



# **COLEG GWENT FURTHER EDUCATION CORPORATION**

## **GOVERNANCE OFFICER'S ANNUAL REPORT**

**FOR YEAR ENDED 31 JULY 2023**

## 1. INTRODUCTION

- 1.1 This report has been compiled by the Governance Officer of Coleg Gwent. Its purpose is to summarise the activities of the Coleg Gwent Further Education Corporation ('The Board') in the academic year to 31 July 2023. It provides assurance that the Board has met its statutory responsibilities and has acted within its powers and the governance framework as summarised 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 summarises the Board's statutory responsibilities as well as recommended best practice in governance. The Board aims to meet (and where possible, exceed), the expectations laid out in The Code.

## 2. GOVERNANCE & PERFORMANCE MONITORING

### 2.1 Governing documents

- 2.1.1 The Instrument & Articles and Standing Orders of the Coleg Gwent Board are reviewed regularly to ensure they remain consistent with current legal requirements. They also undergo a detailed review every three years. They were last reviewed and approved in May 2021. At this time both documents were also reviewed by the Board's legal advisors. Copies of both documents can be found on the Coleg Gwent website: <https://www.coleggwent.ac.uk/governance>

- 2.1.2 The work of the Board is supported by a number of sub-committees (see section 7.2). Each has an annual work programme that aligns to the cycle of college business. A Schedule of Delegation has been approved to ensure consistency in the decision-making process.

### 2.2 Reporting & Performance Monitoring

- 2.2.1 The Board is committed to excellence and continuous improvement in the governance of the college. To support this, sub-committees annually assess their performance and agree an action plan for improvement. Governors also each complete an Annual Self-assessment Questionnaire in which they reflect on the performance of the Board as a whole and on their own individual performance and development needs.
- 2.2.2 An analysis of responses is reported to the Board, following which, an Action Plan is agreed for the year. Responses also inform the drafting of the Annual Governor Self-assessment Report. The self-assessment process is followed up with one-to-one discussions with the Chair or Vice Chair.
- 2.2.3 In 2021 the Board worked closely with the Senior Leadership Team to develop a new Vision, Mission and Strategic Plan for the period to 2026. A set of underpinning Departmental and Curriculum Strategies were also approved, along with detailed Implementation Plans for each. Progress against these Implementation Plans is monitored by the Board's sub-committees.
- 2.2.4 A set of overarching Strategic Key Performance Indicators has been agreed and performance against these is reported termly to the Board via a one-page 'dashboard' summary. At its meeting in July 2023, the Board reviewed a draft Performance Management Framework. This will provide the Board, managers and staff with a clear explanation of how the college's overall performance is monitored and how individual and team performance contributes to the achievement of the Strategic Aims.
- 2.2.5 A review carried out during 2022/23 by the college's Internal Auditors (TIAA Ltd.) into Performance Management achieved a '*Substantial Assurance*' rating.

- 2.2.6 The Principal provides a report at each Board meeting outlining key developments affecting the college and wider Welsh FE sector. Financial Performance and forecasts are reported to meetings of the Finance & Resources Committee. The information is then shared with the full Board via a report from the committee. Similarly, learner recruitment and quality are monitored via the Curriculum & Quality Committee which provides a report to the Board. Progress on significant capital projects is monitored by the Finance & Resources Committee, with detailed project ‘dashboards’ shared regularly with the full Board.
- 2.2.7 The Board takes assurance on key areas of governance responsibility through regular assurance updates. These are supported by feedback from four Link Governors who attend meetings of operational steering groups on behalf of the Board. The attendance of Link Governors ensures that any concerns or emerging issues are flagged to the Board at an early stage.

The Link Governors cover four key areas and during 2022/23 were:

<b>Andrew Clark</b>	Information Governance/Cybersecurity
<b>Jamie Farr</b>	Safeguarding
<b>Bailjit Gill</b>	Diversity & Inclusion
<b>John Phelps</b>	Health & Safety

### 3. ACCESS TO INFORMATION

- 3.1 The Board is committed to being open and accountable in how it conducts business. To support this commitment, the Board has approved an Access to Information Policy relating to Corporation Business. This policy sets out the process and criteria to be used when a decision is made to classify information as Confidential.
- 3.2 An agenda item is included at each Board and committee meeting to discuss the classification of the contents of the meeting and any supporting papers. Classification is based on the criteria set out in the policy and decisions on classification are reviewed periodically.
- 3.3 Board meeting agendas are available on the college website, along with information on how to request copies of non-confidential Minutes and supporting papers. 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 college website.

### 4. BOARD MEMBERSHIP

#### 4.1 Composition

- 4.1.1 The determined membership of the Board is 22 Governors, comprised of:

16 independent Governors  
The Principal/Chief Executive  
2 Staff Governors  
2 FE Student Governors  
1 HE Student Governor

In addition to the Governors, three Independent External Members serve on the Audit Committee to provide additional independent oversight and expertise.

