



## COLEG GWENT FURTHER EDUCATION CORPORATION

### STANDING ORDERS FOR THE BOARD AND ITS COMMITTEES

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## 1. INTRODUCTION

- 1.1 The Board is established to conduct the business of the Coleg Gwent Further Education Corporation and any institution for the time being conducted by the Board in exercise of their powers under the Further and Higher Education Act 1992 and subsequent legislation.
- 1.2 These Standing Orders set out the rules and procedures by which the Corporation is to be governed as allowed for under article 17(1) of the Articles of Government. The approval and adoption of these Standing Orders supersedes all previous Standing Orders.
- 1.3 Nothing in these Standing Orders is intended to override provisions of the statutory Instrument & Articles of Government in Wales, the Financial Memorandum of Understanding between Welsh Government and Further Education Colleges or the Welsh Government Further Education Audit Code of Practice. These documents should be regarded at all times as the primary source of guidance.
- 1.4 All Board Members and external committee members are required, under advice from the Governance Officer, to act in accordance with these Standing Orders.

## 2. COMMITMENT TO STANDARDS

- 2.1 The Corporation is committed to the development and promotion of a set of core values to underpin all of its activities and promote the highest standards of governance. These values are reviewed regularly and are informed by principles and guidance for those holding public office.

### 2.2 Nolan Principles

The Corporation recognises that its values must conform to the principles laid down by the Committee on Standards in Public Life, namely:

**Selflessness** *'Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family or their friends.'*

**Integrity** *'Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.'*

**Objectivity** *'In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.'*

**Accountability** *'Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.'*

**Openness** *'Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.'*

**Honesty** *'Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.'*

**Leadership** *'Holders of public office should promote and support these principles by leadership and example.'*

### **2.3 The Code of Good Governance for Colleges in Wales**

As far as possible, the Corporation aims to demonstrate and exceed, best practice as outlined in the Code of Good Governance for Colleges in Wales.

### **2.4 Code of Conduct, Values & Behaviours**

2.4.1 The Board has approved a Code of Conduct, Values & Behaviours for its members, which incorporates the Nolan Principles and is regularly reviewed and updated. At the time of their appointment and annually thereafter, all members are required to sign a declaration to demonstrate their commitment to the agreed standards.

2.4.2 Any suspected breach of this Code should in the first instance, be brought to the attention of the Chair, via the Governance Officer. Following a meeting with the member in question, the Chair may issue an informal (verbal) warning or, if he/she considers the matter sufficiently serious, may refer the issue to the Search Committee for further consideration. The Search Committee will meet with the member concerned and, following consideration of the matter, may recommend the issue of a formal warning or, if appropriate (in the case of a significant breach), termination of membership. Any such action will require a resolution by the Board.

### **2.5 Register of Interests**

2.5.1 The Governance Officer maintains a Register of Interests in respect of Board/committee members and senior postholders. Interests of a financial and/or non-financial nature, including those known interests of partners or close family members must be declared on appointment.

2.5.2 The Governance Officer will invite Members to update their declaration annually, but it is the responsibility of individual Board/committee members to ensure that their individual record of relevant interests is kept up to date by informing the Governance Officer of any changes in a timely manner.

2.5.3 The Register of Members' Interests will be made publicly available on the College website.

2.5.4 The Governance Officer maintains a record of all interests declared during the course of Board and Committee meetings. Such declarations and any subsequent action are also recorded in the meeting minutes.

### **2.6 Gifts and Hospitality**

2.6.1 Members must not accept gifts or hospitality, or benefits of any kind, from a third party which could (or could be perceived to) compromise their individual judgement or integrity without the written approval of the Chair. Any offer of gifts and/or hospitality should be declared immediately in writing to the Governance Officer. Members will be required to sign an annual Declaration of Gifts & Hospitality.

## **2.7 Whistleblowing - Public Interest Disclosure Act (PIDA) (1998)**

2.7.1 The Board has approved a policy in relation to Disclosure of Malpractice for all staff that sets out clear channels through which concerns about perceived irregularities at the College can be raised and properly dealt with, without the member of staff concerned having to fear victimisation or reprisal.

## **3. BOARD MEMBERSHIP**

### **3.1 Composition**

3.1.1 The Board has determined that its total membership will be **nineteen**, comprising of:

- The Principal/Chief Executive
- Two staff members
- Three student members (to include one Higher Education student)
- Thirteen independent members

3.1.2 The two staff members must be employed by the College and have been nominated and elected by staff of the College. One staff member will be employed as and elected by, teaching staff and the other will be employed as and elected by, non-teaching/business support staff of the College.

3.1.3 The three student members will be elected at an election open to all students of the College. One HE and one FE student member will be appointed for the academic year from August to July, and one FE student member will be appointed for the calendar year from January to December.

3.1.4 For clarity, a FE student is any full-time, part-time or work-based learner studying up to and including Level 3. A HE student is any learner studying at Level 4 or above.

3.1.5 The determined membership may be varied by a subsequent determination, subject to the provisions of Clauses 2 and 3 of the Instrument of Government.

### **3.2 Appointment and Terms of Office**

3.2.1 The recruitment process for Board/committee members is set out in the Procedure for the Recruitment, Appointment and Induction of Corporation Members. All candidates/nominees for appointment must first meet with the Search Committee and the Board may not appoint any member without first considering the advice of the Search Committee.

3.2.2 All candidates for membership are required to complete a Corporation Application Form and a Skills & Diversity Survey. Before any appointment is finalised, the Governance Officer will request references and carry out relevant checks, including in relation to grounds for disqualification under Clauses 4 and 7 of the Instrument of Government. Governors will also be asked to complete an Enhanced DBS check.

3.2.3 If, after an interview process, the Search Committee deems that there are more candidates suitable for appointment than there are current vacancies, then the committee may choose to record in the minutes its recommendation to add suitable candidate(s) to a

'Recommended List' for consideration to fill a future vacancy if there is an appropriate skills match. Candidate details will be retained for a period of one year after recommendation.

