



COLEG GWENT FURTHER EDUCATION CORPORATION



Governance Officer's Annual Report 2019-20

INTRODUCTION

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 31 July 2020, 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.

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 self-assessment review of its performance against the Code.

COVID-19

In line with Welsh Government guidance, Coleg Gwent went into a period of lockdown from 20 March 2020. The College has invested heavily in technology over the last three years was well placed to adapt quickly to remote working, including online teaching and learning. Emergency contingency measures were agreed in the event that meetings could not take place. The Corporation was however able to continue its work and all meetings proceeded as planned, being held remotely via Microsoft Teams.

The Board and its committees received regular updates on the College's response to the crisis and the Link Governor for Health & Safety attended remote meetings of the Health, Safety & Sustainability Steering Group during the lockdown.

The investment in new technology also enabled the Corporate Management Team to maintain excellent communications throughout with both learners and staff. Corporation members were included in all staff communications and the Board took assurance from the clear and reassuring messages.

GOVERNANCE STRUCTURE

Following a review of governance the previous year, 2019-20 saw the introduction of a new framework of sub-committees to support the work of the Corporation. Each committee has an agreed annual work programme that is developed and reviewed in consultation with the committee Chair and relevant Vice Principal.

A Schedule of Delegation was approved by the Board to provide clarity and consistency to the decision making process and all committees report regularly to the Board through a formal Committee Chair's Report.

CORPORATION MEMBERSHIP

Determined membership

The determined number of Board members was increased from sixteen to eighteen during 2018 to facilitate the introduction of the additional sub-committees. In December 2019 it was agreed that an additional Student Governor role should be created to provide representation specifically for Higher Education learners whose numbers have continued to increase year on year. Membership therefore now includes thirteen independent Governors, the Principal/Chief executive, two Staff Governors and three Student Governors.

In addition to the Governors, the Corporation also has two independent External Members who serve on the Audit Committee.

2019-20 membership

The members who served on the Coleg Gwent Corporation during 2019-20 were:

- Mark Langshaw (Chair)
- Hilary Aldridge (Vice Chair)
- Guy Lacey (Principal/Chief Executive)
- Hamed Amiri
- Sue Ball
- Anthony Basnett
- Elizabeth Brimble
- Aaron Feist (Student Governor - FE) Appointed 1 January 2020
- Christopher Freegard Appointed 1 January 2020
- Megan Grace (Student Governor – FE) Appointed 1 January 2020
- Darragh Hanley-Crofts
- Sian Hughes (Staff Governor)
- Samantha Morgan (Student Governor – HE) Appointed 26 February 2020
- Ray Morrison
- John Phelps
- Neil Philpott Resigned September 2019
- Matthew Preece Appointed 1 January 2020
- Wendy Rogers
- Denise Ryan Resigned December 2019
- Elizabeth Swaffield
- Martin Veale
- Paul Davenport (External Member, Audit Committee)
- Gareth Watts (External Member, Audit Committee)

Appointments

All appointments to the Corporation are subject to Board approval, on the recommendation of the Search Committee. The Staff and Student members are elected by their peers but also meet with the Search Committee prior to final approval of their appointment by the Board.

Term of office

With the exception of the Principal/Chief Executive and Student Governors, all members are appointed for a three-year term of office. 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. All members sign a Declaration of Eligibility which references the Instrument & Articles of Government as well as Charity Commission regulations on the eligibility of Trustees. The Governance Officer carries out checks in relation to both. This includes a search of the Insolvency and Disqualified Directors Registers. Governors are required to complete an Enhanced DBS application upon 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 (or six years in total) in that role. The election of the Chair and Vice Chair takes place in alternate years to support continuity of leadership.

Mr Mark Langshaw was elected by the Board to serve as Chair for a two year term from 1 August 2018. Following a nomination process, Mr Langshaw was re-appointed as Chair by the Board in June 2020 and will serve a second two-year term of office to July 2022.

The Vice Chair during 2019-20 was Ms Hilary Aldridge. She was first appointed for one year in August 2018, then re-appointed for a two-year term of office in August 2019.

Governors with special responsibilities

During 2019-20 three Governors took on additional 'Link Governor' responsibilities in relation to:

- | | |
|-------------------|-----------------|
| • Diversity | Mr Hamed Amiri |
| • Health & Safety | Mr John Phelps |
| • Safeguarding | Mr Ray Morrison |

Link Governors attend operational steering group meetings and report back to the Board. This provides additional assurance in these key governance areas and allows for any concerns to be flagged to the Board at an early stage.