#### 4.2 Chair & Vice Chair

4.2.1 The Board operates with a Chair and one Vice Chair. Each is elected by the Board to serve a two-year term of office. Subject to re-election, an individual may serve three terms (six years in total) in either role. The election of the Chair and Vice Chair takes place in alternate years to support effective succession planning and continuity of leadership.

4.2.2 Throughout 2022/23, the Chair of Governors was Mr Mark Langshaw. Mark was first elected to the role in August 2018 and subsequently re-elected in 2020 and then 2022 to serve until July 2024.

The Vice Chair during 2022/23 was Mrs Sue Ball. Sue was first elected to the role in 2021 (to complete the term of office of the previous Vice Chair). Sue was subsequently re-elected in July 2021 to serve a full 2-year term, and in July 2023 was again re-elected to serve in the role until July 2025. Succession planning for both roles is considered regularly by the Governance & Membership Committee.

#### 4.3 Membership during 2022/23

4.3.1 The Governors and External Members who served on the Coleg Gwent Corporation during 2022/23 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	
Elizabeth Brimble	Governor	
Andrew Clark	Governor	
Delyth Evans	Governor	Appointed October 2022
Jamie Farr	Governor	
Rhiannon Fowler	Staff Governor (Business Support)	
Eva Franklin	Student Governor (FE)	Appointed February 2023
Chris Freegard OBE	Governor	
Bailjit Gill	Governor	
Jonathan Hooper	Student Governor (HE)	Appt. ended December 2022
Claire Lloyd	Student Governor (HE)	Appointed February 2023
Ray Morrison	Governor	
John Phelps	Governor	
Matthew Preece	Governor	
Wendy Rogers	Staff Governor (Teaching)	
Shannon Sheean	Student Governor (HE)	
Elizabeth Swaffield	Governor	
Martin Veale	Governor	
Gareth Watts	Governor	Appointed October 2022 (previously served as External Member of the Audit Committee)
Dorota Lee	External Member Audit Committee	
Rafiu Ajayi	External Member Audit Committee	Appointed April 2023
Farishna Chohan-Solanki	External Member Audit Committee	Appointed April 2023

#### 4.4 Eligibility

4.4.1 All applicants for appointment are provided with information on the eligibility criteria for Board and Charitable Trustee appointments. Applicants are required to sign a declaration confirming that they meet these criteria. Appointment is conditional subject to completion of eligibility checks carried out by the Governance Officer. This includes checks against the Disqualified Directors and Insolvency Registers. All appointees are also required to complete an Enhanced Disclosure & Barring Service (DBS) application. Members of the Corporation annually sign to confirm their ongoing eligibility to serve.

#### 4.5 **Terms of Office**

- 4.5.1 With the exception of the Principal/Chief Executive and Student Governors, all appointments are for a three-year term of office. Other than in exceptional circumstances, an individual may serve a maximum of three terms (9 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 perspectives and maintaining independence.
- 4.5.2 Re-appointment at the end of a three-year term of office is not automatic. Staff Governors must seek re-election by their peers and independent Governors/External Members may apply for re-appointment. The final decision to re-appoint rests with the Board, on the recommendation of the Governance & Membership Committee. When considering an application for re-appointment the committee reviews the contribution, commitment and attendance of the member alongside the current membership needs of the Board as a whole.
- 4.5.3 Student Governors are normally appointed for a one-year term of office. This may be extended if the Board is of the view that it is in the best interest of the college. Subject to extension or re-election, Student Governors may serve up to three years in total.

#### 4.6 **Recruitment & Appointments**

- 4.6.1 The Governance & Membership Committee oversees the recruitment process. It shortlists and meets with potential appointees. All appointments are subject to final approval by the Board, on the recommendation of the committee.
- 4.6.2 Recruitment of independent members is carried out through a range of methods under the guidance of the Governance & Membership Committee. The recruitment process is informed by regular review of the skills profile of the Board. The priority is to ensure that the Board has the right mix of skills and experience needed to effectively carry out its responsibilities. The Board also recognises the value that a more diverse membership can bring to its work and the decision-making process and has made a series of commitments on the diversity of its members (see section 5.2).
- 4.6.3 Staff and Student Governors are elected by their peers but also meet with the Governance & Membership Committee to discuss their role prior to final approval of their appointment by the Board.

#### 4.7 **Induction & Development**

- 4.7.1 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 Departmental and Curriculum Strategies. Information can be made available in alternative formats or in Welsh as necessary.

- 4.7.2 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. All Governors are also encouraged to take up the opportunity to visit each of the campuses and to attend events across college throughout the year.
- 4.7.3 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 2022-23, Governors engaged in development sessions on The Educational Character of Coleg Gwent and Cybersecurity. Governors also participated in an online briefing by Welsh Government officials on the implementation of the Commission for Tertiary Education & Research.
- 4.7.4 Governors attended two Strategy Seminars in October 2022 and March 2023. These Seminars provided opportunity to discuss strategic financial planning, key capital projects and future priorities with the full Senior Leadership Team.
- 4.7.5 To support their development and understanding of the college, Governors are encouraged to engage with wider college events. During 2022/23 Governors attended:
- Information event for Local Education Authority staff on Additional Learning Needs
  - Employer Engagement breakfast
  - Art & Photography Exhibitions
  - Worldskills Results Celebrations
  - 'Discover Apprenticeship' events
  - Re-launch of the college Hair & Beauty Salons
  - Dramatic and musical performances
  - Drag Queen Story Hour (to celebrate Pride Month)
  - 'CG's Got Talent' Finals
  - Learner & Apprenticeship Awards
  - HE Graduation & Awards Celebration
  - Staff 'Celebrating Excellence' evening.

