



COLEG GWENT FURTHER EDUCATION CORPORATION

GOVERNANCE OFFICER'S ANNUAL REPORT



FOR YEAR ENDED 31 JULY 2022

1. INTRODUCTION

- 1.1 This report summarises the activities of the Coleg Gwent Further Education Corporation (The Board) in the academic year to 31 July 2022 and provides assurance that the Board has met its statutory responsibilities and acted within the governance framework set out in the College's Instrument & Articles of Government.
- 1.2 Coleg Gwent adopted the Code of Good Governance for Colleges in Wales (The Code) in October 2016. The Code sets out statutory requirements and recommended best practice in governance to support college Governors. The Coleg Gwent Board aims to meet (and where possible, exceed) the expectations laid out in the Code.

2. GOVERNANCE & PERFORMANCE MONITORING

Governing documents

- 2.1 The work of the Board is supported by sub-committees, with each having an annual work programme that aligns to the cycle of college business. A Schedule of Delegation has been approved which provides clarity and consistency to the decision-making process.
- 2.2 The Instrument & Articles and Standing Orders of the Corporation are reviewed annually to ensure relevance and consistency. They are also subject to a full review on a three-yearly cycle. The last full review took place in May 2021. Copies of both documents can be found on the Governance pages on the Coleg Gwent website:
<https://www.coleggwent.ac.uk/?s=governance>

Board performance

- 2.3 The Board is committed to excellence and continuous improvement in governance. To support this, a new self-assessment questionnaire was introduced in summer 2021. Governors each complete a questionnaire reflecting on the performance of the Board and the Chair. Each Governor also reflects on their own individual performance and development needs.
- 2.4 An analysis of responses is reviewed by the Board and informs the drafting of the Governance Self-assessment Report. A detailed Action Plan is drawn up identifying development priorities for the year.

College performance

- 2.5 The 2021/22 academic year followed two years of significant disruption caused by the COVID-19 pandemic. This disruption continued into the first half of the year and the Board took assurance from regular updates on the college's response. Whilst college life has gradually returned to normal, the Board recognises the ongoing impact and has sought assurance from management on the measures being taken to support both staff and students.
- 2.6 Having approved a new Strategic Plan in 2020-21, the Board and its committees reviewed and approved underpinning Departmental and Curriculum Strategies during 2021-22. Each Strategy has a detailed implementation Plan and progress will be reported on regularly. An overarching set of Key Performance Indicators has been agreed and performance against these will be monitored through an electronic 'Balance Scorecard'.
- 2.7 Following a review in May 2022, the college's Internal Auditors, TIAA gave the cross-college overarching performance management framework a 'Substantial Assurance' rating.

3. ACCESS TO INFORMATION

- 3.1 The Coleg Gwent Corporation is committed to being open and accountable in the conduct of its business. To this end, the Board has approved an Access to Information Policy setting out the process it uses when making decisions on the classification of information.
- 3.2 An Agenda item is included at each meeting to discuss the classification of the items discussed and any associated papers. Classification is based on criteria set out in the policy. All decisions to classify material as confidential are reviewed regularly by the Board.
- 3.3 Board meeting agendas are available on the college website along with information on how to request copies of non-confidential papers. The College aims to take a pro-active 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 website.

4. CORPORATION MEMBERSHIP

- 4.1 The determined membership of the Board is 22 Governors, comprised of:
- 16 independent Governors
 - 2 Staff Governors
 - 2 FE Student Governors
 - 1 HE Student Governor
 - The Principal/Chief Executive

In addition, 2 Independent External Members with specific audit and/or accountancy skills, serve on the Audit Committee.

The Chair & Vice Chair

- 4.2 The Corporation operates with a Chair and one Vice Chair. Each is elected by the Board to serve a two-year term of office. At the end of their term of office they may seek re-election and may serve up to three terms (six years in total) in that role. The election of the Chair and Vice Chair take place in alternate years to support effective succession planning and continuity of leadership.
- 4.3 In 2021/22 the Chair of Governors was Mr Mark Langshaw. He was first elected to the role in August 2018 and was re-elected in July 2020 to serve a second two-year term to July 2022. The Board has now approved Mr Langshaw's appointment as Chair for a third and final term. He will serve in the role until July 2024.
- 4.4 The Vice Chair during 2021/22 was Mrs Sue Ball. Mrs Ball was first elected to the role in 2021 (to complete the term of office of the previous Vice Chair). She was subsequently appointed by the Board in August 2021 to serve 2 years as Vice Chair to July 2023.