- 3.2.4 Other than the Principal/Chief Executive and the student members; all members will be appointed to serve a three-year term of office. The maximum continuous time a member can serve will be three consecutive terms, or nine years. The Corporation may, if it considers it appropriate, agree a different term of office for any individual member.
- 3.2.5 The student members will be elected on an annual basis through an election process open to all students of the College. The election will be facilitated by the Manager (Learner Experience) in consultation with the Governance Officer, following the approved procedure.
- 3.2.6 Two student members (one FE and one HE) will be elected at the end of each academic year to serve a term of office that expires on 31 July of the following year. The third student member will be elected in the autumn term to serve for the coming calendar year January to December.
- 3.2.7 Any Board/committee member will normally be eligible for reappointment at the end of his/her term of office. Re-appointment is subject to an individual's continued eligibility under clauses 4 and 7 of the Instrument of Government and to the recommendation of the Search Committee.
- 3.2.8 The Student and Staff Governors are each subject to a relevant election process. Successful candidates will meet with the Search Committee following the relevant election process and their appointment remains subject to the recommendation of the Search Committee and approval of the Board.
- 3.2.9 All other Members that wish to seek reappointment are required to submit the relevant form and to meet with the Search Committee. When considering re-appointments, the Search Committee will take into account the individual's past commitment and contribution to the work of the Corporation as well as the need to maintain a balance of skills on the Board and the need for a regular introduction of new ideas.
- 3.2.10 Under the College's *'Meeting Family Commitments and Public Duties Policy'*, Staff Governors are entitled to a maximum of four days additional paid leave per teaching year (30 hours for hourly paid employees) in relation to fulfilling their duties as a Governor of Coleg Gwent.
- 3.2.11 Occasionally, a member may find that temporary but significant personal or professional commitments interfere with his/her effective contribution to the work of the Corporation. In such circumstances, rather than resign their position, the member may apply in writing, via the Search Committee, for a 'leave of absence'. The Search Committee will take a view based on the individual's contribution and commitment to date, before making its recommendation to the Board. Where a leave of absence is granted, the member will continue to receive all correspondence and information as if they were still attending meetings and their membership will be counted in the attendance and quorum for all meetings.

### **3.3 Termination of Membership**

- 3.3.1 A Board/committee member may resign his/her office at any time by giving written notice to the Governance Officer.
- 3.3.2 The criteria for eligibility for membership apply equally to Board members and to external committee members. Board/committee members must inform the Governance Officer immediately if they suspect a change in their circumstances may render them ineligible for membership. If such grounds are substantiated beyond doubt, then the individual's membership will be terminated in writing by the Governance Officer, under advice of the Chair. The termination will be reported to the next Corporation Board meeting.
- 3.3.3 Paragraph 2.4.2 of these Standing Orders also incorporates provision for the termination of membership where there has been a serious breach of the Corporation's Code of Conduct, Values & Behaviours.
- 3.3.4 Any Board/committee member absent from meetings without good reason for a period of six months may be required by the Corporation to resign. In the first instance they will be invited to meet with the Chair to provide an explanation for the absence. If the absence continues, then the member will be invited to submit their resignation.

### **3.4 Induction and Training**

- 3.4.1 Following appointment, all new Board/committee members are required to take part in the Corporation Induction Process and to commit to an ongoing schedule of development and training designed to equip them as individuals and collectively, with the skills and knowledge to carry out their responsibilities to the highest standard.

### **3.5 Liability and Indemnity Insurance**

- 3.5.1 As part of the College's comprehensive insurance, Board and external co-opted committee members, senior postholders and the Governance Officer have the benefit of cover under a Directors' and Officers' Liability Policy. This policy is intended to offer protection in the event of claims made against them by third parties in connection with their individual or collective roles, acting for the College. All serving members are required to complete an annual declaration in connection with this insurance.

### **3.6 Allowances to Members**

- 3.6.1 Board/committee members are not permitted to receive any payment for their services as members. However, they may be reimbursed for reasonable expenses necessarily incurred as a result of attendance at any event associated with their role. Necessary expenses may include childcare and/or personal care where appropriate.
- 3.6.2 The Corporation Board has resolved that Members will be reimbursed for mileage incurred at the same rate as that paid to staff.
- 3.6.3 Eligible expenses will be claimed through the College online portal and claims will be checked and authorised by the Governance Officer, excepting claims made by the Chair which will be checked and approved by the Governance Officer and the Principal/Chief Executive or Vice Principal (Resources & Planning). Claims submitted by the

Principal/Chief Executive and Governance Officer will be checked and approved by the Chair.

#### **4 APPOINTMENT OF THE CHAIR AND VICE CHAIR**

- 4.1 The Board will appoint a Chair and Vice Chair from among their number. The Principal/Chief Executive, staff and student members are not eligible to be appointed as Chair or Vice Chair.
- 4.2 The Board has chosen to operate with a Chair and one Vice Chair. Terms of Reference for these roles have been approved, these give guidance on the statutory functions of both roles and set out the key non-statutory responsibilities of the Chair and the supporting role of the Vice Chair. (See Appendix 1)
- 4.3 The Chair will assign specific non-statutory duties to the Vice Chair as required. The Vice Chair will normally chair any meeting from which the Chair is absent. The performance of any statutory functions attributed to the role of Vice Chair will be undertaken under report to the Board.
- 4.4 In circumstances where a temporary Acting Chair is required (such as longer term absence), the Vice Chair will consult with the Board and reach a mutual agreement on who will take on the role, taking into account individual circumstances and the need for continuity. In such cases, the Acting Chair will assume full responsibility for the statutory functions of the Chair and if necessary, a temporary Vice Chair will be appointed and will assume the statutory responsibilities for that role.
- 4.5 The term of office for the Chair and Vice Chair will be two years and will commence on 1<sup>st</sup> August of the year of appointment. In normal circumstances, appointment or re-appointment to roles of Chair and Vice Chair will be made biennially at the last Board meeting of the academic year following a nomination/election process to be overseen by the Governance Officer.
- 4.6 The Chair and Vice Chair appointments will be renewed in alternate years to ensure continuity of leadership.
- 4.7 The term of office of the Chair and Vice Chair will be limited to a maximum of three two-year terms, or six years in total. Re-appointment, as well as being subject to the biennial nomination and election process described above, is subject to the individual's wish to continue in office and to their on-going membership of the Corporation Board.
- 4.8 When a vacancy arises for either office, or as required under the biennial cycle of appointment/re-appointment, the Governance Officer will where appropriate, inform Board members of the wishes of the outgoing Chair/Vice Chair in relation to their future service. The Governance Officer will initiate a nomination/election process that will be open to all Board members.
- 4.9 Members nominating themselves for election to the role of Chair or Vice Chair must complete a Self-Nomination form and will be asked to submit a 'personal statement' setting out their suitability for appointment to the role. If only a single nomination is received, the appointment will be confirmed at the next scheduled Board meeting.