#### 4.8 **Expenses**

- 4.8.1 All Governors and External Members serve on a voluntary, unremunerated basis. They may claim for reasonable travel and subsistence costs incurred in direct relation to their role. In practice, expenses claimed relate primarily to travel costs. Expenses are claimed through the college's self-service HR portal and are checked and authorised by the Governance Officer. Any claims submitted by the Chair are reviewed and authorised by both the Governance Officer and the Vice Principal (Resources & Planning), or in their absence, the Principal/Chief Executive.

In the year to 31 July 2023, Governors claimed a total of **£485.70**.

## 5. **BOARD DIVERSITY**

### 5.1 **Responsibilities**

- 5.1.1 The Board acknowledges the importance of its role in leading the college to become a more diverse and inclusive community. The Board believes that it must lead by example and has committed to incorporating equality, diversity & inclusion considerations into everything it does. It is also committed to having a more diverse membership that reflects the range of different communities served by the college.

5.1.2 The Link Governor for Diversity & Inclusion attends meetings of the ED&I Steering Group, along with the Governance Officer (who currently chairs the 'Enabled' Staff Affinity Group).

## 5.2 **Board Diversity Statement & Action Plan**

5.2.1 During 2022/23, the Board developed a Board Diversity Statement. This statement sets out the Board's commitments, along with targets relating to the diversity of Board members. The Diversity Statement and targets will be reviewed annually.

5.2.2 Based on the commitments in its Diversity Statement, the Board has developed a Diversity Action Plan. This identifies eight Key Actions:

- To embed diversity & inclusive practice in the Board's decision-making practice and across all its work.
- To develop Members' overall awareness and understanding of diversity issues.
- To ensure that the Board recruitment process supports the commitments set out in the Board Diversity Statement.
- To develop a wider network of contacts (both individuals and organisations) to support a more diverse recruitment process.
- To better align the recording of Board diversity data to that held by the HR Department on college staff.
- To monitor (via the Governance & Membership Committee) progress against the commitments set out in the Board Diversity Statement.
- To publish the Board Diversity Statement & data on Board diversity on the college website.
- To annually review and update the Board Diversity Statement.

5.2.3 Achievements and actions to date include:

- Coleg Gwent staff and Governors became the first in Wales to complete Anti-racism training facilitated by Race Council Cymru. This training aligned to Welsh Government's pioneering work on creating an Anti-racist Wales.
- The Board's recruitment processes have been reviewed and updated. A new, more inclusive approach has already helped to attract a wider range of candidates.
- Board policies are being reviewed and updated to ensure they reflect the commitment to diversity and inclusivity. The Succession & Membership Policy outlines specific inclusive practices in relation to recruitment, reappointment, induction and development.
- The Board has requested that papers presented to by management include an assessment of the impact on protected groups. Additional analysis of data by protected characteristic has also been requested, for example in relation to Safeguarding incidents.
- Governors (including the Chair and Vice Chair) joined Mrs Gill (Link Governor) at the July 2023 meeting of the College ED&I Steering Group. The Chair shared the Board Diversity Statement with the group and Governors engaged in interesting discussions on a range of issues including the Anti-racism training and social mobility.
- During Pride Month, some Governors attended a visit by 'Drag Queen Story Hour' at the Crosskeys Campus library.
- The Governance Officer is continuing to work with the college's Diversity, Inclusion & Wellbeing Manager to develop contacts across a wide range of communities and to identify opportunities for Governors to engage with ED&I related events in the coming year.

## 5.3 **Board diversity data**

5.3.1 The Governance & Membership Committee regularly reviews and advises on the skills and diversity profiles of the Board. The Board was pleased to note at the July 2023 meeting, that Board membership has continued to become more diverse since 2017.

Work is ongoing to improve the data collected on Board diversity and the intention is that Board diversity will be clearly reported on the college website in future.