Membership during 2021/22

- 4.5 The Governors and External Members who served on the Coleg Gwent Corporation during 2021/22 were:

- Mark Langshaw MBE Chair of Governors

• Sue Ball	Vice Chair of Governors	
• Guy Lacey	Principal/Chief Executive	
• Anthony Basnett	Governor	
• Moawia Bin-Sufyan	Governor	Appointed January 2022
• Elizabeth Brimble	Governor	
• Andrew Clark	Governor	
• Jamie Farr	Governor	
• Rhiannon Fowler	Staff Governor	
• Christopher Freegard OBE	Governor	
• Bailjit Gill	Governor	Appointed June 2022
• Johnathan Hooper	Student Governor (FE)	Appointed January 2022
• Sadique Maskeen	Governor	Appointed January 2022 Resigned August 2022
• Ray Morrison		
• John Phelps		
• Matthew Preece		
• Wendy Rogers	Staff Governor	
• Shannon Sheean	Student Governor (FE)	Appointed March 2022
• Elizabeth Swaffield		
• Martin Veale		
• Emma Davies	Governor	Resigned February 2022
• Gavin Evans	Student Governor (HE)	Resigned January 2022
• Roxy Hodson	Student Governor (FE)	Resigned November 2022
• Darragh Hanley-Crofts	Governor	Resigned July 2022
• Sian Hughes	Staff Governor	Retired November 2021
• Dorota Lee	External Member - Audit Committee	
• Gareth Watts	External Member - Audit Committee	

Eligibility

4.6 Applicants for appointment are provided with information on the eligibility criteria for Board and Charitable Trustee appointments and sign a declaration confirming that they meet these criteria. The eligibility of all new members is checked by the Governance Officer prior to Board approval of the appointment. This includes checks against the Disqualified Directors and Insolvency Registers. Members are also required to complete an Enhanced DBS application. All members sign to confirm their eligibility at appointment and re-affirm their eligibility on an annual basis.

Terms of Office

4.7 With the exception of the Principal/Chief Executive and Student Governors, all Governors 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. It also supports continuity of leadership, whilst allowing for the regular introduction of fresh ideas and perspectives.

4.8 Re-appointment at the end of each three-year term is not automatic. Staff Governors must seek re-election by their peers and independent Governors may apply for re-appointment. The final decision to re-appoint rests with the Board, on the recommendation of the Governance & Membership Committee. The decision to re-appoint is based on a review of the contribution, commitment and attendance of the member, alongside the current membership and skills needs of the Board as a whole.

- 4.9 Student Governors are normally appointed for a one-year term of office but the Board may extend this by up to a year if in the best interests of the Corporation. Student Governors may serve a maximum of three terms of office.

Expenses

- 4.10 Members of the Corporation and its committees serve on a voluntary, unremunerated basis. Members may claim for reasonable travel and subsistence incurred in direct relation to their role. Expenses claimed relate mainly to travel to and from meetings but may also include refreshments, non-alcoholic beverages and 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 2022, Governors claimed a total of £403.05.

Appointments & Recruitment

- 4.11 All appointments must be approved by the Board on the recommendation of the Governance & Membership Committee. The committee reviews all applications, shortlists and meets with potential appointees before making its recommendations.
- 4.12 Staff and Student Governors are elected by their peers but also meet with the Governance & Membership Committee prior to final approval of their appointment by the Board.
- 4.13 Recruitment of independent Governors is carried out through a range of methods under the guidance of the Governance & Membership Committee. The committee regularly reviews data on the skills profile of the Board and this informs the recruitment process. The priority is to ensure that the Board has the right mix of skills and experience needed to effectively carry out its responsibilities.

Induction and Development of Corporation Members

- 4.14 Newly appointed members have access to an electronic Induction Pack. This includes copies of key governance documents including:
- The Coleg Gwent Instrument & Articles of Governance
 - The Standing Orders of the Corporation
 - The Memorandum of Understanding between Welsh Government & FE Colleges
 - The Code of Good Governance
 - Welsh Government Safeguarding Guidance
 - The Essential Trustee - Charity Commission Guidance

Also included is information on the college management team and copies of the Strategic Plan and underpinning Divisional Strategies. Information can be made available in alternative formats or in Welsh as necessary.

- 4.15 New members receive an Induction that includes meetings with the Governance Officer, Chair, Principal/Chief Executive and Vice Principals. These meetings provide an overview of how the Board operates, the structure of the college and the strategic Mission and Vision. New Governors are also encouraged to take up the opportunity to visit each of the campuses.
- 4.16 All members have access to the Governance Officer and a range of advice and guidance accessible via the Corporation Teams channel. They complete mandatory training modules in Safeguarding, The Prevent Duty and Equality & Diversity and are encouraged

to participate in training opportunities throughout the year. During 2021/22, Governors engaged in development activities on topics including:

- Governance & Charity Trustee responsibilities
- Fraud Prevention
- ALN Act
- Whistleblowing
- Welsh Labour Market Data

Governors also attended two Strategy Seminars in November 2021 and June 2022. These included activities to broaden Governor understanding of curriculum development and key roles and responsibilities across college. Both areas identified as development priorities through the self-assessment process. The Seminars also provided opportunities to discuss strategic financial planning, key capital projects and future priorities.

