15
	• Advisor, YPRENTIS (partnership between Melin Homes and Monmouthshire CC)	17.04.18	17.04.18

	<ul style="list-style-type: none"> • Director, Colegau Cymru 	01.09.18	01.09.18
Mark Langshaw (Chair)	<ul style="list-style-type: none"> • Director of Continental Teves (Employment). Company is a training customer of the College and employs apprentices that attend the College. • Chair, Blaenau Gwent Effect Project, BG CBC (unremunerated) • Chair Blaenau Gwent Enterprise Board (unremunerated) • Chair of Strategic Advisory Board, Tech Valleys (unremunerated) • Director, Welsh Automotive Forum • Former Special Advisor to Aneurin Leisure Trust (resigned 01.04.17) 	09.11.16	10.11.16
		09.11.16	09.11.16
		09.09.18	09.09.18
		09.09.18	09.09.18
		09.11.16	09.11.16
		09.11.16	09.09.18
Ray Morrison	<ul style="list-style-type: none"> • Joint owner and co-director, Bowmor Ltd. Trading as Bluebird Care Newport (domiciliary care provider of adult social services) • Volunteer (Dementia Friends Champion), Alzheimers Society • Member, Newport CC Dementia Friendly City Implementation Group • Member, Greater Gwent Health, Social Care & Wellbeing Provider Forum • Member, Aneurin Bevan University Health Board, Domiciliary Care Executive Liaison Group 	09.08.18	09.08.18
		09.08.18	09.08.18
		09.08.18	09.08.18
		09.08.18	09.08.18
		09.08.18	09.08.18
		09.08.18	
Caitlin Nedahl	<ul style="list-style-type: none"> • No interests declared 	06.01.19	06.01.19
John Phelps	<ul style="list-style-type: none"> • Self-employed FE Education & Training Consultant including: <ul style="list-style-type: none"> ○ Qualifications Wales – review of engineering qualifications (Sector Advisor) ○ Work based learning assessment work for Merthyr College 	29.05.19	10.06.19
Neil Phillpott	<ul style="list-style-type: none"> • Operations Manager, Midas Group (Employment) 	21.08.18	21.08.18
Wendy Rogers (Staff Governor)	<ul style="list-style-type: none"> • Deputy Chair, UCU, Coleg Gwent • Chair, UCU Crosskeys Campus 	10.08.18	10.08.18
		10.08.18	10.08.18
Denise Ryan	<ul style="list-style-type: none"> • No interests declared 	28.05.19	13.06.19
Lizzie Swaffield	<ul style="list-style-type: none"> • Former employee, University of Wales Trinity St David • Shareholder, Swaffield Ltd (Engineering services) • Husband - owner Swaffield Ltd • Member, Grange Pavilion Charitable Incorporated Organisation (Local community asset transfer project in partnership with Cardiff University) • Employee, Swaffield Ltd. – Consultancy work for Oxfam Cymru 	20.06.17	31.03.19
		20.06.17	31.07.17
		20.06.17	31.07.17
		19.07.18	19.07.18
		01.04.19	01.04.19
Martin Veale	<ul style="list-style-type: none"> • Independent Member & Audit Committee Chair, Velindre University NHS Trust • Board Member & Audit Committee Chair, Sport Wales • Justice of the Peace, Mid Wales Bench • Lay Member, Pembrokeshire County Council • Lay Member of the Audit Committee, Bristol Community Health • Governor, Coedpenmaen Primary School, Pontypridd 	15.03.16	16.03.16
		01.09.18	05.09.18
		12.09.16	03.11.16
		15.06.17	15.06.17
		01.08.17	01.08.17
		14.12.14	14.12.14