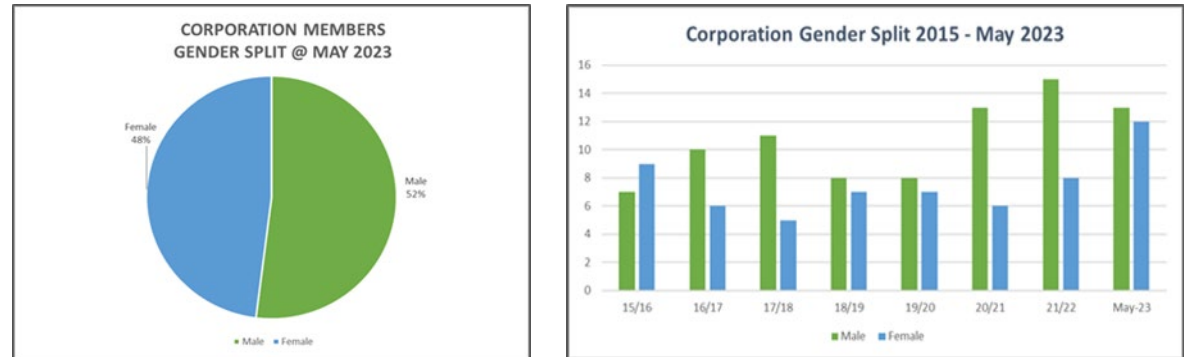


**Board diversity in 2022/23 (including 3 External Members of the Audit Committee):**

**GENDER**

Our commitment - to maintain a gender split that includes a good balance of men and women, as well as members who identify as non-binary or transgender.

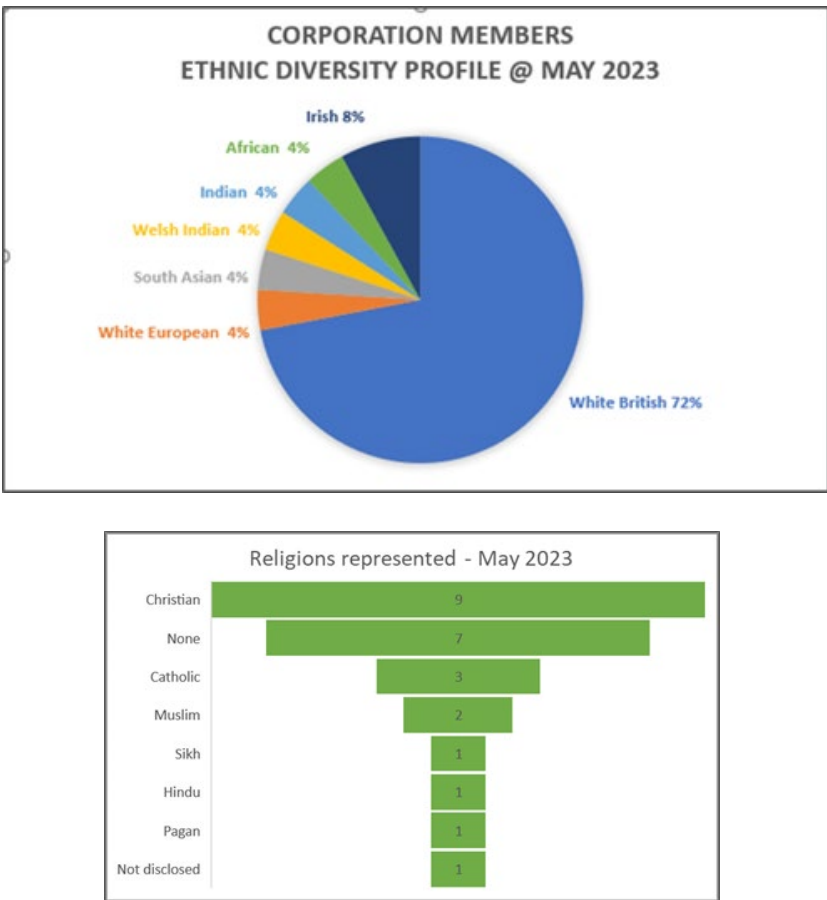
5.3.2



**ETHNICITY**

Our commitment - To have a membership that reflects the ethnic diversity of our communities and includes a minimum of five members who are from a Black, Asian or Minority Ethnic background.

In 2017/18 Board membership was 92% White British and 8% Asian (Afghan). During 2022/23 the ethnicity profile of the Board was:

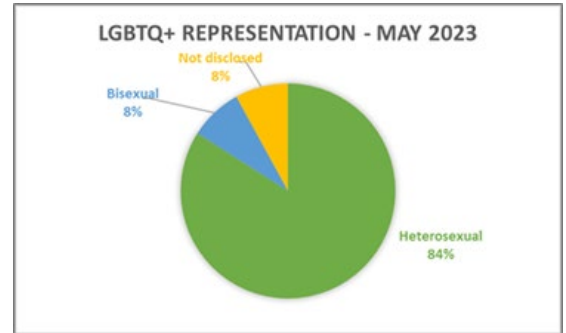




## SEXUALITY

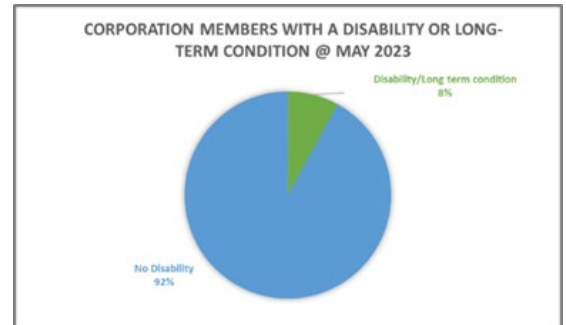
Our commitment - To increase the number of members from the LGBTQ+ community

This data has only been gathered since 2021/22.