- 4.10 If two or more nominations are received for either of the offices, the Governance Officer will circulate details of each candidate, together with their personal statements, to all members. An election will be held (normally through the use of an electronic ballot) and will culminate with the counting/verifying of votes. This process will be undertaken by the Governance Officer and overseen by two members of the Search Committee. Candidates will be invited to witness the ballot result.
- 4.11 In the event of a tied vote, the Search Committee will be required to make a recommendation to the Board in respect of the appointment(s).
- 4.12 A Chair or Vice Chair may resign their office at any time by giving written notice to the Governance Officer. However, wherever possible or practicable, the Board requires maximum notice in order to facilitate continuity of office.
- 4.13 If a new appointment to either role has to be made at any time other than at the end of the agreed biennial cycle, the biennial nomination/election process will take place when it next falls due, regardless of the length of time served by the new incumbent.

## **5. BOARD COMMITTEES**

### **5.1 Committees**

5.1.1 The Board has established the following committees to assist with the execution of its duties and responsibilities:

- Audit Committee (Statutory)
- Curriculum & Quality Committee
- Finance & Resources Committee
- Remuneration Committee
- Search Committee

Each committee operates under approved Terms of Reference which are reviewed and where necessary, updated annually. The Terms of Reference for these committees are attached at Appendices 2 to 6.

- 5.1.2 Under the Instrument & Articles of Government, the Board may also be required to establish a Reporting Committee, a Special Committee and/or an Appeal Committee as required (see 8.3). The Terms of Reference for these statutory committees are also subject to a review and approval cycle.
- 5.1.3 The Board may establish other such committees as it considers necessary to assist with the execution of its duties. The Terms of Reference for any such committees will be reviewed regularly.
- 5.1.4 Subject to statutory provisions, the Board may terminate by resolution, any committee as it considers necessary.

## **5.2 Committee Membership**

- 5.2.1 Subject to statutory provisions and to the advice of the Search Committee, the Board may approve the appointment of any individual from within or outside its own membership to serve on any of its committees. This excludes those statutory committees required to deal with disciplinary matters described in 5.1.2. Any external members will be subject to the same membership criteria and responsibilities as if they were full Corporation Board members.
- 5.2.2 The membership of all committees will be reviewed by the Board annually at the last Board meeting of the academic year, taking into consideration advice on skills and diversity from the Search Committee if available. New committee offices and memberships will normally take effect from 1<sup>st</sup> August each year.
- 5.2.3 The length of service of a Committee Chair will normally be a maximum of six years, with the exception of the role of Chair of the Appeals Committee which will be held by the Chair of the Corporation during his/her Term of Office.
- 5.2.4 Student Governors, Staff Governors (including the Principal/Chief Executive) and external members, are not eligible to be appointed as Chair or to act as temporary Chair, of any committee.

## **6. BOARD AND COMMITTEE MEETINGS**

### **6.1 Meeting proceedings**

- 6.1.1 The Governance Officer will prepare and circulate to all members, a twelve-month schedule of meetings. This schedule will take into account the requirements of the Business Schedule for each committee. The Board or any committee may agree to alternative scheduling arrangements by mutual agreement and under advice of the Governance Officer.
- 6.1.2 The Governance Officer will convene all scheduled meetings. He/she will provide at least five working days' written notice of each meeting, together with an agenda. Except in very exceptional circumstances, he/she will also provide all related meeting papers at this point. Notification and relevant papers will normally be provided electronically.
- 6.1.3 If, after consultation with the Principal/Chief Executive, or another lead officer at the College, and the Governance Officer, it is agreed that there is insufficient business to justify a meeting, then the appropriate Chair may cancel the meeting. In such cases, all scheduled business will be carried forward to the subsequent meeting in the agreed schedule.
- 6.1.4 The appropriate Chair may call a Special Meeting of the Board or any of its committees at any time. A Special Meeting may also be called if any five members submit a request in writing to the Governance Officer. Where practicable, at least five working days' notice will be given of a Special Meeting. However, where the Chair (or in his or her absence, the Vice Chair) directs that there are matters requiring urgent attention, then less notice may be given.

## **6.2 Quorum**

- 6.2.1 The quorum for meetings of the Board will be **50%** (rounded up) of the eligible current determined Board membership.
- 6.2.2 The quorum for a meeting of a Board committee will normally be **50%** and is specified in the approved Terms of Reference for each committee.
- 6.2.3 If the number of Members assembled for a Board or committee meeting does not constitute a quorum, then the meeting will not normally be held.
- 6.2.4 If, during the course of a meeting, there ceases to be a quorum, the formal meeting will be terminated immediately. At the direction of the Chair and under advice from the Governance Officer, informal discussions may take place but no vote or decision can be made and any business requiring a decision must be carried over to a future meeting. Depending on the urgency of the matter, the decision may be carried over to a Special Meeting convened for the purpose or to the next scheduled meeting.