	<ul style="list-style-type: none"> Former Trustee & Chair of Finance Committee, Merthyr Tydfil Leisure Trust (ceased 18/4/19) 	12.09.16	06.09.19
	<ul style="list-style-type: none"> Lay Member, Merthyr Tydfil CBC Standards Committee 	11.04.19	11.04.19
	<ul style="list-style-type: none"> Director, Pen Y Cymoedd Windfarm Development Community Interest Company (due to commence June 2019) 	11.04.19	11.04.19
Gareth Watts (External Member)	<ul style="list-style-type: none"> Employee, National Assembly for Wales Commission; Head of Internal Audit 	20.10.15	25.10.15
	<ul style="list-style-type: none"> Governing Body Member, Meadowbank School, Cardiff 	17.10.17	08.11.17
Paul Davenport (External Member)	<ul style="list-style-type: none"> Employed by Opal Vauxhall Finance: Audit Director 	15/12/15	21/12/15

Induction and Development of Corporation members

In July 2018 the Search Committee approved a new Procedure for the Recruitment, Appointment and Induction of Corporation Members. Newly appointed members are provided with an Induction Pack that includes 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 undergo an induction process that includes initial meetings with the Governance Officer, Chair and Principal/Chief Executive. These meetings provide an overview of the College and its strategic Mission and Vision as well as key governance matters. Induction also includes meetings with each of the Vice Principals who provide an overview of their areas of responsibility.

All members have access to a wide range of information and guidance through the Corporation area on the College VLE and Governors complete a number of online training modules on topics including Safeguarding, Prevent, Equality & Diversity and Data Protection/GDPR.

Briefings prior to meetings keep the Board informed of emerging issues and key initiatives. During 2018/19 the topics of these briefings included:

- The Additional Learning Needs & Educational Tribunal (Wales) Bill
- Higher Education quality assurance
- Technology Strategy
- Teaching & Learning Strategy
- Governance self-assessment.

During the year the College Board was represented at cross party discussions on funding and mental health in the FE sector and the Chair, along with several other Governors attended the Colegau Cymru Annual Conference. Governors have also been pleased to support events across College including performances, skills competitions, exhibitions and awards evenings.

BOARD & COMMITTEE MEETINGS

Board meetings

During 2018-19 the Board met nine times on the following dates:

- 23 October 2018
- 20 November 2018
- 18 December 2018
- 22 January 2019
- 19 February 2019
- 27 March 2019
- 21 May 2019
- 18 June 2019
- 23 July 2019

In January 2019 the Board agreed that the required quorum for a Board meeting should be increased from 40% attendance to 50% attendance of eligible members. All Board meetings in the year were quorate.

Reporting and monitoring

At each Board meeting, the Vice Principal (Resources & Planning) presents a detailed Financial Report. This outlines financial performance against budget and financial KPIs. In addition, the Vice Principal (Curriculum & Quality) presents regular reports on learner recruitment against target.

The Board also receives periodic reports on learner outcomes, Safeguarding and Learner Voice. Management presents summary strategic 'dashboards' on key projects and initiatives including the College's Technology Strategy and Teaching and Learning Strategy. All reports to the Board include an assessment of risk and identify how it links to the College's key strategic objectives.

The work of the Corporation's sub-committees is reported to the Board through Committee Chairs' Reports. During 2018-19 this process was strengthened with the introduction of a standardised report template which categorises and prioritises items for the Board's attention.

Expenditure approval

In accordance with the College Financial Regulations, the Board approves all capital expenditure in excess of £250,000. Progress on capital projects is monitored via the Monthly Financial Report and the Board and its committees also review 'dashboard' summaries for major capital projects.

In 2018-19 the Board approved capital expenditure on:

- Business Intelligence and Data Dashboard Software
- Development of a Centre of Excellence for Catering at Usk Campus
- New facilities for Career Colleges provision in ICT at City of Newport and Crosskeys Campuses
- Refurbishment work and relocation of key functions from Pontypool Campus

- Furniture, equipment and ICT for the Torfaen Learning Zone
- Improvements to IT networks to support the wider use of mobile devices.

COMMITTEES

Sub-committees support the work of the Board. During 2018-19 Coleg Gwent Board operated with the following sub-committees:

- Audit Committee
- Search Committee
- Remuneration Committee
- Appeals Committee.

As already noted, on the recommendation of the Governance Review Working Group, in January 2019 the Board approved a proposal to establish two additional sub-committees. From 2019-20 the Board will also benefit from the input of:

- Curriculum & Quality Committee
- Finance & Resources Committee.