- 4.17 Following over two years of COVID-19 restrictions, Governors were also pleased to attend college events in the second half of the year including talent competitions, art exhibitions, catwalk shows and Learner & Apprentice Awards.

5. Board Diversity

- 5.1 The Board fully supports and is committed to the college Diversity Statement:

'We're an inclusive and diverse college where everyone is welcome. A place where you can be who you are without fear of judgement. A respectful environment, open-minded to different cultures, attitudes, beliefs, and outlooks, where everyone belongs.'

By embracing diversity, we foster an open and welcoming environment where people of all backgrounds can learn and work together. We're committed to equity, inclusion, and wellbeing, with our diverse campuses offering academic, social, and wider community benefits.

Diversity enriches our college community and is a driving force in fulfilling our mission, so we'll continue to respond to changes in our increasingly interconnected world. By working together, we'll address the challenges of the future to remove barriers to success, while promoting a culture of inclusivity, compassion, and mutual respect'.

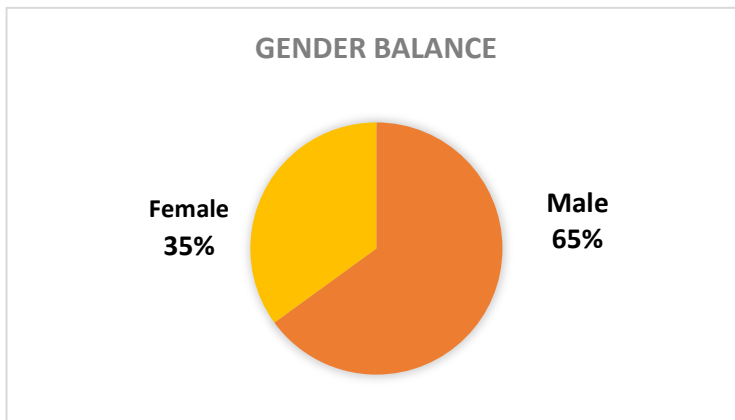
We believe that if you create a team of talented people from diverse backgrounds, they'll each contribute their unique ways of thinking, responding, and problem solving. Naturally, the end result will be innovation, and combined with the diversity of experiences across our campuses, it will prepare you - our learners and staff - to thrive personally and professionally in a global society.

- 5.2 Board diversity is monitored and reported on by the Governance & Membership Committee. The committee is responsible for overseeing recruitment of Corporation members and regularly reviews skills and diversity data to inform its recommendations. It is recognised that a mix of skills, backgrounds and lived experiences can enhance a Board's effectiveness by bringing alternative perspectives that prevent 'group think', enhance debate and strengthen the level of challenge provided. In 2020-21 Coleg Gwent affiliated to the Black Leadership Group (BLG) and during 2021-22, both the Chair and Vice Chair actively participated in the BLG induction program. In its Self-assessment Report, the Board has previously identified improving Board diversity as a priority and remains committed to this.

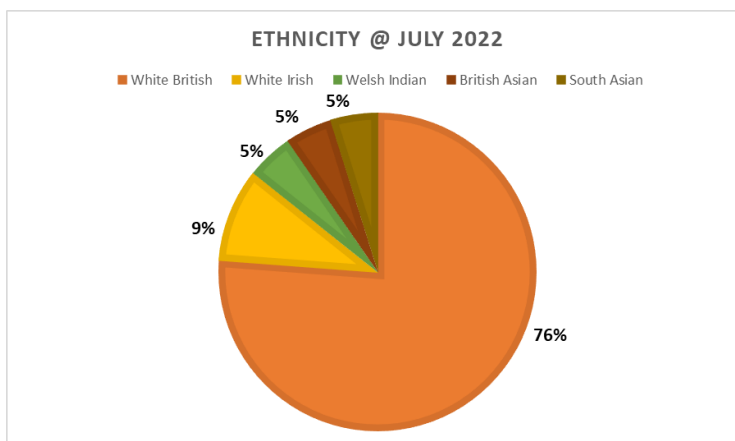
5.3 Some limited progress has been made, but the Board recognises that to achieve the aim of having a diverse and inclusive Board focused and ongoing effort is needed to engage with underrepresented groups. The Governance & Membership Committee, supported by the Governance Officer, HR Director and Diversity, Inclusion & Wellbeing Manager, will strive to ensure that information on opportunities to join the Board reaches the widest possible audience and that all appointees receive ongoing mentoring and support to enable them to contribute fully and effectively to the governance of Coleg Gwent.

Board diversity as at 30 July 2022

5.4



No Governors identify as 'non-binary' or 'other'.

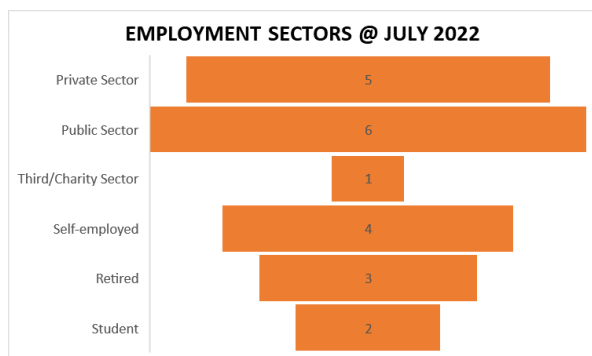


In July 2022 76% of Governors identified as 'White British', compared to 95% in July 2021.

At present only 1 Governor has declared a disability/long-term condition and 1 Governor is a fluent Welsh speaker. All Governors currently identify as heterosexual.

The age profile of members has remained relatively static, with the average age in July 2022 being 50 years (compared to 51 years in July 2021).

Age profile:



Governors have a range of professional experience and expertise in sectors including:

- Education
- Finance, Audit & Accounting
- Healthcare
- Engineering
- Digital technologies
- Retail

6. REGISTER OF INTERESTS

6.1 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' Interests 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 as well as a separate appendix to the Register of Interests.

6.2 The **Register of Members' Interests for 2021/22** is reproduced below:

Name	Details of interests	Date interest disclosed or updated	Date Register updated
Sue Ball	• Former Employee - Aneurin Bevan University Health Board: Assistant Director of Workforce and Organisational Development (Retired 01/08/21 but still undertakes consultancy work)	01.08.21	01.12.21
	• Member Parochial Church Council, St Marks Church, Newport	26.03.18	23.04.18
Anthony Basnett	• Employee - VMWARE from 17.06.19	21.05.19	22.05.19
	• Former employee, Cisco International Ltd. (ceased 16.06.19)	17.01.18	22.05.19
	• Wife - Coleg Gwent employee	17.01.18	19.01.18
Moawia Bin-Sufyan Appointed 01.01.22	• Paid employment - Investment Director, Governor Investments Ltd	05.01.22	10.01.22
	• Paid employment - Regional Co-ordinator, Care After Combat	05.01.22	10.01.22
	• Non-Executive Director - Hendre/Hafod Housing	05.01.22	10.01.22
	• External Member - City of London Police Authority	05.01.22	10.01.22

Name	Details of interests	Date interest disclosed or updated	Date Register updated
	<ul style="list-style-type: none"> Senior Independent Panel Member (Public Appointments) - Welsh Government (during 2023/23 to include panels appointing the Chairs of the Commission for Tertiary Education & Research and the Research & Innovations Committee. 	05.01.22	10.01.22
	<ul style="list-style-type: none"> Lay Observer - Ministry of Justice (PECS) Prisoner Escort and Custodial Services 	05.01.22	10.01.22
	<ul style="list-style-type: none"> Board Member - Independent Monitoring Board HMP Parc 	05.01.22	10.01.22
	<ul style="list-style-type: none"> Member - South Glamorgan Community Health Council 	05.01.22	10.01.22
	<ul style="list-style-type: none"> Treasurer & Council Member - St John Council Cardiff and Vale of Glamorgan 	05.01.22	10.01.22
	<ul style="list-style-type: none"> Vaccination Volunteer - St John Ambulance Cymru 	05.01.22	10.01.22
	<ul style="list-style-type: none"> Panel Member - ITV Wales Diversity Panel 	05.01.22	10.01.22
	<ul style="list-style-type: none"> Executive Board Member - United Nations Association - Cardiff & District Branch 	05.01.22	10.01.22
	<ul style="list-style-type: none"> Chair - Safer Vale - Community Race Relations Advisory Group 	05.01.22	10.01.22
	<ul style="list-style-type: none"> LEA Governor - Oak Field Primary School and Llandough Primary School 	05.01.22	10.01.22
	<ul style="list-style-type: none"> Magistrate (JP) - Mid, South Glamorgan and Gwent 	05.01.22	10.01.22
	<ul style="list-style-type: none"> Member - Vale of Glamorgan SACRE 	05.01.22	10.01.22
	<ul style="list-style-type: none"> Liveryman - The Worshipful Company of Educators 	05.01.22	10.01.22
	<ul style="list-style-type: none"> Freeman - The Worshipful Company of Spectacle Makers 	05.01.22	10.01.22
	<ul style="list-style-type: none"> Court Assistant - The Guild of Young Freemen 	05.01.22	10.01.22
	<ul style="list-style-type: none"> Member - Guild of Freemen of the City of London 	05.01.22	10.01.22
Elizabeth Brimble	<ul style="list-style-type: none"> Director of Qualifications, Registration and Fitness to Practice, Education Workforce Council 	29.05.19	10.06.19
Andrew Clark	<ul style="list-style-type: none"> Daughter employed by another Welsh FE college 	01.03.21	15.03.21
	<ul style="list-style-type: none"> Co-opted Audit & Risk Committee Member at AQA Examination Board 	01.03.21	15.03.21
	<ul style="list-style-type: none"> Former employee, Welsh Government (retired 31.01.21) 	01.03.21	15.03.21
	<ul style="list-style-type: none"> Independent Member, Audit, Risk & Assurance Committee, Audit Wales (w.e.f. 01.07.21) 	20.07.21	22.07.21
	<ul style="list-style-type: none"> Fellow of the Institute of Chartered Accountants in England & Wales (ICAEW) 	06.12.21	03.01.22
	<ul style="list-style-type: none"> Board Member- CCDG Ltd (Trading as Careers Wales) (w.e.f: 01.08.21) 	01.08.21	09.12.21
Emma Davies Resigned 28.01.22	<ul style="list-style-type: none"> Employee, Willis Towers Watson 	24.02.21	15.03.21
Jamie Farr	<ul style="list-style-type: none"> Owner/Director of YourNorth Ltd Founder/Director of YourNorth Veterans - a Community Interest Company 	12.03.21	12.03.21
Christopher Freegard	<ul style="list-style-type: none"> Deputy Lieutenant of Gwent Former Governor, University of South Wales (ceased 31 July 2020) Trustee - Kaleidoscope Project 	12.01.20 31.07.20 12.01.20	07.02.20 31.07.20 07.02.20
Rhiannon Fowler Appointed 01.01.22	<ul style="list-style-type: none"> Employee, Coleg Gwent Husband - Governor at Llantarnam Community Primary School 	12.01.22 12.01.22	12.01.22 12.01.22
Bailjit Gill Appointed 01.06.22	<ul style="list-style-type: none"> Senior Equality, Diversity & Inclusion Manager, Companies House 	01.06.22	22.06.22

Name	Details of interests	Date interest disclosed or updated	Date Register updated
Darragh Hanley-Crofts Resigned 31.07.22	• Employee - Vertical Aerospace (from 01.09.21)	01.09.21	09.12.21
	• Former employee, British Broadcasting Corporation	01.08.17	30.09.17
	• Member, Institute of Chartered Accountants England & Wales (ICAEW)	01.08.17	30.09.17
Johnathan Hooper Appointed 01.01.22	• Student, Coleg Gwent	24.01.22	25.01.22
Sian Hughes (Staff Governor) Retired 30/11/21	• Staff member, Coleg Gwent No other interests declared	-	03.10.16
Guy Lacey (Principal/Chief Executive)	• Governor, Blackwood Comprehensive School, Caerphilly	08.10.15 08.10.15	08.10.15 08.10.15
	• Former Governor, Monmouth Comprehensive School, Monmouth (ceased January 2021)	17.04.18	17.04.18
	• Advisor, YPRENTIS (partnership between Melin Homes and Monmouthshire CC)	01.09.18	01.01.19
	• Director/ Chair, Colegau Cymru	01.09.18	01.09.18
	• Director, Fforwm Services Ltd. (wholly owned subsidiary of Colegau Cymru)	01.09.19	01.09.18
	• Deputy Lieutenant of Gwent	25.11.21	25.11.21
Mark Langshaw (Chair)	• Director of Continental Teves (Employment). Company is a training customer of the College and employs apprentices that attend the College.	09.11.16	10.11.16
	• Chair, Blaenau Gwent Effect Project, BG CBC (unremunerated)	09.11.16	09.11.16
	• Chair Blaenau Gwent Enterprise Board (unremunerated)	09.09.18	09.09.18
	• Chair of Strategic Advisory Board, Tech Valleys (unremunerated)	09.09.18	09.09.18
	• Director, Welsh Automotive Forum (unremunerated)	09.11.16	09.11.16
	• Appointed as Interim Chair of Welsh Automotive Forum (unremunerated)	28.06.21	28.06.21
Sadique Maskeen Appointed 01.01.22 Resigned 25.08.22	• Employment - EY Breakthrough Incentives	05.01.22	10.01.22
	• Member - South Wales Police Independent Advisory Group	05.01.22	10.01.22
	• Ambassador, Institute of Directors Wales	01.04.22	19.07.22
Ray Morrison	• Joint owner and co-director, Bowmor Ltd. Trading as Bluebird Care Newport (domiciliary care provider of adult social services)	09.08.18	09.08.18
	• Volunteer (Dementia Friends Champion), Alzheimer's Society	09.08.18	09.08.18
	• Member, Newport CC Dementia Friendly City Implementation Group	09.08.18	09.08.18
	• Member, Greater Gwent Health, Social Care & Wellbeing Provider Forum	09.08.18	09.08.18
	• Member, Aneurin Bevan University Health Board, Domiciliary Care Executive Liaison Group	09.08.18	09.08.18
	• Self-employed FE Education & Training Consultant including: <ul style="list-style-type: none"> ○ Qualifications Wales - review of engineering qualifications (Sector Advisor) ○ Work based learning assessment work for Merthyr College 	29.05.19	10.06.19
Matthew Preece	• Self-employed - Business Doctor (paid consultancy to businesses across Gwent).	16.01.20	26.01.20
	• Vice President of BNI Celtic - referral networking group based in Newport	16.01.20	26.01.20