## **6.3 Attendance at meetings**

- 6.3.1 Under clause 14 of the Instrument of Government, the Board has resolved that no Board or committee meeting will be open to the public or press, unless by prior agreement of the relevant Chair. Application to attend a Board or committee meeting must be made in writing to the Governance Officer and should normally be received at least one week before the date of the meeting. This policy is reviewed on a three-yearly basis at the same time as these Standing Orders.
- 6.3.2 Under the terms of clause 6 of the Instrument of Government, the Governance Officer is entitled to attend all meetings of the Board and its committees and will be required to withdraw only in accordance with the terms of clause 13 (8) of the Instrument of Government.
- 6.3.3 No meeting can take place without the Governance Officer being in attendance, with the exception of the Remuneration Committee. If the Governance Officer is unavailable, a temporary Governance Officer will be chosen by the Chair of the meeting to advise upon and record proceedings (see also 6.4.4).
- 6.3.4 The members of the Corporate Management Team will normally attend meetings of the Board. The Chair may, under advice from the Governance Officer, direct that their attendance is inappropriate on the basis of the nature of the business to be discussed.
- 6.3.5 Board Members will normally be permitted to attend a meeting of any committee, except those statutory committees dealing with disciplinary matters under the terms of articles 8-11. This is subject to the consent of the relevant Committee Chair. The Board and its committees must admit up to two authorised observers if so directed by Welsh Government.
- 6.3.6 Any permitted guests at a meeting may only participate in discussion at the invitation of the Chair.

6.3.7 The Governance Officer will record attendance and apologies in the minutes of every meeting. He/she will also maintain an ongoing record of all attendance and the Search Committee will review this annually. The Search Committee may request intervention by the Board Chair if appropriate.

#### **6.4 Withdrawal from meetings**

6.4.1 If an item for discussion at a meeting relates to a matter in which a member has a financial or other interest, that member will wherever possible, declare that interest prior to discussion of the relevant item. The Governance Officer will note all such declarations in the minutes and in the Register of Declared Interests.

6.4.2 If a member has declared an interest as described in 6.4.1, then they will normally take no part in discussion of that item of business and will not vote on the matter. If the majority of members present feel it is appropriate, the member who has declared an interest will withdraw from the meeting during discussion of that item. If the Chair is required to withdraw having declared a relevant interest, he or she will temporarily vacate the Chair to the Vice Chair or another eligible member.

6.4.3 Staff (including the Principal/Chief Executive) and/or Student Members and/or the Governance Officer may be required to withdraw from a meeting under the terms of clause 13 of the Instrument of Government.

6.4.4 If the Governance Officer is required to withdraw from a discussion under the terms of clause 13 (8) of the Instrument of Government, (see also 6.3.2 & 7.2.5), then the Board/Committee Chair will appoint a temporary Governance Officer to record and advise on proceedings. The Principal/Chief Executive cannot be appointed as temporary Governance Officer.

#### **6.5 Proceedings and Rules of Debate**

6.5.1 All discussion will be through the Chair of any Board or committee meeting.

6.5.2 Members who have submitted their apologies for a meeting may submit comments on a specific item of business in writing to the Governance Officer or the Board/Committee Chair. They may request that their comments be communicated to the meeting, however, no member may vote on a resolution in his or her absence or by proxy. At the discretion of the relevant Board or committee Chair, a member may participate in a meeting remotely through the use of technology.

6.5.3 In discussion, members must respect the right of others to express their personal views, however, nothing should be said or done in the course of a meeting that could bring the Board into disrepute.

6.5.4 Members share a collective responsibility and have a duty to alert other members if they are aware that any acts or omissions may have adverse or unintended consequence and/or to offer guidance as to the need to take professional advice.

6.5.5 A member may raise a point of order at any time during a meeting if they believe that the provisions of the Instrument & Articles of Government, these Standing Orders or any other recognised authority are being ignored. The Member raising the point of order must substantiate his or her claim which will be dealt with immediately by the Chair. The ruling

of the Chair, under advice from the Governance Officer, will be final and may not be challenged further at the meeting. A request may however be made for the Governance Officer to substantiate the probity or legality of a decision, by seeking appropriate external advice and the outcome of this advice will be reported to the next meeting.

6.5.6 If the Chair is of the opinion that any member is disrupting the business of the meeting by behaving improperly or offensively, or is persistently disregarding the ruling of the Chair, then the Chair may move that the member will not be heard any further. If seconded, this motion will be determined with immediate effect. In extreme cases, the Chair may require a member to leave the meeting.

6.5.7 It is the responsibility of the Chair, in collaboration with the Governance Officer, to ensure a balance between all members having the opportunity to contribute and maintaining the focus of discussions. If however, members believe that it would be helpful for the efficient conduct of business, one or other of the following motions may be put forward:

- that the question now be put; or
- that the Board/Committee proceed with the next item of business.

Both of these motions must be seconded. If such a motion is carried, it will be acted on without further discussion. The Chair has the right however, to give his/her view and to sum up before the vote is taken in order to be satisfied as to whether or not the issue has been sufficiently dealt with before proceeding.

6.5.8 Every question to be decided at a meeting will be determined by a simple majority of the votes of the eligible Members present. It is not always necessary to conduct a vote if Members are clearly unanimous in their view. If a vote is required, then this will normally be determined by a show of hands. A Member may not vote by proxy. All decisions taken by the Board and the outcome of any vote taken will be recorded in the minutes of the meeting.

6.5.9 If there is an equal division of votes, the Chair will have the casting vote.

6.5.10 If the Chair or a majority of members present, are of the opinion that an issue is of a particularly sensitive nature and requires a secret ballot, then a resolution must be passed before such a ballot is held.

6.5.11 If a member disagrees with a decision of the Board or one of its committees, that member has the right to request that his/her contrary opinion be recorded in the minutes of the meeting. The member concerned will however, continue to share collective responsibility for the decision taken.

## **6.6 Delegation of functions**

6.6.1 Article 4(8) of the Articles of Government specifies the core functions of the Board that may not be delegated. The Board has, however delegated a number of its other functions to different committees and has approved a Schedule of Delegation setting out which functions have been delegated.

6.6.2 The Chair and Vice Chair's Terms of Reference specify a limited number of situations where the Chair (or, in his/her absence, the Vice Chair) is authorised under report from

the Board, to act on its behalf between meetings as permitted under the statutory Articles of Government.

- 6.6.3 Whenever a delegable Board function, outside the provisions of 6.6.1 or 6.6.2, is required to be carried out by the Board Chair, Vice Chair or a committee or committee Chair, then full details of the delegation must normally be approved at a relevant Board or committee meeting prior to the actual event. Where such approval is given, it should be specific and time limited. Completion and/or expiry of the delegated function should be formally reported at the next Board/committee meetings and be recorded in the minutes.
- 6.6.4 If the Chair is unexpectedly required to take urgent action between meetings, every effort will be made (where time permits) to advise and consult with members. Any such Chair's action will be subject to formal endorsement by the Board at the next meeting.