Audit Committee

The Audit Committee comprises four Governors and two additional, external members with specialist audit or accountancy experience. The Chair of the Audit Committee for 2018-19 was Mr Martin Veale.

The Chair of the Corporation and Principal/Chief Executive do not serve on the Audit Committee and in accordance with the Welsh FE Audit Code of Practice (ACOP) recommendations, no staff or student members of the Corporation serve on the committee. The Principal and Vice Principal (Resources & Planning) do however attend all meetings, along with the Director of Finance. Other senior managers are invited to attend when appropriate, in relation to specific items of business. Representatives of the internal and external audit services attend all meetings of the committee and the committee meets with these representatives in private at least once a year.

In 2018-19 the Audit Committee met four times on:

- 6 November 2018
- 5 March 2019
- 8 May 2019
- 2 July 2019

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 2018-19 were quorate.

The Audit Committee Chair provides the Board with a summary report of committee business after each meeting. This report prioritises items, highlighting those being recommended for approval or escalated for the Board's

attention. The committee also submits a detailed 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. The Audit Committee opinion is based on its own work and that of the internal and external auditors for the year, with the Internal Audit Annual Report being submitted alongside it. Following review by the Board, this report forms part of the annual submissions to Welsh Government.

The Audit Committee reviewed its Terms of Reference at the July 2019 meeting. Some minor amendments were recommended and these were subsequently approved by the Board. A copy of the latest Terms of Reference is attached at Appendix 1.

Search Committee

Search Committee membership has been revised from 6 to 5 members during 2018-19. Membership includes the Corporation Chair and Vice Chair, the Principal/Chief Executive, one other independent Governor and a Student Governor. The first meeting of 2018-19 was Chaired by Ms Hilary Aldridge (Vice Chair of the Corporation), with Ms Sue Ball being appointed as Search Committee Chair from January 2019.

During 2018-19 the Search Committee met three times on:

- 4 December 2018
- 2 May 2019
- 9 July 2019

For a meeting of the Search Committee to be quorate, 50% of the members must be present. All meetings of the committee were quorate during the year, however for the December 2018 meeting an independent Governor was co-opted to the committee due to illness.

Approval of appointments and re-appointments to the Corporation rests with the Board, however all such decisions are made under advice from the Search Committee. As part of the appointment process, the committee meets with all prospective appointees, including elected Staff and Student Governors and regularly reviews key Board data including skills and diversity, attendance, appointment dates and Governor development.

Appointments approved on the recommendation of the Search Committee in 2018-19 were:

		Date of appointment
Caitlin Nedahl	Student Governor	01.01.19
Elizabeth Brimble	Governor	01.06.19
John Phelps	Governor	01.06.19
Denise Ryan	Governor	01.06.19
		Reappointments
Sian Hughes	Staff Governor	01.12.18
Paul Davenport	External Audit Committee member	01.12.18
Gareth Watts	External Audit Committee member	01.12.18
Mark Langshaw	Governor	01.08.19

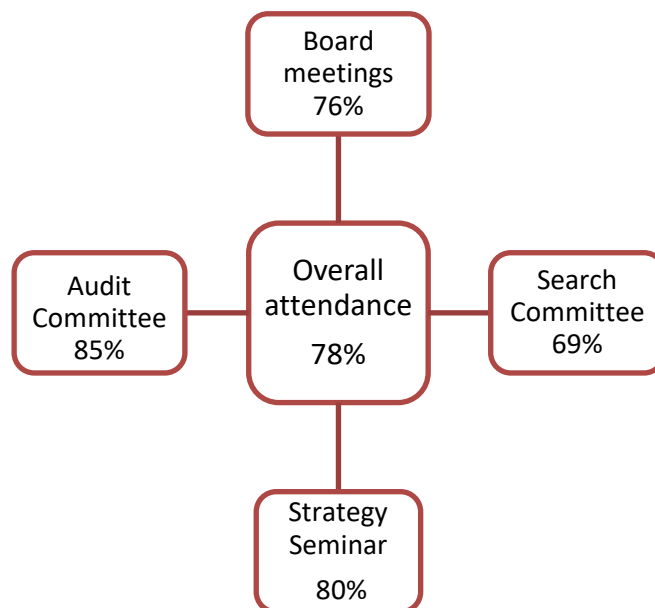
The Chair of the Search Committee provides the Board with a report of the committee's work after each meeting. As with the Audit Committee, this prioritises items being recommended for approval or which the committee feels require wider consideration. The committee also submits an Annual Report detailing its work to the Board for information.