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 non-alcoholic 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 2020, only eligible expenses were paid. Due to the COVID-19 lockdown, only a small number of claims were made and these totalled: £488.

Contracts for the supply of goods and services

During the year ended 31 July 2020, 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, and annually thereafter, 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. 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 2019-20 is provided below for information:

Name	Details of interests	Date interest disclosed
Hilary Aldridge (Vice Chair)	<ul style="list-style-type: none">• Partner, Wyeswood Properties• Director, Cernunnos Developments Ltd.• Partner, Nathan House Flats• Member, Ridgeway Learning Partnership• Former Governor, York College (ceased July 2018)• Director, Brook House Flats Ltd.• Director, Hanbury Court Residential Ltd.	23.04.18 23.04.18 23.04.18 23.04.18 23.04.18 08.10.18 21.10.19
Hamed Amiri	<ul style="list-style-type: none">• Employee, NewLaw Solicitors, Cardiff• Former Employee, Target Group Ltd (ceased June 2020)	18.06.19 16.04.08

Sue Ball	<ul style="list-style-type: none"> • Employment – Assistant Director of Workforce and Organisational Development, Aneurin Bevan University Health Board • Member Parochial Church Council, St Marks Church, Newport 	26.03.18 26.03.18
Anthony Basnett	<ul style="list-style-type: none"> • Wife – Coleg Gwent employee • Employee – VMWARE from 17/06/19 • Former employee, Cisco International Ltd. (ceased 16/06/19) 	17.01.18 21.05.19 17.01.18
Elizabeth Brimble	<ul style="list-style-type: none"> • Director of Qualifications, Registration and Fitness to Practice, Education Workforce Council 	29.05.19
Aaron Feist (Student Governor)	<ul style="list-style-type: none"> • Student, Coleg Gwent 	17.01.20
Christopher Freegard	<ul style="list-style-type: none"> • Deputy Lieutenant of Gwent • Vice Chair of Governors, University of South Wales (ceased July 2020) • Trustee – Kaleidoscope Project • Wife – Head of Qualifications Wales Sponsorship Unit, Welsh Government 	12.01.20 12.01.20 12.01.20 12.01.20
Megan Grace (Student Governor)	<ul style="list-style-type: none"> • Student & Student Ambassador Coleg Gwent • Sister employed by Coleg Gwent 	17.01.20 17.01.20
Darragh Hanley-Crofts	<ul style="list-style-type: none"> • Employee, British Broadcasting Corporation • Member, Institute of Chartered Accountants England & Wales (ICAEW) 	01.08.17 01.08.17
Sian Hughes (Staff Governor)	<ul style="list-style-type: none"> • Staff member, Coleg Gwent 	01.10.15
Guy Lacey (Principal/Chief Executive)	<ul style="list-style-type: none"> • Governor, Blackwood Comprehensive School, Caerphilly • Governor, Monmouth Comprehensive School, Monmouth • Advisor, YPRENTIS (partnership between Melin Homes and Monmouthshire CC) 	08.10.15 08.10.15 17.04.18 01.09.18
	<ul style="list-style-type: none"> • Director/Vice Chair, Colegau Cymru 	01.09.18
Mark Langshaw (Chair)	<ul style="list-style-type: none"> • Employment - Director of Continental Teves. Company is a training customer of the College and employs apprentices that attend the College. 	09.11.16
	<ul style="list-style-type: none"> • Chair, Blaenau Gwent Effect Project, BG CBC (unremunerated) 	09.11.16
	<ul style="list-style-type: none"> • Chair Blaenau Gwent Enterprise Board (unremunerated) 	09.09.18
	<ul style="list-style-type: none"> • Chair of Strategic Advisory Board, Tech Valleys (unremunerated) 	09.09.18
	<ul style="list-style-type: none"> • Director, Welsh Automotive Forum 	09.11.16
Samantha Morgan (Student Governor)	<ul style="list-style-type: none"> • Student, Coleg Gwent • Employee (P/T), Target Group 	26.02.20 26.02.20