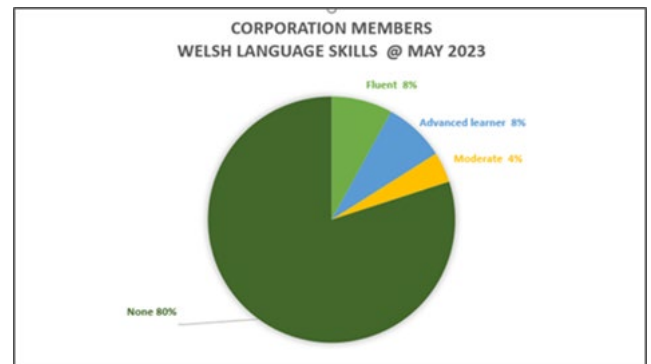
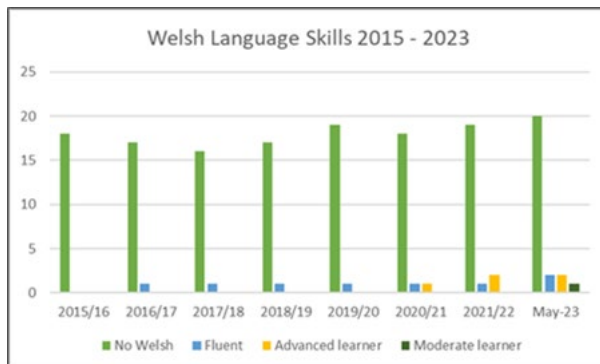
## DISABILITY

Our commitment - To increase the number of members with a disability



## WELSH LANGUAGE

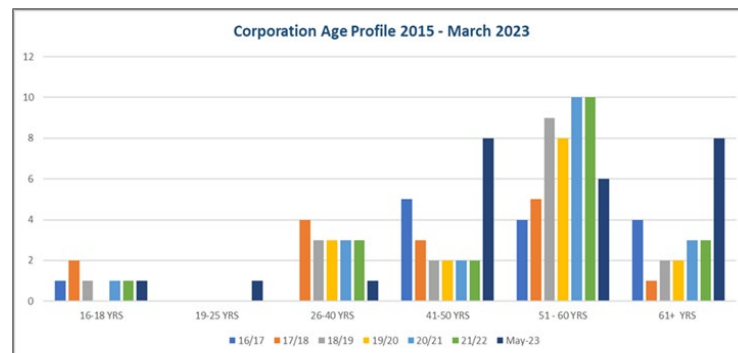
Our commitment - To have a minimum of four members who are fluent Welsh speakers or advanced learners



## Age

The Board has not made a specific commitment in relation to age. It does however recognise that a good range of ages ensures a balance of perspectives and experience.

In 2023, the average age of our members was **51 years**.



## 6. CONFLICTS OF INTEREST

### 6.1 Register of Interests

6.1.1 On appointment, and annually thereafter, all members Sign the Corporation Code of Conduct, Values & Behaviours. This includes specific reference to the need to avoid wherever possible conflicts of interest. Governors also annually 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 or External Member. The Register of Members' Interests is maintained by the Governance Officer.

6.1.2 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 in a separate appendix to the Register of Interests.

### 6.1.3 The Register of Members' Interests during 2022-23:

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
	Nursing & Midwifery Council (Regulator) Acting as Chair of Fitness to Practice hearings	17.11.22	24.11.22
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	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
	Senior Independent Panel Member - Welsh Government (including panels for the appointment of the Chair of the Commission for Tertiary Education & Research (CTER) and Chair of the Research & Innovations Committee)	05.01.22	10.01.22
	Lay Observer - Ministry of Justice (PECS) Prisoner Escort and Custodial Services	05.01.22	10.01.22
	Board Member - Independent Monitoring Board HMP Parc	05.01.22	10.01.22
	Member - South Glamorgan Community Health Council	05.01.22	10.01.22
	Treasurer & Council Member - St John Council Cardiff and Vale of Glamorgan	05.01.22	10.01.22
	Vaccination Volunteer - St John Ambulance Cymru	05.01.22	10.01.22
	Panel Member - ITV Wales Diversity Panel	05.01.22	10.01.22
	Executive Board Member - United Nations Association - Cardiff & District Branch	05.01.22	10.01.22
	Chair - Safer Vale - Community Race Relations Advisory Group	05.01.22	10.01.22
	LEA Governor - Oak Field Primary School and Llandough Primary School	05.01.22	10.01.22
	Magistrate (JP) - Mid, South Glamorgan and Gwent	05.01.22	10.01.22
	Member - Vale of Glamorgan SACRE	05.01.22	10.01.22