The Search Committee reviewed its Terms of Reference at the May 2019 meeting and changes were subsequently approved by the Board. A copy of the current Search Committee Terms of Reference is attached at Appendix 2.

Remuneration Committee

The Remuneration Committee meets annually to consider the performance, terms and conditions and pay of the four senior postholders (Principal/Chief Executive, Vice Principals and Governance Officer). The committee met on 18 March 2019 and following that meeting, the Board approved a recommendation in relation to the Governance Officer's annual pay award in line with that of other staff across the College. The Remuneration Committee had further discussions in relation to the other senior post holders' remuneration. This took longer than anticipated and an award in line with that given to staff was approved at the December 2019 Board meeting.

Attendance 2018-19



Access to information

The Coleg Gwent Corporation is committed to being open and accountable in how it conducts its business. The Board has approved an Access to Information Policy which aims to facilitate access to Corporation information, control the amount of information classified as 'Confidential' and make information accessible to the public.

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 material must be justified against these criteria and a review of such decisions is carried out annually by the Board.

Board meeting agendas are available on the Coleg Gwent website along with information on how to request copies of other non-confidential Board papers.

KEY DEVELOPMENTS

The Board receives regular updates and has been pleased to note ongoing progress against the Technology and Teaching & Learning Strategies approved in May 2017. It has approved capital expenditure to support the delivery of these strategies, including new business information data dashboard software, improvements to IT infrastructure and equipment and the introduction of virtual desktop infrastructure to support wider use of mobile devices across college.

In November 2018 it was announced that the new post-16 centre in Cwmbran will be named the Torfaen Learning Zone. The College continues to have an effective partnership with Torfaen County Borough Council and excellent progress has been made. The project is on schedule and transition planning is well underway, with the first students due to be welcomed in September 2020. The Board receives regular strategic updates and has approved capital expenditure to equip the new building.

The Board is also closely monitoring the development of a centre of excellence for catering, hospitality and tourism at Usk Campus. Twentieth Century Schools funding has been secured towards the cost of this initiative and the Board has approved the necessary capital expenditure. Planning is ongoing and the Board is looking forward to seeing this project take shape during the next academic year.

In March 2019 the Board approved a proposal for a major restructure of the College. The key focus of this restructure was to improve quality and standardise provision, whilst strengthening links with employers. To achieve this, there has been a shift away from a campus-based approach to a faculty structure and commercial training provision has been brought back 'in-house'. The new governance structure dovetails well with these operational changes and Board committees will play a key oversight role going forward.

DIVERSITY

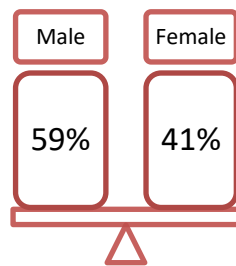
In July 2018 the Board approved a new Coleg Gwent Strategic Equality Plan, recognising the importance of embedding equality and promoting diversity in all aspects of the College. The Board is committed to the principles set out in the Strategic Equality Plan and monitors progress against the targets identified. Regular updates are provided by the HR Director on progress against those targets

The diversity of the Corporation Board is monitored by the Search Committee which reviews an annual Skills and Diversity Report. This report informs the recruitment process. When recruiting new Governors, the Corporation utilises a wide range of tools to reach a broad pool of potential candidates. This includes direct contact, websites, social media, recruitment sites, professional and business community bodies and business networks. Vacancies are also circulated through Chwaraeteg and Race Council Cymru.