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) 	09.08.18
	<ul style="list-style-type: none"> Volunteer (Dementia Friends Champion), Alzheimers Society 	09.08.18
	<ul style="list-style-type: none"> Member, Newport CC Dementia Friendly City Implementation Group 	09.08.18
	<ul style="list-style-type: none"> Member, Greater Gwent Health, Social Care & Wellbeing Provider Forum 	09.08.18
	<ul style="list-style-type: none"> Member, Aneurin Bevan University Health Board, Domiciliary Care Executive Liaison Group 	09.08.18
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
Matthew Preece	<ul style="list-style-type: none"> Self-employed – Business Doctor (paid consultancy to businesses across Gwent). Vice President of BNI Celtic – referral networking group based in Newport Wife – Financial Director, Aviva 	16.01.20 16.01.20 16.01.20
Wendy Rogers (Staff Governor)	<ul style="list-style-type: none"> Deputy Chair, UCU, Coleg Gwent Chair, UCU Crosskeys Campus UCU Rep, Pontypool & Usk Campus 	10.08.18 10.08.18 10.08.19
Denise Ryan	<ul style="list-style-type: none"> No interests declared 	28.05.19
Lizzie Swaffield	<ul style="list-style-type: none"> Employee Education Endowment Trust Former Employee Qualifications Wales (Qualifications Manager) (ceased September 2020) Former Employee, University of Wales Trinity St David (ceased 31/03/19) Shareholder, Swaffield Ltd (Engineering services business) Husband - owner Swaffield Ltd Member, Grange Pavilion Charitable Incorporated Organisation (Local community asset transfer project in partnership with Cardiff University) Director, Swaffield Ltd 	28.09.20 20.01.20 20.06.17 20.06.17 20.06.17 19.07.18 22.10.19
Martin Veale	<ul style="list-style-type: none"> Independent Member & Audit Committee Chair, Velindre University NHS Trust. (Remunerated) & Trustee of Velindre Fundraising Charity 	15.03.16
	<ul style="list-style-type: none"> Board Member and Chair of Audit & Risk Committee, Sport Wales 	01.09.18
	<ul style="list-style-type: none"> Justice of the Peace, Mid Wales Bench, HM Courts & Tribunals Service 	12.09.16
	<ul style="list-style-type: none"> Audit Committee Lay Member, Pembrokeshire County Council 	06.09.19
	<ul style="list-style-type: none"> Lay Member, Merthyr Tydfil CBC Standards Committee 	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
	<ul style="list-style-type: none"> Governor, Hawthorn High School (unremunerated) 	20.01.20
	<ul style="list-style-type: none"> Member of the Audit & Risk Assurance Committee, Health & Social Services Directorate, Welsh Government 	20.01.20
Gareth Watts (External Member)	<ul style="list-style-type: none"> Head of Governance & Assurance, Senedd Cymru/Welsh Parliament (Employment) 	20.10.15
	<ul style="list-style-type: none"> Governing Body Member, Meadowbank School, Cardiff 	17.10.17
Paul Davenport (External Member)	<ul style="list-style-type: none"> Employee, Vauxhall Finance: Strategy & Transformation Director 	15/12/15

Induction and Development of Corporation members

Newly appointed members are provided with an Induction Pack that includes copies of key documents such as the Coleg Gwent Instrument & Articles of Government and Standing Orders, the Memorandum of Financial Understanding with Welsh Government and the Code of Good Governance for Colleges in Wales.

New members also receive an induction 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. A second phase induction involves 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 electronically and Governors complete mandatory online training modules in Safeguarding, Prevent and Equality & Diversity. Governors also support events across college including exhibitions, performances and competitions where possible.

Briefings prior to meetings keep the Board informed of emerging issues and key initiatives. Prior to the lockdown in March 2020 the Board had received briefings on:

- Risk and fraud prevention
- Career Colleges
- The College SAR process.

BOARD & COMMITTEE MEETINGS

Board meetings

During 2019-20 the Board met six times. As already noted, meetings of the Board and its committees continued to be held remotely via Microsoft Teams during the lockdown period. Board meetings were held on the following dates on the following dates:

- 22 October 2019
- 17 December 2019
- 25 February 2020
- 21 April 2020 (remote meeting)

- 16 June 2020 (remote meeting)
- 14 July 2020 (remote meeting)

The agreed quorum for Board and committee meetings is 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, financial KPIs and forecasts. 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, as well as annual reports on Health & Safety and Environment & Sustainability. 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 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. These reports highlight items for escalation to the Board. They also provide assurance and keep the whole Board informed of key developments in different areas of the college.