	Liveryman - The Worshipful Company of Educators		
	Freeman -The Worshipful Company of Spectacle Makers	05.01.22	10.01.22
	Member - Guild of Freemen of the City of London	05.01.22	10.01.22
Elizabeth Brimble	Former Director of Qualifications, Registration and Fitness to Practice, Education Workforce Council (retired August 2023)	29.05.19	31.08.23
Andrew Clark	Daughter employed by another Welsh FE college Co-opted Audit & Risk Committee Member at AQA Examination Board (ceased 31.03.22) Former employee, Welsh Government (retired 31.01.21) Independent Member, Audit, Risk & Assurance Committee, Audit Wales (w.e.f. 01.07.21) Fellow of the Institute of Chartered Accountants in England & Wales (ICAEW) Board Member- CCDG Ltd (Trading as Careers Wales) (w.e.f: 01.08.21) Director & Company Secretary, Maple(140) Ltd.	01.03.21 25.10.22 01.03.21 20.07.21 06.12.21 01.08.21 25.04.23	15.03.21 24.11.22 15.03.21 22.07.21 03.01.22 09.12.21 25.04.23
Delyth Evans Appointed 10.10.22	Board Member, Sport Wales Trustee, The Alacrity Foundation	11.11.22 11.11.22	24.11.22 24.11.22
Jamie Farr	Owner/Director of YourNorth Ltd & Founder/Director of YourNorth Veterans - a Community Interest Company	12.03.21	12.03.21
Eva Franklin Appointed 01.02.23	Student, Coleg Gwent Senior Cadet, Gwent Police Part-time employment - Maxime Cinema, Blackwood	03.03.23 03.03.23 03.03.23	20.03.23 20.03.23 20.03.23
Christopher Freegard	Deputy Lieutenant of Gwent Former Governor, University of South Wales (ceased 31 July 2020)	12.01.20 31.07.20	07.02.20 31.07.20
Rhiannon Fowler	Employee, Coleg Gwent Husband - Governor at Llantarnam Community Primary School	12.01.22 12.01.22	12.01.22 12.01.22
Bailjit Gill	Employment - Senior Equality, Diversity & Inclusion Manager, Companies House	01.06.22	22.06.22
Johnathan Hooper Retired 31.12.22	Student, Coleg Gwent	24.01.22	25.01.22
Guy Lacey (Principal/Chief Executive)	Former Governor, Blackwood Comprehensive School, Caerphilly (ceased September 2022) Advisor, YPRENTIS (partnership between Melin Homes and Monmouthshire CC) Director/ Chair, Colegau Cymru Director, Fforwm Services Ltd. (Wholly owned subsidiary of Colegau Cymru) Deputy Lieutenant of Gwent	08.10.15 08.10.15 17.04.18 01.09.18 25.11.21	08.10.15 08.10.15 17.04.18 01.01.19 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) Director, Welsh Automotive Forum (unremunerated)	09.11.16 28.06.21	09.11.16 28.06.21
Claire Lloyd Appointed 01.02.23	Student, Coleg Gwent Self-employed - St Woolos Sports Massage Therapy Part-time employment: TATA Steel	15.03.23 15.03.23 15.03.23	20.03.23 20.03.23 20.03.23

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
John Phelps	Self-employed FE Education & Training Consultant	29.05.19	10.06.19
Matthew Preece	Self-employed - Business Doctor (paid consultancy to businesses across Gwent. Clients include a company that provides security services to the college). Vice President of BNI Celtic - referral networking group based in Newport Wife - Financial Director, Aviva	16.01.20 16.01.20 16.01.20	26.01.20 26.01.20 26.01.20
Wendy Rogers	Staff member, Coleg Gwent Deputy Chair, UCU, Coleg Gwent Chair, UCU Crosskeys Campus	10.08.18 10.08.18 10.08.19	10.08.18 10.08.18 10.08.19
Shannon Sheean Retired 31.07.23	Student, Coleg Gwent	01.04.22	04.04.22
Lizzie Swaffield	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	Independent Member & Audit Committee Chair, Velindre University NHS Trust. (Remunerated) & Trustee of Velindre Fundraising Charity	15.03.16	16.03.16
	Board Member and Chair of Audit & Risk Committee, Sport Wales	01.09.18	05.09.18
	Director, Pen Y Cymoedd Windfarm Development Community Interest Company. Appointed Chair 01.10.22	25.10.22	24.11.22
	Governance & Audit Committee Lay Member, Pembrokeshire County Council	06.09.19	15.11.19
	Lay Member & Chair, Governance & Audit Committee, Merthyr Tydfil CBC	11.04.19	21.06.22
	Lay Member of Governance & Audit Committee, Blaenau Gwent County Borough Council	07.01.21	25.01.21
	Lay Member, Governance & Audit Committee Monmouthshire CBC	09.06.22	22.06.22
	Member of the Audit & Risk Assurance Committee, Health & Social Services Directorate, Welsh Government	20.01.20	27.01.20
	Member, Audit Committee, Health & Social Services Directorate, Welsh Government	22.06.22	22.06.22
	Lay Member of Audit & Risk Committee, Hafod Housing Association, Cardiff	07.01.21	25.01.21
	Lay Member of Joint Audit Committee (reporting to Chief Constable and Police & Crime Commissioner for South Wales) (from May 2021)	10.05.21	11.05.21
	Lay Member & Chair of Standards Committee, Mid and West Wales Fire Authority (from April 2021)	10.05.21	11.05.21
	Lay Member of Standards Committee, Merthyr Tydfil CBC	22.06.22	22.06.22