Name	Details of interests	Date interest disclosed or updated	Date Register updated
	<ul style="list-style-type: none"> Wife - Financial Director, Aviva 	16.01.20	26.01.20
Wendy Rogers (Staff Governor)	<ul style="list-style-type: none"> Staff member, Coleg Gwent Deputy Chair, UCU, Coleg Gwent Chair, UCU Crosskeys Campus UCU Rep, Pontypool & Usk Campus 	10.08.18 10.08.18 10.08.19 10.08.19	10.08.18 10.08.18 10.08.19 10.08.19
Shannon Sheean (Student Governor)	<ul style="list-style-type: none"> Student, Coleg Gwent 	01.04.22	04.04.22
Lizzie Swaffield	<ul style="list-style-type: none"> Employee Education Endowment Foundation Former employee Qualifications Wales (Qualifications Manager) ceased August 2020 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) 	28.09.20 02.10.20 20.06.17 20.06.17 19.07.18	02.10.20 02.10.20 31.07.17 31.07.17 19.07.18
Martin Veale	<ul style="list-style-type: none"> Independent Member & Audit Committee Chair, Velindre University NHS Trust. (Remunerated) & Trustee of Velindre Fundraising Charity Board Member and Chair of Audit & Risk Committee, Sport Wales Director, Pen Y Cymoedd Windfarm Development Community Interest Company (due to commence June 2019) Governance & Audit Committee Lay Member, Pembrokeshire County Council Lay Member & Chair, Governance & Audit Committee, Merthyr Tydfil CBC Lay Member of Governance & Audit Committee, Blaenau Gwent County Borough Council Lay Member, Governance & Audit Committee Monmouthshire CBC Member of the Audit & Risk Assurance Committee, Health & Social Services Directorate, Welsh Government Member, Audit Committee, Health & Social Services Directorate, Welsh Government Lay Member of Audit & Risk Committee, Hafod Housing Association, Cardiff Lay Member of Joint Audit Committee (reporting to Chief Constable and Police & Crime Commissioner for South Wales) (from May 2021) Lay Member & Chair of Standards Committee, Mid and West Wales Fire Authority (from April 2021) Lay Member of Standards Committee, Merthyr Tydfil CBC Lay Member & Vice Chair of Standards Committee, Brecon Beacons National Park Authority Governor, Hawthorn High School (unremunerated) Governor, New 3-16 School, Hawthorn, Pontypridd Justice of the Peace, Mid Wales Bench, HM Courts & Tribunals Service Lay Member, Children & Young People Committee, Rhondda Cynon Taf CBC 	15.03.16 01.09.18 11.04.19 06.09.19 11.04.19 07.01.21 09.06.22 20.01.20 22.06.22 07.01.21 10.05.21 10.05.21 22.06.22 22.06.22 20.01.20 22.06.22 12.09.16 22.06.22	16.03.16 05.09.18 11.04.19 15.11.19 21.06.22 25.01.21 22.06.22 27.01.20 22.06.22 25.01.21 11.05.21 11.05.21 22.06.22 22.06.22 27.01.20 22.06.22 03.11.16 22.06.22
Gareth Watts (External Member)	<ul style="list-style-type: none"> Head of Governance & Assurance, Senedd Cymru/Welsh Parliament (Employment) 	20.10.15	25.10.15

Name	Details of interests	Date interest disclosed or updated	Date Register updated
	<ul style="list-style-type: none"> Governing Body Member, Meadowbank School, Cardiff Member, Joint Audit Committee of the Gwent Police & Crime Commissioner 	17.10.17	08.11.17
Dorota Lee (External Member) Appointed 01.06.21	<ul style="list-style-type: none"> Employee, Dept. Culture Media & Sport/BDUK: Portfolio Assurance Lead Former employee, Office for Students (ceased November 2021) Member, Independent Monitoring Board, HMP USK (voluntary) Justice of the Peace, Adult & Family Court, Gwent Bench 	04.01.21	05.01.21
		04.01.21	05.01.21
		23.06.21	01.07.21
		23.06.21	01.07.21

Contracts for the supply of goods and services

6.3 In the year ended 31 July 2022, no contract for goods or services was 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.

7. CORPORATION ACTIVITY

BOARD MEETINGS

7.1 The Board and its committees were able to resume face to face meetings during 2021/22, although on several occasions meetings had to be held remotely or as 'hybrid' meetings. This flexibility was possible as a result of investment in communications technology that will continue to support effective governance going forward.

7.2 The Board met five times during 2021/22 on the following dates:

- 5 October 2021
- 7 December 2021
- 15 March 2022
- 24 May 2022
- 19 July 2022

7.3 The agreed quorum for meetings of the Board and its committees is 50% attendance of eligible members. All Board meetings held during the year were quorate.

Reporting and monitoring

7.4 The Principal presents a report at each Board meeting outlining key college matters and developments in the Welsh FE sector. Additionally, the Vice Principal (Resources & Planning) presents a detailed report outlining financial performance against budget, financial KPIs and forecasts. The Vice Principal (Curriculum & Quality) provides updates on learner recruitment and quality issues. Each Vice Principal also supports updates from the relevant sub-committees.

7.5 The Board receives regular assurance updates on key areas of governance responsibility. These updates are supported by feedback from Link Governors who attend operational steering group meetings to provide an additional layer of

assurance. The attendance of Link Governors helps to ensure that any concerns or emerging issues are flagged to the Board at an early stage.

7.6 Link Governors during 2021/22 were:

- **Mr A Clark** Information Governance/Cybersecurity
- **Mr J Farr** Safeguarding
- **Mr J Phelps** Health & Safety
- **Mr M Preece** Diversity & Inclusion
(NB: as of September 2022 this role will be taken by Mrs B Gill)

Approval of capital expenditure

7.7 In accordance with the college's Financial Regulations, the Board approves all capital expenditure in excess of £250,000. During 2021/22 the Board approved capital expenditure in relation to:

- Refurbishment of the Veterinary Nursing teaching facilities at Usk Campus
- Purchase of equipment/technology to support the HiVE development in Ebbw Vale
- A new Biosecurity Hub at Rhadyr Farm, Usk
- Refurbishment of the Art & Design teaching facilities at Crosskeys Campus
- 'Net-Zero' upgrades to buildings across college
- Backlog maintenance projects across college.

7.8 Progress on major capital projects is monitored by the Finance & Resources Committee and project 'dashboard' summaries are reviewed and shared with the whole Board for information.

COMMITTEES

7.9 The work of the Board is supported by five sub-committees. This structure enables more in-depth review and discussion of specific areas and supports Governors to develop a more detailed understanding.

7.10 Each committee presents a report on its activities to the Board. This categorises items as being for escalation/approval, assurance or information. Copies of draft minutes and key documents are also provided for review.

7.11 The committees are:

Audit Committee	Chair - Martin Veale
Curriculum & Quality Committee	Chair - Lizzie Swaffield
Finance & Resources Committee	Chair - Anthony Basnett
Governance & Membership Committee	Chair - Sue Ball
Remuneration Committee	Chair - Mark Langshaw MBE

Audit Committee

7.12 The Audit Committee operates within the requirements of the Welsh Government FE Audit Code of Practice (ACOP) and comprises four Governors and two additional External Members. Several members have specialist audit, accountancy or governance experience.

- 7.13 As required by the ACOP, membership of the committee excludes the Chair of the Corporation and the Principal/Chief Executive as well as the Staff and Student Governors. Additionally, no members of the Finance & Resources Committee serve on the Audit Committee.
- 7.14 The Principal and Vice Principal (Resources & Planning) attend all meetings of the committee along with the Director of Finance. Other members of the Senior Leadership Team are occasionally invited to attend to support specific discussions.
- 7.15 Representatives of the college's Internal Audit service (TIAA) and the External Auditors (PwC) attend all meetings. The committee holds private discussions with both representatives annually from which all college staff (including the Governance Officer) are excluded.
- 7.16 In 2021/22 the Audit Committee met 4 times on:
- 16 November 2021
 - 15 February 2022
 - 6 April 2022
 - 13 July 2022

All meetings of the Audit Committee were quorate.

- 7.17 Following each meeting, the committee provides an update report to the Board along with copies of draft minutes and relevant papers. As required by the 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 for review by the Board at the same time. Following review by the Board, these reports form part of the Corporation's annual submissions to Welsh Government.

Curriculum & Quality Committee

- 7.18 The Curriculum & Quality Committee oversees performance and key developments in all areas of quality and curriculum, including student recruitment and retention, assessment, attainment, curriculum planning, Learner Voice, Safeguarding, Additional Learning Needs and learner support.
- 7.19 Membership of the committee comprises nine Governors, including two Student Governors and the Teaching Staff Governor. From September 2022, a third Student Governor will serve on the committee to further strengthen the learner voice in areas of key relevance to them.
- Meetings are also attended by key members of the Senior Leadership Team:
- Vice Principal (Curriculum & Quality)
 - Faculty Directors (x3)
 - Director of External Engagement
 - Director of Quality & Learner Experience
 - Director of Curriculum & Information Services
- 7.20 During 2021/22 the committee met four times on:
- 9 November 2021
 - 18 January 2022

- 5 April 2022
- 14 June 2022

All meetings were quorate.

Finance & Resources Committee

7.21 The F&R Committee advises the Board and monitors performance in matters relating to financial management (including performance and budget setting), human resources, ICT and estates. The committee also monitors progress on major capital projects.

7.22 Membership comprises seven Governors, including the Business Support Staff Governor. Meetings are also attended by key members of the Senior Leadership Team:

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

7.23 The committee met five times during 2021/22 on:

- 23 November 2021
- 6 January 2022
- 1 March 2020
- 26 April 2022
- 27 June 2022

7.24 Due to illness, two Governors were co-opted to the committee for the June 2022 meeting to ensure a quorum. In accordance with the requirements of the Welsh Government FE Audit Code of Practice, neither of these co-opted Governors were members of the Audit Committee. All other meetings of the committee in the year were quorate.

Governance & Membership Committee

7.25 The Governance & Membership Committee advises the Board on matters relating to Corporation membership including recruitment, performance management, Governor development and succession planning. The committee also advises the Board on its composition and wider governance matters including the implications of legislative changes and national consultations on FE governance. During 2021/22 this included monitoring progress of the Tertiary Education & Research Act which addresses reform of all post-16 education and training in Wales. The Act received Royal Assent in September 2022 and the committee will have a key role in monitoring developments going forward.

7.26 Whilst the appointment of Corporation members is the responsibility of the Board as a whole, the committee oversees the recruitment process and its advice and recommendations must be taken into account when considering decisions on the appointment of Corporation members.

7.27 The committee comprises six Governors including the Chair and Vice Chair of the Corporation, the Principal/Chief Executive and a Student Governor. As of September 2022, membership will reduce to five and no longer include a Student Governor. The

intention however is to continue to invite a Student Governor to participate in meetings with prospective appointees.

7.28 During 2021/22 the committee met six times on:

- 20 September 2021
- 30 November 2021
- 1 December 2021
- 22 March 2022
- 17 May 2022
- 11 July 2022

All meetings were quorate.

Remuneration Committee

7.29 The Remuneration Committee meets annually to consider the performance, terms and conditions and pay of the four Senior Post Holders (Principal/Chief Executive, Vice Principals and the Governance Officer). The committee is Chaired by Mr Langshaw as Chair of Governors and includes four other independent Governors.

7.30 The committee met in March 2022 and made a recommendation to the Board on a Senior Post Holder pay award. This was subsequently approved at the Board meeting on 15 March 2022. In considering the Senior Post Holder pay award, the committee takes into consideration performance, relevant benchmarking data and any recent sector pay award.

8. ATTENDANCE

8.1 The Board and its committees aim for 80% attendance. Attendance for 2021/22 meetings is summarised below:



9. KEY DEVELOPMENTS

- 9.1 This year saw the first full year of operations at Torfaen Learning Zone and in October 2021, a number of Governors were pleased to finally attend the official opening ceremony with colleagues from Torfaen County Council. Visitors were able to tour the campus and speak to staff and students.
- 9.2 During the year the Board worked with management to agree a new set of overarching Key Performance Indicators against which to monitor progress in implementing the new Strategic Plan. Other key developments in year included:
- Ongoing progress with securing the site for The Newport Knowledge Quarter (city-centre campus in Newport);
 - Progress with plans for the HiVE High Value Engineering Centre in Ebbw Vale;
 - A growing focus on Diversity & Inclusion with the appointment of a new Diversity, Inclusion & Wellbeing Manager;
 - Opening of the Cyber Hub at Blaenau Gwent Learning Zone;
 - Relaunch of a strategic partnership with University of South Wales; and
 - A high profile cross-college Learner Awards Event held at the International Conference Centre, Celtic Manor Resort.

10. GOVERNANCE OFFICER

- 10.1 The Coleg Gwent Governance Officer during 2021/22 was Mrs Marie Carter who holds the Chartered Governance Institute's Advanced Certificate in Corporate Governance. Mrs Carter attended all meetings of the Board and its committees held during 2021/22, excluding the Remuneration Committee.
- 10.2 During the year she engaged in development opportunities around:
- Board diversity
 - Safeguarding & the Prevent Duty
 - Fraud Prevention
 - Whistleblowing
 - Charity Governance in the Education Sector
 - Martyn's Law (Protect Duty) implications
 - Cybersecurity and business continuity planning

She also attended meetings of the Wales FE Governance Network. These meetings provide an opportunity to share best practice and discuss key developments in the sector with other FE governance professionals.

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 2022, the Coleg Gwent Corporation fulfilled its statutory responsibilities and all business of the Board and its committees was carried out in accordance with relevant legislation and the Coleg Gwent Instrument & Articles of Government.

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



**Marie Carter,
Governance Officer**

Date 13 December 2022

The Coleg Gwent Corporation Board has reviewed this report and as far as it can be reasonably aware, is content that it is an accurate and fair record of Corporation business in the year to 31 July 2022.



**Mark Langshaw MBE,
Chair of Governors**

Date 13 December 2022