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.

No major capital expenditure above £250k was approved during 2019-20.

COMMITTEES

Following the review of the governance structure in 2018-19, the Corporation now operates with five standing sub-committees. Committees support the work of the Board and allow Governors to develop a more in-depth knowledge and understanding of specific areas. The current sub-committees are:

- Audit Committee
- Curriculum & Quality Committee
- Finance & Resources Committee
- Search Committee
- Remuneration Committee

Committee membership in 2019-20 was as follows:

Audit Committee	Curriculum & Quality Committee
<ul style="list-style-type: none">• Mr M Veale (Chair)• Mr H Amiri• Mrs E Brimble• Mr R Morrison• Mr P Davenport (External)• Mr G Watts (External)	<ul style="list-style-type: none">• Ms H Aldridge (Chair)• Ms M Grace (Student Governor - FE)• Mr G Lacey (Principal/CE)• Mrs S Morgan (Student Governor – HE)• Mr J Phelps• Mr M Preece• Mrs W Rogers (Teaching Staff Governor)• Mrs E Swaffield
Finance & Resources Committee	Search Committee
<ul style="list-style-type: none">• Mr A Basnett (Chair)• Mr C Freegard• Mr D Hanley-Crofts• Mrs S Hughes (Staff Governor)• Mr G Lacey (Principal/CE)• Mr M Langshaw (Corporation Chair)	<ul style="list-style-type: none">• Mrs S Ball (Chair)• Ms H Aldridge• Mr A Feist (Student Governor)• Mr G Lacey (Principal/CE)• Mr M Langshaw (Corporation Chair)
Remuneration Committee	
<ul style="list-style-type: none">• Mr M Langshaw (Chair)• Ms H Aldridge• Mrs S Ball• Mr M Veale	

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 in 2019-20 continued to be 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, membership excludes staff and student members and members of the Finance & Resources 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 where appropriate in relation to specific items for discussion. Representatives of the internal audit (TIAA) and external audit (PwC) services attend all meetings of the committee and the committee meets with these representatives in private at least once a year.

In 2019-20 the Audit Committee met four times on:

- 19 November 2019
- 3 March 2020
- 12 May 2020 (remote meeting)
- 1 July 2020 (remote meeting)

All meetings of the committee in 2019-20 were quorate.

The Audit Committee Chair provides the Board with a summary report of committee business after each meeting. As required by ACOP, 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 reviews its Terms of Reference annually. They were last reviewed and approved by the Board in July 2020. A copy of the latest Terms of Reference is attached at **Appendix 1**.

Curriculum & Quality (C&Q) Committee

The C&Q committee was established following the review of governance and 2019-20 was its first year of operation. The committee monitors and oversees performance and key developments in all area of quality and curriculum. It comprises eight members, including two Student Governors and the Teaching Staff Governor. The Chair of the committee for 2019/20 was Ms Hilary Aldridge.

Meetings of the committee are also attended by key members of the Senior Management Team:

- Vice Principal (Curriculum & Quality)
- Faculty Directors (x3)
- Director of External Engagement
- Director of Quality & Learner Experience
- Director of Curriculum & Information Services

The committee met three times during 2019-20 on:

- 12 November 2019
- 21 January 2020
- 28 April 2020 (remote meeting)

All meetings were quorate.

The Committee Chair provides a regular report on the committee's work to the Board. During the year this has included ongoing monitoring of the implementation of a new cross-college Faculty structure, quality development in Work Based Learning and monitoring of support and safeguarding arrangements.

The Terms of Reference for the committee are due to be reviewed at the November 2020 meeting. A copy of the current Terms of Reference is provided at **Appendix 2**.

Finance & Resources (F&R) Committee

The F&R Committee was also established following the review of governance. It monitors performance and advises the Board on matters relating to financial, human resource, ICT and estates matters. The committee also monitors progress on major capital projects.

The committee comprises six Governors and includes the Business Support Staff Governor. The committee Chair is Mr Anthony Basnett. In addition, meetings are attended by key members of the Senior Management Team:

- Vice Principal (Resources & Planning)
- Director of Estates
- HR Director
- ICT Director
- Finance Director

The committee met three times during 2019-20 on:

- 5 November 2019
- 28 January 2020
- 19 May 2020 (remote meeting)

All meetings were quorate.