	Lay Member & Vice Chair of Standards Committee, Brecon Beacons National Park Authority	22.06.22	22.06.22
	Governor, Hawthorn High School (unremunerated)	20.01.20	27.01.20
	Governor, New 3-16 School, Hawthorn, Pontypri8dd	22.06.22	22.06.22
	Justice of the Peace, Mid Wales Bench, HM Courts & Tribunals Service	12.09.16	03.11.16
	Lay Member, Children & Young People Committee, Rhondda Cynon Taf CBC	22.06.22	22.06.22
	Audit Committee Member, ACAS (remunerated) (w.e.f. 01.03.23)	13.02.22	24.02.22
Gareth Watts Appointed as Governor 10.10.22 (formerly External Member of Audit Committee)	Director Corporate Governance & Board Secretary, Cwm Taf Morgannwg University Health Board (Employment commences 01.08.23)	12.07.23	13.07.23
	Head of Governance & Assurance, Senedd Cymru/Welsh Parliament (Employment ceased 31.07.23)	20.10.15	25.10.15
	Governing Body Member, Meadowbank School, Cardiff	17.10.17	08.11.17
	Member Joint Audit Committee- Police & Crime Commissioner for Gwent & Gwent Police	01.10.22	26.01.23
	Former Independent External Member of Coleg Gwent Audit Committee	10.10.22	24.11.22
Dorota Lee (External Member)	Employee, Dept. Culture Media & Sport/BDUK: Portfolio Assurance Lead	04.01.21	05.01.21
	Former employee, Office for Students (ceased November 2021)	04.01.21	05.01.21
	Member, Independent Monitoring Board, HMP USK (voluntary)	23.06.21	01.07.21
	Justice of the Peace, Adult & Family Court, Gwent Bench	23.06.21	01.07.21
Farishna Chohan-Solanki (External Member) Appointed 01.04.23	Employee, Legal & General	03.05.23	10.05.23
	Director & Shareholder, Podmed Podiatry	03.05.23	10.05.23
Rafiu Ajayi (External Member) Appointed 01.04.23	Former employee, Leadway Assurance (ceased April 2023)	28.04.23	28.04.23

## 6.2 Contracts for the supply of goods and services

6.2.1 In the year ended 31 July 2023, 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, or has a financial interest in, except in the pursuit of its recognised business of providing education and training for the benefit of the local community.

## 7. CORPORATION ACTIVITY

### 7.1 Board meetings

7.1.1 Meetings of the Board and its committees normally take place on one of the college campus sites. Hybrid meeting facilities are also available.

7.1.2 The Board met four times during 2022/23 on:

13 December 2022

28 March 2023

25 May 2023

11 July 2023

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

- 7.1.4 In accordance with the college's Financial Regulations, the Board approves all capital expenditure in excess of £250,000. During 2022/23 the Board did not approve any specific capital expenditure. Advance approval was however given to the 2023/24 capital expenditure budget to allow key projects to be completed over the summer period in time for the new academic year.

## 7.2 Committees

- 7.2.1 The work of the Board is supported by five sub-committees. The Board has approved Terms of Reference for each committee. Committees also have a workplan for the year. The committee structure enables more in-depth review and discussion of specific areas and supports Governors to develop a more detailed understanding of specific aspects of the college.

- 7.2.2 Each committee presents a report on its activities to the Board. This includes items for escalation or requiring a decision, and items for assurance or information. Supporting copies of draft minutes and key documents are also provided.

- 7.2.3 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

## 7.3 Audit Committee

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

- 7.3.2 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.

- 7.3.3 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 invited to attend as necessary, to support specific discussions.

- 7.3.4 Representatives of the college's Internal Audit service (TIAA Ltd.) and the External Auditors (PwC) attend all meetings. The committee holds private discussions with both representatives annually. All college staff (including the Governance Officer and Principal) are excluded from these discussions.

- 7.3.5 In 2022/23, the Audit Committee met four times on:

29 November 2022  
7 February 2023  
9 May 2023  
4 July 2023

All meetings of the Audit Committee were quorate.

- 7.3.6 Following each meeting, the committee provides an update report to the Board along with copies of draft minutes and relevant papers. The committee also submits a detailed Annual Report to the Board in line with ACOP requirements. 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.