## **7. RECORDS OF MEETINGS**

### **7.1 Agendas and Papers**

- 7.1.1 The Governance Officer will prepare the first draft of all meeting agendas, including the designation of confidential business. The agenda and format will be finalised in consultation with the Chair of the meeting and the Principal/Chief Executive (or other relevant member of the Corporate Management Team). The agenda for each meeting must be agreed at least ten working days in advance of the meeting.
- 7.1.2 If a meeting is to consider the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Governance Officer, the Chair will arrange to ensure that any relevant papers and/or agenda are provided to members at least five working days before the meeting.
- 7.1.3 If an individual Member wishes to request that an item is included on the agenda for a meeting, they should contact the Board/Committee Chair, via the Governance Officer. Such a request must be made in good time to allow for the timescales for the production and circulation of meeting papers as set out in 7.1.7. The final decision on the inclusion of any item lies with the Board/committee Chair.
- 7.1.4 The Agenda for each Board/committee meeting will include an item for 'Any Other Business'. Wherever possible, such items should be notified to the Chair, via the Governance Officer, in advance of the meeting.
- 7.1.5 No meeting will normally be asked to pass a resolution or make a decision unless the matter appears as a substantive agenda item and is accompanied by an appropriate, written report that clearly sets out what is required of the Board/committee.
- 7.1.6 In accordance with clause 13(3) of the Instrument of Government, no resolution or formal decision can be rescinded or varied at a subsequent meeting unless the consideration of the rescission or variation is included as a specific agenda item for that meeting (discussion under 'Matters arising' from the previous meeting is not sufficient). The proposal to rescind or amend the previous decision must also be set out in a written report as described at 7.1.5.
- 7.1.7 All papers relating to agenda items must be submitted to the Governance Officer as soon as possible, and at least six working days ahead of the meeting. The Governance Officer

will distribute the agenda and all papers for a meeting a minimum of five working days prior to the meeting (normally by electronic means).

- 7.1.8 Wherever possible and practicable, reports submitted for Board/Committee consideration or approval will examine a number of options and carry a single recommendation that will form a clear basis for discussion. An Executive Summary, based on the approved template, should be provided which includes all key information and specifies the action required at the meeting.
- 7.1.9 In exceptional circumstances, it may be necessary for a report to be provided after the deadline set out in 7.1.7, but such instances should be kept to a minimum and agreed with the Chair of the meeting.
- 7.1.10 In the interests of openness and transparency, the agendas of Board and committee meetings will be made publicly available via the College website as soon as practicable after each meeting. Unclassified minutes and papers will be made available on request to members of the public in line with the approved Access to Information Relating to Corporation Business Policy (see 7.3).

## **7.2 Minutes**

- 7.2.1 The Governance Officer will draft minutes that record the proceedings of all meetings of the Board and its committees. The Governance Officer will submit draft minutes to the relevant Chair for approval within ten working days of the meeting. Copies of the draft minutes may also be provided to members of the Corporate Management Team to be reviewed for accuracy.
- 7.2.2 Draft minutes that have been approved by the Chair will be presented to the next meeting of the Board or committee (except where this is a special meeting). If members agree as to the accuracy of the minutes, then they will be signed as a true record.
- 7.2.3 Approved or draft committee minutes will be provided for information to the next scheduled Board meeting.
- 7.2.4 Separate minutes will be recorded for those parts of a meeting from which the Principal/Chief Executive, staff and/or student members are required to withdraw. No member will be entitled to see the minutes relating to a part of a meeting from which they have been required to withdraw.
- 7.2.5 If the Governance Officer is required to withdraw from a meeting under the terms of clause 13(8) of the Instrument of Government (see also 6.3.2 & 6.4.4), then the relevant minutes will be classified as confidential and will be maintained in a separate file under the control of the Corporation Board Chair. These minutes will only be made available to those members eligible to take part in the original discussion.
- 7.2.6 The Governance Officer will maintain a record of actions/requests for information arising from all meetings. If an item remains on a Matters Arising Report for six months without being addressed, then it will appear as an Agenda item at the next meeting of the Board or Committee, with an explanation for the delay.

## **7.3 Access to information**

- 7.3.1 The Board is committed to a policy of openness and transparency in the conduct of its business and has approved an '*Access to Information Relating to Corporation Business Policy*'. Under this policy, the business of the Board and its committees may only be classified as confidential (with the associated restriction of access) with reference to the criteria listed in this policy.
- 7.3.2 Where the decision is taken to classify an item of business as confidential, then the decision will be endorsed at the meeting and recorded in the minutes. The decision to classify business will be reviewed annually with a view to the de-classification and release of information wherever practicable.
- 7.3.2 Information about relevant governance matters, including the Board and its committees, will be made publicly available via the College website.

## **8. SENIOR POST HOLDERS**

### **8.1 Governance Officer**

- 8.1.1 Under Clause 6 of the Instrument of Government, the Board is required to appoint a person to serve as Governance Officer, subject to the approval of Welsh Government. The Governance Officer will comply with all statutory requirements in the fulfilment of his/her duties and develop a relationship of trust with the Board, its Chair and Vice Chair.
- 8.1.2 The Governance Officer will aim to ensure that all Board proceedings comply with the general law, the statutory Instrument & Articles of Government, the Further and Higher Education Act 1992 and any subsequent amendments and Acts, and all associated rules and regulations including the Financial Memorandum and the Further Education Audit Code of Practice (both issued by Welsh Government).
- 8.1.3 The Governance Officer is accountable to the Chair and the Board in all matters relating to his/her duties as specified in the approved Governance Officer's Job Description.
- 8.1.4 The Governance Officer is authorised to take legal advice as and when requested by the Board. If the Governance Officer has serious concerns about a situation and feels that it would be in the best interests of the Board, he/she may, under advice to the Chair, seek external legal advice.