The Chair provides a regular update report on the committee's work to the Board. During the year this has included monitoring of the Torfaen Learning Zone development, ongoing implementation of the Technology Strategy, Estates and HR response to COVID-19 and the development of the 20-21 Budget prior to Board approval.

The Terms of Reference for the committee were reviewed and approved in May 2020. A copy is provided at **Appendix 3**.

Search Committee

The Search Committee advises the Board on matters relating to Corporation membership. This includes succession planning, governor development and Board diversity. Whilst the approval of appointments rests with the Board, the Search Committee oversees the process of recruiting new members and the Board takes into account the advice of the committee when considering each appointment or reappointment.

The committee comprises five Governors including the Corporation Chair, Principal/Chief Executive and one Student Governor. The Chair of the Search Committee is Mrs Sue Ball.

During 2019-20 the Search Committee met three times on:

- 3 December 2019
- 11 February 2020
- 30 June 2020 (remote meeting)

All meetings were quorate.

In common with the other committees, the Chair provides the Board with a regular report on the work of the committee. The committee also provides an Annual Report for the Board's information which provides additional data on diversity and the recruitment process.

The Search Committee reviews its Terms of Reference every two years and these were last approved by the Board in May 2019. A copy of the latest Terms of Reference is provided at **Appendix 4**.

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 30 November 2020 to consider the 2019-20 pay award.

When considering senior postholder pay awards, the committee takes into consideration performance, appropriate benchmarking data and any recent pay award received by staff.

The Remuneration Committee Terms of Reference were last reviewed and approved in 2017 A copy is attached at **Appendix 5**.

Attendance 2019-20

Board meetings	87%
Audit Committee	92%
Curriculum & Quality Committee	90%
Finance & Resources Committee	82%
Search Committee	79%
Remuneration Committee	100%
Strategy Seminar	73%
Overall Corporation Attendance	86%

Access to information

The Coleg Gwent Corporation is committed to being open and accountable in the conduct of its business. The Board has approved an Access to Information Policy setting out how to access to Corporation information and the process for the classification of information.

An Agenda item is included at each meeting to discuss the classification of information. 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 and committee agendas/papers. The College also takes a proactive approach to making information available and in accordance with the Freedom of Information Act 2000, a Publication Scheme outlining the type of information held by the College is available on the FOI pages of the college website.

KEY DEVELOPMENTS

In March 2018 the Board approved a proposal for a major restructure of the College. Changes were implemented for the start of 2019-20. The key focus of this restructure was to improve quality and standardise provision, whilst strengthening links with employers. This has involved a shift away from a campus-based approach to a cross-college Faculty structure and commercial training provision has been brought back 'in-house'. The new governance structure is designed to dovetail with these operational changes and Board committees now play a key oversight role.

The Corporation continued to receive regular updates on progress against the Technology and Teaching & Learning Strategies. Progress on implementation has been excellent and work is now underway on a new Digital Strategy. The significant investment in technology in recent years ensured that Coleg Gwent was able to continue delivering teaching and learning during the lockdown. All College staff continued to work remotely and the ICT Team made use of the lockdown to complete vital infrastructure work.

At March 2020 progress on the Torfaen Learning Zone in Cwmbran was ahead of schedule. Work was however delayed by COVID-19 and the decision was made (in partnership with the Local Authority) for learners to begin the academic year at the Pontypool Campus. Work is now back on track and learners will transfer to the new site in January 2021. The Board has continued to be kept fully informed and sought reassurance that there was an effective communication strategy for learners, parents and staff.

The Board has been 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 looks forward to seeing this project progress.

Lastly, the development of the Newport Knowledge Quarter to replace the ageing City of Newport Campus on Nash Road remains a priority. Following the Board's approval, the College has entered into a WEP Strategic Partnership Agreement as the first step towards securing funding. The college continues to work closely with Newport City Council to drive this project forward.

DIVERSITY

The Board is committed to the principles set out in the Strategic Equality Plan approved in July 2018 and monitors progress against identified targets. Regular updates are provided by the HR Director.

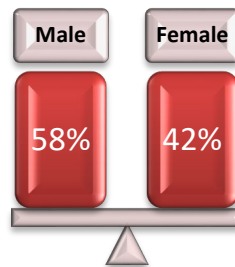
The diversity of the Corporation Board is monitored by the Search Committee which reviews an annual Skills and Diversity Report. This report informs the recruitment process. When recruiting new Governors, the Corporation seeks to reach a broad pool of potential candidates by using a range of recruitment tools. This includes direct contact, websites, social media, recruitment sites, professional

and business community bodies and business networks. Vacancy information is also shared with Chwaraeteg and Race Council Cymru.

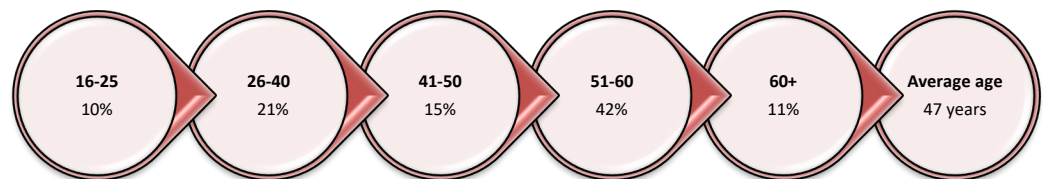
There is an approved Procedure for the Recruitment, Appointment and Induction of Corporation Members. All appointments are made on merit and the priority is always to ensure that the Board has the right balance of skills and experience it needs to effectively fulfil its responsibilities.

Board Diversity at July 2020:

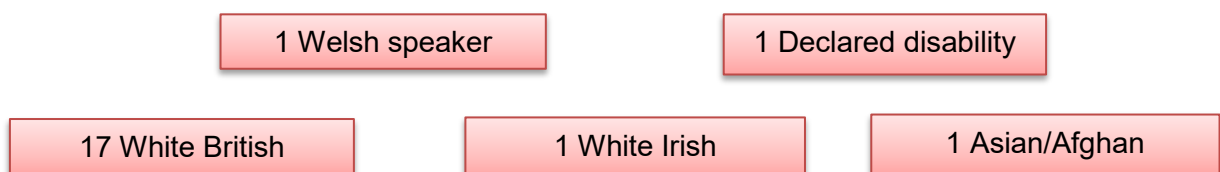
Gender diversity



Age profile



Other diversity measures



The Board acknowledges that although it continues to maintain a good gender balance, its membership does not fully reflect all communities served by Coleg Gwent. As noted above, work in ongoing to broaden the reach of the recruitment process.



GOVERNANCE OFFICER

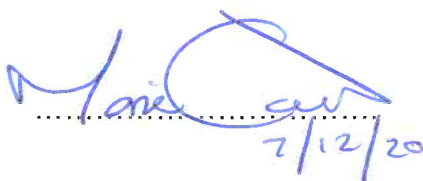
The Coleg Gwent Corporation Governance Officer for 2019-20 was Mrs Marie Carter who holds the Chartered Governance Institute's Advanced Certificate in Corporate Governance. She attended all Corporation Board and committee meetings held in the year excluding the Remuneration Committee.

The Governance Officer attends meetings of the Wales FE Governance Network (FEGNW). These meetings provide the opportunity to share best practice and discuss key governance issues affecting the FE sector. Mrs Carter also completed mandatory training in Safeguarding and Working with the Prevent Duty during 2019/20.

STATEMENT OF ASSURANCE

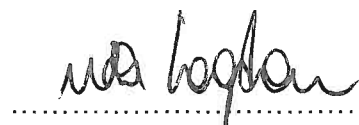
As far as she can be reasonably aware, the Coleg Gwent Governance Officer is content that in the year to 31 July 2020, the Coleg Gwent Corporation fulfilled its statutory responsibilities and all business of the Corporation Board and its committees was carried out in accordance with the Coleg Gwent Instrument & Articles and 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.



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 31 July 2020.



Mark Langshaw MBE, Chair of the Corporation

07.12.2020



COLEG GWENT FURTHER EDUCATION CORPORATION AUDIT COMMITTEE

TERMS OF REFERENCE
Last approved 14 July 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

Last approved 16 June 2020 (updated 30 September 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.

1. 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.
- 1.4 To review and approve formal adoption of nationally negotiated Joint Agreements supplementary to the National Common Contract.

2. 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.

3. 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.

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:

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 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
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
 - Performanceand 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