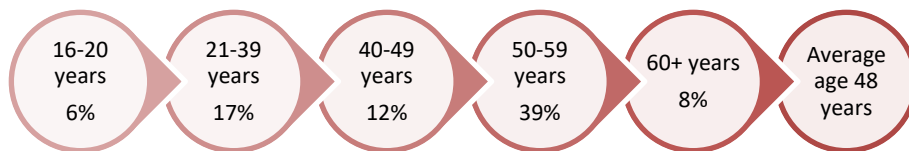
In July 2018 the Search Committee approved a new Procedure for the Recruitment, Appointment and Induction of Corporation Members. All appointments are made on merit and the priority is always to ensure that the Board has the right balance of skills and experience it needs to effectively fulfil its responsibilities.

Diversity at July 2019:

Gender diversity



Age profile



Other diversity measures

- 1 Welsh speaker
- 1 Declared disability
- 15 White British
- 1 White Irish
- 1 Asian/Afghan

GOVERNANCE OFFICER

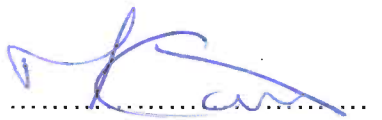
The Coleg Gwent Corporation Governance Officer for 2018-19 was Mrs Marie Carter. She attended all Corporation Board and committee meetings held in the year excluding the Remuneration Committee and the February 2019 Board meeting. Mr Dan Coles acted as Governance Officer for the February meeting in her absence.

The Governance Officer attends meetings of the Wales FE Governance Network and these provide the opportunity to share best practice and discuss key governance issues. To support her ongoing development, during 2018-19 Mrs Carter successfully completed the Level 6 Certificate in Corporate Governance with ICSA, the Chartered Governance Institute. She has also completed online training modules in Health & Safety and GDPR/Data Protection.

STATEMENT OF ASSURANCE

As far as she can be reasonably aware, the Coleg Gwent Governance Officer is content that in the year to 31st July 2019, the Coleg Gwent Corporation fulfilled its statutory responsibilities and all business of the Corporation Board and its committees was carried out in accordance with the Coleg Gwent Instrument & Articles and all relevant legislation and guidance.

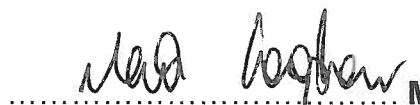
She is also of the view that the activities of the Corporation met the expectations of best practice set out in the Code of Good Governance for Colleges in Wales.



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17/12/19.

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 2019.



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17/12/19

Mark Langshaw MBE, Chair of the Corporation



**COLEG GWENT FURTHER EDUCATION CORPORATION
AUDIT COMMITTEE**

TERMS OF REFERENCE
Approved 23 July 2019

The Audit Committee is a statutory committee under the terms of the Financial Memorandum between Welsh Government and FE colleges and 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.

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.

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 and other relevant policies as delegated by the Board.

- 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 will 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 will 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 key Registers, including Interests, Gifts and Hospitality and 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 the Board or other committees of the Board.

4. Additional matters

- 4.1 The Committee has executive responsibility only as specifically delegated to it by the Corporation and as set out in the Memorandum of Understanding with Welsh Government.
- 4.2 The Audit Committee may obtain independent, professional advice and secure the attendance at its meetings of non-members with relevant experience and expertise.
- 4.3 The Committee Chair will provide a regular report on the activities of the committee to the Board.
- 4.4 The Governance Officer will act as Clerk to the committee.
- 4.5 The Governance Officer will ensure that copies of minutes, or draft minutes (redacted where appropriate) are circulated to all Corporation members for information at the next appropriate Board meeting.
- 4.6 These Terms of Reference will be reviewed ANNUALLY

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.

No member of the Finance & Resources Committee may serve on the Audit Committee.

Quorum:

Three (50%), of which two (including the Committee Chair) must be Board Members.

Frequency of meetings:

4 (minimum 3) per annum - Termly



COLEG GWENT FURTHER EDUCATION CORPORATION SEARCH COMMITTEE

TERMS OF REFERENCE
Approved 21 May 2019

Purpose of the Committee

The Search Committee is established to oversee and advise on matters relating to Corporation membership, including the recruitment process, recommendation of candidates for appointment, skills and diversity monitoring, induction, development, performance and succession planning.

1. Executive Responsibilities

- 1.1 To ensure the membership needs of the Corporation are met by seeking and recommending high calibre candidates for appointment.
- 1.2 To determine and oversee the recruitment and assurance process for new Corporation Members.
- 1.3 To meet with all candidates for appointment to the Corporation and (with reference to supporting applications and references) make recommendations to the Board on those candidates considered suitable for appointment.
- 1.4 Where appropriate, to recommend suitable candidates for addition to the 'Recommended list' for possible future appointment to the Corporation.
- 1.5 To provide an Annual Report on the committee's activities to the Board for information.

2. Advisory Responsibilities

- 2.1 To annually review the composition and balance of Corporation membership and make appropriate recommendations to the Board.
- 2.2 To advise the Board on the membership needs of the Corporation.
- 2.3 To advise the Board (when required) in respect of appointments to the role of Chair or Vice Chair under the terms set out in the Corporation Standing Orders.
- 2.4 To advise on appropriate succession planning to ensure ongoing quality and continuity of leadership.
- 2.5 To advise on the Induction and development process for Corporation members.
- 2.6 To advise on the process for the annual appraisal of the Board and Corporation members.

3. Monitorial Responsibilities

- 3.1 To annually review a Skills & Diversity analysis in relation to current Corporation membership. This analysis is to be referred to when considering recruitment and recommendation of appointments to the Board.
- 3.2 To annually review Corporation attendance data and make any necessary recommendations.
- 3.3 To monitor ongoing Governor development including compliance in relation to compulsory training requirements for Corporation members.

4. Additional Matters

- 4.1 The authority to appoint members to the Corporation rests with the Board as a whole, but in considering an appointment, the Board must take into account the advice of this committee.
- 4.2 The Committee has executive responsibility only as specifically delegated to it by the Board.
- 4.3 The committee will address any other matter referred to it by the Board.
- 4.4 The Governance Officer will act as Clerk to the Committee.
- 4.5 The Committee Chair will regularly report to the Board on the activities of the committee.
- 4.6 The Governance Officer will ensure that copies of minutes (or draft minutes) are circulated to all Corporation members for information at the next appropriate Board meeting.
- 4.7 These Terms of Reference will be reviewed every two years.

Membership:

5

Comprising:

Chair/Vice Chair
Principal/CEO
Independent Governor
1 Student Governor

The committee may obtain independent, professional advice and secure the attendance of non-members with relevant experience or expertise at its meetings.

Quorum: 50% (3 members)

Frequency of meetings: Minimum twice per year and as required



COLEG GWENT
FURTHER EDUCATION CORPORATION
REMUNERATION COMMITTEE TERMS OF REFERENCE

The Remuneration Committee is responsible to the Board. If the Committee considers it necessary, it may seek independent, professional advice and secure the attendance of non-members with relevant expertise to advise on relevant matters.

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

Terms of Reference

Advisory Responsibilities:

- 1.1 To consider and make recommendations to the Board in respect of remuneration for all Senior Postholders, based on:
- Roles and responsibilities
 - Performance
- and taking into consideration:
- Appropriate sector benchmarking data
 - Any recent staff pay award.
- 1.2 To consider and make recommendations to the Board on severance terms for Senior Postholders.
- 1.3 To consider any other matter concerning Senior Postholder(s) that may be referred to the Committee by the Board.

Composition: **Five** Governors, including the Chair and/or Vice Chair and **excluding** Staff and Student Members

The Committee to be chaired by the Corporation Chair.

Quorum: **Five**, to include the Chair and/or Vice Chair

Frequency of meetings: Minimum annually

Corporation approval: **Approved 23 May 2017**



COLEG GWENT
FURTHER EDUCATION CORPORATION
REMUNERATION COMMITTEE

Senior Postholders

The following posts are designated as Senior Posts under the terms of Clause 3 (1) (d) of the Statutory Articles of Government:

- Principal/Chief Executive
- Vice Principal (Curriculum & Quality)
- Vice Principal (Resources & Planning)
- Governance Officer