### **8.2 Appointment of senior postholders**

- 8.2.1 The Board is responsible for the appointment, appraisal, suspension, dismissal and determination of the pay and conditions of service of the senior postholders. This responsibility relates to the roles of Principal/Chief Executive, the two Vice Principals and the Governance Officer.
- 8.2.2 If a designated senior post becomes vacant, an advertisement will be placed in appropriate UK-wide publications and internet based recruitment tools and the Board will appoint a Selection Panel in accordance with article 5(3) of the Articles of Government.
- 8.2.4 The Selection Panel will determine the arrangements for selecting applicants for interview. It will also carry out the interviews and seek to agree upon a suitable candidate to recommend for appointment at the end of that process.



8.2.5 The Selection Panel will make its recommendation to the next scheduled Board meeting, or to a Special Board meeting convened for the purpose. The proposed appointment may not be confirmed formally until the Board has given its approval.

8.2.6 If the Selection Panel is unable to agree upon a recommendation, or if the Board does not approve its recommendation, then the Board may require the process to be repeated, with or without first re-advertising the vacancy.

### **8.3 Suspension, Discipline and Dismissal of Senior Postholders**

8.3.1 In accordance with article 9 of the Articles of Government, the Board will approve a Disciplinary Policy & Procedure for senior postholders. This document will be subject to review every two years.

8.3.2 The Chair (or in his/her absence, the Vice Chair) may suspend a senior postholder from duty, with pay for misconduct or other valid reasons. The suspension of a senior postholder must be reported to the Board within two working days.

8.3.2 In considering disciplinary action against, or dismissal of, a senior postholder, the Board will follow the process set out in the approved policy described at 8.3.1.

## **9. CORPORATION SEAL**

9.1 The Governance Officer will ensure the secure storage of the Common Seal of the Coleg Gwent Further Education Corporation.

9.2 The application of the Corporation Seal must be authenticated by the signature of the Board Chair, or in his/her absence another member authorised to do so by the Board, together with the signature of the Principal/Chief Executive.

9.3 The Governance Officer will maintain a Register of Documents Sealed. This Register will be presented to the next scheduled Board meeting following each use.

## **10. STATEMENTS ON BEHALF OF THE CORPORATION**

10.1 Other than the Chair or the Principal/Chief Executive, no individual member is permitted to make any official statement or speak publicly on behalf of the Board unless appointed to do so by the Board in advance.

10.2 Notwithstanding this provision, it is the responsibility of the Governance Officer to conduct all day to day Board business, under advice to the Chair where appropriate.

## **11. COMPLAINTS AGAINST THE BOARD**

11.1 Any complaint against the Board, one of its members or an external co-opted member, must be made in writing via the Governance Officer. If the complaint relates to the Governance Officer, then the correspondence should be marked '*Strictly Private and Confidential*' and be addressed to the Chair of the Board (via the Governance Officer's

office). A copy of the Corporation's Complaints Procedure is included at Appendix 5 for information.

## **12. ACCOUNTS, AUDIT AND CONTRACTS**

### **12.1 Accounts and Audit**

- 12.1.1 The Corporation will keep proper accounting records and Financial Statements.
- 12.1.2 The Annual Statement of Accounts will give a true and accurate account of the state of the Corporation's affairs at the end of each financial year, including income and expenditure and movement of cash, and will comply with any directions issued by the Welsh Government.
- 12.1.3 The accounts will be audited in respect of each financial year by external auditors appointed for the purpose. Such an audit will be carried out in accordance with the requirements of Welsh Government. The persons appointed as external auditors must not be appointed to carry out internal audit functions.

### **12.2 Tenders and Contracts**

- 12.2.1 Procedures for making all contracts by or on behalf of the Corporation will comply with the current Financial Regulations and Financial Control Procedures and any relevant legislation.

## **13. CHANGE OF NAME OF THE CORPORATION**

- 13.1 The Corporation may only change its name with the approval of the Welsh Government.

## **14. STANDING ORDERS**

- 14.1 A copy of these Standing Orders will be given to all members and external committee members on appointment and will be made publicly available.
- 14.2 The Governance Officer will ensure that these Standing Orders are reviewed and updated under a three-yearly cycle and that any necessary changes are approved by the Board.
- 14.3 These Standing Orders may be varied or suspended by a resolution of the Board, under advice from the Governance Officer except where such a resolution would contravene statutory requirements.



**COLEG GWENT  
FURTHER EDUCATION CORPORATION  
CHAIR & VICE CHAIR TERMS OF REFERENCE**

Throughout this document, any reference to the Chair or Vice Chair is taken to also refer to any person appointed by the Board as acting Chair or Vice Chair.

The Chair is responsible for providing effective leadership of the Corporation. In the provision of such leadership, the Chair will comply with these terms of reference and with the statutory requirements of the Instrument & Articles (see attached summary).

The Vice Chair will support the Chair as required via the execution of any relevant non-statutory duties agreed with the Chair and will comply with these Terms of Reference.

Any relevant statutory function (see attached summary) may be assigned to the Vice Chair, under report to the Board generally.

## **1. General**

The Chair must provide leadership to the Corporation in the following:

- 1.1 Setting strategic corporate objectives.
- 1.2 Monitoring the financial health and sustainability of Coleg Gwent.
- 1.3 Articulating the vision of the Corporation.
- 1.4 Establishing, maintaining and developing the educational character, mission and vision of Coleg Gwent.
- 1.5 Acting as an ambassador for Coleg Gwent and actively engaging with external stakeholders and partners to promote the interests of the College.
- 1.6 Working with the Principal/Chief Executive to identify opportunities to support the College's Vision and Mission.
- 1.7 Encouraging the highest standards of professional integrity and observing the recognised principles of public life in all aspects of Corporation business.
- 1.8 Supporting and demonstrating excellence and continuous improvement in governance.
- 1.9 With the support of the Governance Officer, ensuring the effective discharge of statutory duties and responsibilities and compliance with both internal and external guidance and agreed procedures.

## **2. Meetings**

The Chair is responsible for:

- 2.1 Preparation and approval of all Board meeting agendas with the support of the Principal/Chief Executive and the Governance Officer.

- 2.2 With the support of the Governance Officer, ensuring compliance with the Instrument & Articles of Government, the Corporation Standing Orders and the College's Financial Regulations.
- 2.3 With the support of the Governance Officer, ensuring the efficient conduct of Board meetings.
- 2.4 Ensuring that the views of all Board members are sought at Board meetings and that minority views are recorded where appropriate.
- 2.5 Encouraging members to work effectively, both individually and collectively and taking appropriate remedial action.
- 2.6 Seeking to achieve a consensus view at meetings and, after a decision has been taken, that a 'cabinet approach' is adopted.
- 2.7 Ensuring that decisions of the Board are effectively and appropriately communicated to all interested parties.
- 2.8 With the support of the Governance Officer, ensuring that committee business is appropriately reported to the Board.

### **3. Senior Staff**

The Chair is responsible for:

- 3.1 Promoting an effective working relationship between the Board, the Corporate Management Team and the Governance Officer.
- 3.2 Line managing and regularly assessing the performance of the Principal/Chief Executive and the Governance Officer.
- 3.3 Assessing the adequacy of development programmes for senior postholders, including the Governance Officer.
- 3.4 Ensuring that appropriate arrangements are in place for the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of senior postholders and the Governance Officer. This responsibility should be met in accordance with the requirements of the Instrument & Articles and Standing Orders of the Corporation.
- 3.5 Where necessary, instigating disciplinary action under the approved College or Corporation policies and procedures and in accordance with Article 10 of the Articles of Government. (see also the attached *Summary of Statutory Functions and Responsibilities*).

**Corporation approval: Approved 23<sup>rd</sup> May 2017**



**SUMMARY OF STATUTORY FUNCTIONS/RESPONSIBILITIES OF THE CHAIR & VICE CHAIR**

This summary is intended a guide only and reference should always be made to the full text as set out in the Corporation’s Instrument & Articles of Government and Standing Orders.

For details of the appointment, re-appointment and/or removal of the Chair or Vice Chair, see Clause 5 of the Instrument & Articles of Government.

**The Chair**

The Chair is required to abide by the Board’s approved Terms of Reference for the role.

**As required, the Chair will:**

*INSTRUMENT OF GOVERNMENT*

- Distribute to members, details of the agenda item and any relevant papers, when any aspects of the employment of the Governance Officer are to be considered. 11(3)
- Call a special meeting of the Board to consider urgent business. 11(4)
- Have a casting vote at meetings. 13(1)
- Sign the minutes of the previous meeting(s) to signify Board approval. 15(3)
- Approve the draft minutes of a meeting prior to their publication.
- Sign to authenticate the use of the Corporation Seal. 19

*ARTICLES OF GOVERNMENT*

- Act in specific matters under delegated authority from the Board. 4(1)
- Participate in the Selection Panel to recruit a new Principal/Chief Executive (If necessary, the Vice Chair may participate instead of, or in addition to, the Chair). 5(3)(a)
- Suspend with written notification, a senior postholder (including the Governance Officer), for misconduct or other good or urgent cause and report any such suspension to the Board generally. 8(1)

**The Board Chair will not:**

- Participate in any Reporting Committee or Special Committee appointed to investigate and consider the case for dismissal of a senior postholder, including the Governance Officer. 9(1)
- Chair or be a member of the Audit Committee. 4(6)

## The Vice Chair

The Vice Chair is required to abide by the Board's approved Terms of Reference for the role.

**As required, the Vice Chair will:**

*INSTRUMENT OF GOVERNMENT*

In the absence of the Chair, call a special meeting of the Board to consider urgent business. 11(4)

*ARTICLES OF GOVERNMENT*

In the absence of the Chair, act in specific matters under delegated authority from the Board. 4(1)

Participate in the Selection Panel appointed to recruit a new Principal (the Chair may participate instead of or in addition to, the Vice Chair). 5(3)(a)

In the absence of the Chair, suspend with written notification, a senior postholder (including the Governance Officer), for misconduct or other good or urgent cause and report any such suspension to the Board. 8(1)

**The Vice Chair will not:**

Participate in any Reporting Committee or Special Committee appointed to investigate and consider the case for dismissal of a senior postholder, including the Governance Officer. 9(1)



**COLEG GWENT FURTHER EDUCATION CORPORATION  
AUDIT COMMITTEE**

TERMS OF REFERENCE  
Update approved 25 February 2020

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 Tier 2 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, including advising the Board on relevant Tier 1 policies.

**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  
CURRICULUM & QUALITY COMMITTEE**

TERMS OF REFERENCE  
Update approved 25 February 2020

**Purpose of the Committee**

The committee is a non-statutory committee established to monitor and oversee the implementation and performance of key developments in all areas of curriculum and quality. This includes full-time mainstream, part-time mainstream, Adult Community Learning (ACL), Welsh for Adults (WfA) and Work Based Learning (WBL).

The Committee has executive responsibility only as specifically delegated to it by the Corporation.

**1. Executive Responsibilities**

- 1.1 To receive updates on Learner Voice issues and make recommendations for Learner Voice activity.
- 1.2 To ensure that the College meets legislative requirements as they apply to students, including Safeguarding, Prevent, ALN Bill, Equality & Diversity, admissions etc.
- 1.3 To scrutinise quality indicators on general standards of provision. To include complaints reporting, progress against the Teaching & Learning Strategy, IQA/EQA etc.
- 1.4 To scrutinise and challenge subject areas where performance/standards are identified as requiring improvement.
- 1.5 To oversee the College's Curriculum Strategy and to monitor the development of the Curriculum Plan, ensuring it is achievable and meets Welsh Government requirements and targets. To include monitoring of admissions against targets.
- 1.6 To oversee the implementation and impact of new curriculum initiatives (e.g. Career Colleges, Skills etc.).
- 1.7 To review the WBL strategy and monitor performance.
- 1.8 To review and approve relevant Tier 2 curriculum and quality related policies and procedures as delegated by the Board.

**2. Advisory Responsibilities**

- 2.1 To review the Annual Self-Assessment Report for recommendation to the Board (ensuring that it meets Welsh Government requirements).
- 2.2 To review the HE Strategy and performance and recommend the Annual Academic Assurance Statement for approval by the Board.

2.3 To advise the Board on relevant Tier 1 policies.

### **3. Monitorial Responsibilities**

3.1 To monitor the implementation of the Quality Development Plan and its impact against Key Performance Indicators.

3.2 To monitor and assess the impact of Employer Forums in developing curriculum to meet employer requirements and responding to Regional Skills Priorities.

### **4. Additional matters**

4.1 The Governance Officer will act as Clerk to the committee.

4.2 The committee will address any other matter referred to it by the Board.

4.3 The Committee Chair will regularly report on the activities of the committee to the Board.

4.4 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.

4.5 These Terms of Reference will be reviewed ANNUALLY

#### **Membership:**

**8**

Comprising: 4 Independent Governors  
1 Teaching Staff Governor  
1 Student Governor (FE)  
1 Student Governor (HE)  
Principal/Chief Executive

Additional External Members maybe appointed and the committee may obtain independent, professional advice and invite the attendance of non-members with relevant experience or expertise at its meetings.

**Quorum:** 50%

**Frequency of meetings:** Termly (minimum 3 times per year)

**COLEG GWENT FURTHER EDUCATION CORPORATION  
FINANCE & RESOURCES COMMITTEE**

TERMS OF REFERENCE  
Amendment approved 25 February 2020

**Purpose of the Committee**

The committee is a non-statutory committee established to advise the Board on financial, human resource and infrastructure (including ICT and Estates) matters and to monitor progress on major projects.

**5. Executive Responsibilities**

- 1.1 To scrutinise the College's financial performance, including monitoring and scrutiny of management accounts, forecasts and budget.
- 1.2 To authorise the writing off of bad or doubtful debts in accordance with the Financial Memorandum.
- 1.3 To approve relevant Tier 2 policies as delegated by the Board.

**6. Advisory Responsibilities**

- 2.1 To consider and make recommendations on any proposed borrowing, capital or other significant expenditure.
- 2.2 To advise the Board on Financial, Staff, Estates and ICT strategies.
- 2.3 To consider and advise/make recommendations to the Board on all aspects of HR strategy.
- 2.4 To advise the Board on relevant Tier 1 policies.

**7. Monitorial Responsibilities**

- 3.1 To monitor pension arrangements for the College's staff, including scrutiny of pension scheme annual reports and actuarial valuations.
- 3.2 To oversee health & safety within the College and to review an annual report on health & safety and to receive reports from the Health & Safety Sub-Committee.
- 3.3 To review an annual report on Equality & Diversity and to receive reports from the Diversity Steering Group.
- 3.4 To monitor progress against the Strategic Equality Plan.

**8. Additional matters**

- 4.1 The Governance Officer will act as Clerk to the committee.
- 4.2 The committee will address any other matter referred to it by the Board.
- 4.3 The Committee Chair will regularly report on the activities of the committee to the Board.
- 4.4 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.
- 4.5 These Terms of Reference will be reviewed ANNUALLY.

**Membership:** **6**  
Comprising: 4 Independent Governors  
1 Business Support Staff Governor  
Principal/CEO

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

**Quorum:** 50%

**Frequency of meetings:** Termly (minimum 3 times per year)



**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



**COLEG GWENT FURTHER EDUCATION CORPORATION  
SEARCH COMMITTEE**

TERMS OF REFERENCE  
Update approved 25 February 2020

**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.
- 1.6 To approve relevant Tier 2 policies and procedures as delegated by the Board.

**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 and relevant Tier 1 Corporation policies and procedures.
- 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**

**PROCEDURE FOR COMPLAINTS AGAINST THE BOARD, ITS MEMBERS OR  
THE GOVERNANCE OFFICER**

**Making a complaint**

1. This Procedure relates only to complaints against the Board, an individual Member of the Board, External Members of its committees or the Governance Officer.
2. A complaint should be made in writing and addressed to:

Marie Carter  
Governance Officer  
Coleg Gwent  
The Rhadyr  
Usk  
NP15 1XJ

Email: [marie.carter@colegwent.ac.uk](mailto:marie.carter@colegwent.ac.uk)

3. If the complaint is against the Governance Officer, it should be marked '*Strictly Private and Confidential*' and addressed to the Chair of Governors at the above address.
4. The complaint should state clearly who it relates to and the nature of the complaint. If appropriate, copies of any related documents should be provided.

**What happens next?**

1. The Governance Officer will acknowledge receipt of the complaint as soon as it is received.
2. The Governance Officer will refer the complaint to the Chair or, if the Chair is the subject of the complaint, the Vice Chair, who will arrange for it to be investigated.
3. A suitably qualified and experienced independent advisor will be asked to investigate the grounds of the complaint and prepare a report for the Board.
4. Following completion of the investigation, a report will be presented to the Board outlining the nature of the complaint, the outcome of the investigation and the recommended course of action. The Board takes all complaints seriously and will seek to understand the circumstances and initiate improvements to ensure the issue does not recur.
5. Wherever possible, a written response will be sent within 15 working days. If this is not possible, the complainant will be advised in writing.
6. The written response will include details of any action that has been taken and it will outline the procedure for pursuing the complaint further with any relevant body.

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### **More serious complaints and complaints about non-compliance with charity law**

1. Further Education Colleges are designated as exempt charities under Schedule 3 of the Charities Act 2011. Governors of FE colleges are therefore trustees of that charity and must act in accordance with charity law.
2. In Wales, a Minister of the Welsh Government acts as Principal Regulator to the FE Colleges, to promote compliance with their legal obligations.
3. If your complaint is of a very serious nature, or relates to non-compliance with charity law, then it should be sent by email and titled '**Principal Regulator – non-compliance**' to: [principalregulatorfe@wales.gsi.gov.uk](mailto:principalregulatorfe@wales.gsi.gov.uk)
4. The Principal Regulator may advise you in the first instance, to contact the Governance Officer for the matter to be investigated internally. Otherwise, they will investigate the complaint by requesting a full report on the matter from the Corporation Board. The Principal Regulator will then make a decision as to whether the issue is resolved or further action is needed.
5. If the Principal Regulator has serious concerns about the actions of the Corporation, he/she may notify the Charity Commission and work with them to resolve the issue. The Charity Commission has a range of statutory powers to gather information, put in place temporary protective measures and enforce remedial action.

**Board approval:**

**Approved 24<sup>th</sup> October 2017**