#### 7.4 Curriculum & Quality Committee

- 7.4.1 The Curriculum & Quality Committee oversees performance and key developments in all areas relating to the quality of education provision. It monitors curriculum planning and delivery, as well as progress on implementing of the Teaching & Learning, Curriculum & Skills and Faculty Strategies. The committee also reviews regular updates on learner recruitment, retention, attendance, assessment and attainment. Other areas of oversight include learner involvement, Safeguarding and Additional Learning Needs.
- 7.4.2 During 2022/23, the committee received development briefings on the development of teaching staff, use of the CANVAS Virtual Learning Environment, the teaching of Welsh language skills and the college's Adult Community Learning provision.
- 7.4.3 Membership of the committee comprises ten Governors, including three Student Governors and the Teaching Staff Governor.
- 7.4.4 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.
- 7.4.5 During 2022/23 the Curriculum & Quality Committee met four times on:
- 25 October 2022  
17 January 2023  
19 April 2023  
13 June 2023

All meetings of the committee were quorate however the approval of one policy was referred to the Board due to a conflict of interests that affected quoracy.

#### 7.5 Finance & Resources Committee

- 7.5.1 The Finance & Resources 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 monitors progress on implementation of Strategic Plans for each of these areas and also monitors major capital projects.
- 7.5.2 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

7.5.3 The committee met four times during 2022/23 on:

22 November 2022  
28 February 2023  
25 April 2023  
20 June 2023

All meetings were quorate.

## 7.6 **Governance & Membership Committee**

7.6.1 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. This includes monitoring progress in relation to the implementation of the new Commission on Tertiary Education & Research (CTER).

7.6.2 Appointment of Corporation members is the responsibility of the Board as a whole but the committee oversees the recruitment process. Each decision to appoint a new member must be made with reference to the advice of the committee.

7.6.3 The committee comprises five Governors including the Chair and Vice Chair of the Corporation and the Principal/Chief Executive. Occasionally, a Student Governor may be invited to participate when the committee is meeting with candidates for appointment as independent Governors.

7.6.4 During 2022/23 the committee met five times on:

27 October 2022  
8 November 2022  
31 January 2023  
20 March 2023  
6 June 2023

All meetings were quorate.

## 7.7 **Remuneration Committee**

7.7.1 The Remuneration Committee is Chaired by Mr Langshaw as Chair of Governors and includes the Vice Chair and two other Independent Governors. It meets to consider the performance, terms and conditions and pay of the four Senior Post Holders:

Principal/Chief Executive  
2 Vice Principals  
Governance Officer.

7.7.2 The committee met twice during 2022/23. Following the first meeting, a recommendation was made to the Board relating to the Governance Officer's salary. This followed a detailed review of the Governance Officer role supported by the Director of Human Resources. This recommendation was approved by the Board at the December 2022 meeting. All other considerations were held over pending final settlement of the Annual Staff Pay Award.

- 7.7.3 In considering Senior Post Holder pay, the committee takes into consideration a number of factors including performance, relevant benchmarking data and any recent sector staff pay award. Following the conclusion of national pay negotiations, the committee met again in June 2023 and a recommendation was made to apply an award to Senior Post Holders on the same basis as that being implemented for all staff. This recommendation was approved by the Board at its meeting on 11 July 2023.

## 8. ATTENDANCE

- 8.1 Attendance at Board and committee meetings during 2022/23 was:

OVERALL ATTENDANCE	74%
BOARD	67%
AUDIT COMMITTEE	96%
CURRICULUM & QUALITY COMMITTEE	64%
FINANCE & RESOURCES COMMITTEE	93%
GOVERNANCE & MEMBERSHIP COMMITTEE	84%
STRATEGY SEMINARS	61%

- 8.2 Attendance is monitored regularly by the Governance & Membership Committee and appropriate action is taken where the attendance of individuals gives cause for concern. Attendance data was shared with all Governors at the July 2023 Board meeting. Governors were reminded of the importance of maintaining good attendance both to support their own development and understanding, and to ensure the Board is able to draw on the full range of skills and experience available to it.

## 9. KEY DEVELOPMENTS

Progress on some major capital projects has continued to experience delays. Work has however started on the new High Value Engineering Centre (The HiVE) in Ebbw Vale. The Board was pleased to approve the use of funds provided by Welsh Government to facilitate engineering outreach work with local schools.



As already noted, under guidance from the Board, a new Strategic KPI monitoring Dashboard has been developed, along with a Performance Management Framework. These documents will support ongoing improvement in governance and oversight.

In recognition of cost of living and energy inflation in the last year, the college has engaged in a project to identify potential cost savings and efficiency measures. This work was linked to engagement on national workload reduction targets. Regular updates were provided on the time and cost savings identified. The Board also welcomed the college's Net Zero Action Plan and future progress against this will be reported via the Finance & Resources Committee.

The Board was pleased to note the college's significant successes at Worldskills competitions through the year.

#### 10. GOVERNANCE OFFICER

10.1 The Coleg Gwent Governance Officer during 2022/23 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 2022/23, excluding the Remuneration Committee.

10.2 During the year the Governance Officer engaged in development opportunities around:

- Equality, Diversity & Inclusion
- Board diversity
- Cybersecurity
- Freedom of Information
- College Strategic Plan

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.

#### 11. 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 2023, 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: 12/12/23

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 2023.

Mark Langshaw MBE  
Chair of Governors



12.12.23

Date: