

COLEG GWENT FURTHER EDUCATION CORPORATION

**GOVERNANCE OFFICER'S
ANNUAL REPORT**

FOR YEAR ENDED 31 JULY 2025

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 2025. It also provides assurance to Medr – the Commission for Tertiary Education & Research 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 and identifies recommended best practice in college governance. The Coleg Gwent Board aims to meet (and where possible, exceed), the expectations laid out in The Code.

2. BOARD MEMBERSHIP

2.1 Composition

- 2.1.1 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, up to three Independent External Members serve on the Audit Committee to provide an additional layer of independent oversight and expertise.

2.2 Eligibility

- 2.2.1 All applicants for appointment to the Board 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.

2.3 Terms of Office

- 2.3.1 With the exception of the Principal/Chief Executive and Student Governors, all appointments are for a three-year term of office. An individual may normally 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 and the issues that impact its operation. It also supports continuity of leadership, whilst maintaining independence and allowing for the regular introduction of fresh perspectives.
- 2.3.2 Re-appointment at the end of a three-year term of office is not automatic. Independent Governors and 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. Staff Governors must first seek re-election by their peers. 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.
- 2.3.3 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 a maximum of three years in total

2.4 **Chair and Vice Chair**

- 2.4.1 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, individuals may serve three terms (six years in total) in these roles. The election of the Chair and Vice Chair takes place in alternate years to support effective succession planning and continuity of leadership.
- 2.4.2 Throughout 2024-25, the Chair of Governors continued to be Mr Mark Langshaw. Mark was first elected to the role in August 2018 and subsequently re-elected in 2020 and then again in 2022 to serve until July 2024. His appointment as Chair was extended for one year to provide continuity of leadership as the college transitioned to a new Principal/Chief Executive. Mr Langshaw retired from the Board in July 2025, having completed 9 years of service as a Governor.
- 2.4.3 The Vice Chair during 2024-25 was Mrs Sue Ball. Sue was first elected to the role in 2021 (initially to complete the term of office of the previous Vice Chair) and has been re-appointed twice, the last time being in July 2023.
- 2.4.4 An election was held in mid-2025 for the role of Chair of Governors and Mrs Ball was subsequently appointed to serve 2 years as Chair from 1 August 2025. A further election was then held for the role of Vice Chair and Mr Chris Freegard has been appointed to serve from 1 August 2025 for 2 years. The Board has discussed and will be putting in place, succession planning measures for both roles in the coming year.

2.5 **Recruitment & Appointments**

- 2.5.1 The Governance & Membership Committee oversees the recruitment process. It shortlists and meets with all potential appointees. All appointments are subject to final approval by the Board, on the recommendation of the committee.
- 2.5.2 The recruitment process is informed by regular review of the skills profile of the Board. The priority is to ensure that the Board has a suitable range of skills and experience to support it to effectively carry out its responsibilities. The Board also recognises the value that a more diverse membership can bring to the decision-making process and has made a series of commitments relating to diversity of its membership (see Section 3).
- 2.5.3 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.

2.6 **Induction and Development**

- 2.6.1 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 Financial Memorandum of Understanding
 - 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. Induction materials are regularly reviewed and updated.

- 2.6.2 New members attend Induction 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 new Governors are also encouraged to take up the opportunity to visit each of the campuses and to attend events across college throughout the year.
- 2.6.3 All members have access to the Governance Officer and a range of advice and guidance accessible via the Corporation Teams channel. On appointment, Governors complete mandatory training modules in Safeguarding and Equality & Diversity. They also have opportunities to engage in a range of training opportunities throughout the year. Additionally, each Board meeting includes a Development Briefing on a specific aspect of the college or its governance. During 2024-25 these briefings addressed:
- Safeguarding & Learner Wellbeing
 - HE provision & quality profile
 - Adult Community Learning
 - Diversity & the college Strategic Equality Plan.
- 2.6.4 Strategy Seminars involving Governors and all senior leaders provide an opportunity to explore key strategic issues in more depth. During 2024-25 Governors took part in three Strategy Seminars. These sessions focused on curriculum planning, financial health, organisational culture & mission and Estate development.
- 2.6.5 Governors are also encouraged to engage with wider college events. Attendance at college events supports their development and understanding of the work of the college. During 2024-25, Governors attended events including the Learner Awards Evening and Adult Community Learning Awards. They also supported a range of performances, exhibitions and employer engagement activities throughout the year and attended an Employer Engagement Brunch. The Corporation Code of Conduct, Values & Behaviours sets out an expectation that Governors will engage wherever possible in development activities each year.

2.7 Membership during 2024-25

- 2.7.1 The Governors and External Members who served on the Coleg Gwent Corporation during 2024-25 were:

Mr Mark Langshaw MBE	Chair of Governors	Retired 31 July 2025
Mrs Sue Ball	Vice Chair of Governors	
Ms Nicola Gamlin	Principal/Chief Executive	Appointed September 2024
Mr Anthony Basnett	Governor	
Mr Moawia Bin-Sufyan	Governor	
Mr James Bird	Governor	Appointed January 2025
Mrs Elizabeth Brimble	Governor	
Mr Andrew Clark	Governor	
Mr Joshua Davies	Student Governor (FE)	Left July 2025
Ms Delyth Evans	Governor	
Mr Christopher Freegard OBE	Governor	
Mrs Bailjit Gill	Governor	
Mr Andrew Johns	Governor	Appointed January 2025
Mr John Phelps	Governor	
Mr Matthew Preece	Governor	
Mr Timothy Rathbone	Governor	
Ms Maria Retter	Staff Governor (Teaching)	Appointed July 2024 – stepped down August 2025

Ms Josephine Rogers	Student Governor (FE)	Appointed August 2024 to July 2025
Mrs Elizabeth Swaffield	Governor	
Mr Huw Watkins	Student Governor (HE)	Appointed December 2024
Mr Gareth Watts	Governor	
Mrs Joanne Weaver	Staff Governor (Business Support)	Appointed December 2024
Mr Richard Brown	External Member, Audit Committee	Appointed October 2024
Mrs Farishna Chohan-Solanki	External Member, Audit Committee	

2.8 **Expenses**

- 2.8.1 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. Expenses are claimed through the college's self-service HR portal and are checked and authorised by the Governance Officer. In the year to 31 July 2025, Governors claimed a total of £649.00.

3. **BOARD DIVERSITY**

3.1 **Board Diversity Statement & Action Plan**

- 3.1.1 The Board has agreed a Board Diversity Statement. This sets out the Board's commitments, along with targets relating to the diversity of Board members. The Diversity Statement and targets are reviewed annually and are available on the college website.
- 3.1.2 Based on the commitments in its Diversity Statement, the Board has developed a Diversity Action Plan. This identifies eight Key Actions:
- Embed diversity & inclusive practice in the Board's decision-making practice and across all its work.
 - Develop Members' overall awareness and understanding of diversity issues.
 - Ensure that the Board recruitment process supports the commitments set out in the Board Diversity Statement.
 - Develop a wider network of contacts (both individuals and organisations) to support a more diverse recruitment process.
 - Better align the recording of Board diversity data to that held by the HR Department on college staff.
 - Monitor (via the Governance & Membership Committee) progress against the commitments set out in the Board Diversity Statement.
 - Publish the Board Diversity Statement & data on Board diversity on the college website.
 - Annually review and update the Board Diversity Statement.
- 3.1.3 **Achievements and actions to date include:**
- Coleg Gwent staff and Governors were the first in Wales to complete Phase 1 Anti-racism training facilitated by Race Council Cymru. This training aligned to Welsh Government's pioneering work on creating an Anti-racist Wales. Some Governors have also completed Phase 2 training.
 - The Board's recruitment processes are regularly reviewed and updated. A new, more inclusive approach has already helped to attract a wider range of candidates and the Board is exploring mentoring schemes that support future candidates from underrepresented groups.
 - Equality Impact Assessments are presented for review with each policy update prior to Board approval.
 - Governors completed a new online training module on Diversity.
 - Board policies have been reviewed and updated to ensure they reflect the commitment to diversity and inclusivity.

- Papers presented by management to the Board now include an assessment of the impact on protected groups.
- Additional analysis of data by protected characteristic is being included in key reports such as Safeguarding incidents, complaints etc.
- A Link Governor for ED&I, Mrs B Gill attends meetings of the ED&I Steering Group along with the Governance Officer.
- 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. During 2024-25, Governors attended a wide range of exhibitions, performances and celebrations across college, this included a Diversity Fair and a Welsh language visit by Welsh Ministers.

3.2 **Board Diversity during 2024-25**

3.2.1 The Governance & Membership Committee regularly reviews and advises on the skills and diversity profiles of the Board. A gradual change has been seen in the profile of applicants for appointment to the Board. This does however fluctuate and the Board has acknowledged that a long-term focus and commitment will be needed to achieve a truly diverse membership, whilst also ensuring that the Board has the necessary skills and experience to fulfil its statutory responsibilities.

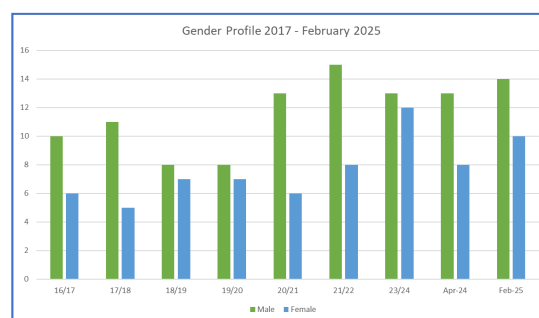
3.2.2 The Governance & Membership Committee reviewed a detailed breakdown of the Board diversity & skills profile at its meeting in February 2025. Data from that report is summarised below in relation to the targets set out in the Board diversity Statement (data includes the two External Members of the Audit Committee).

3.2.3 **Board diversity at Februar 2025:**

Gender

Our commitment – To maintain a balance of male and female members as well as members who identify as non-binary or transgender.

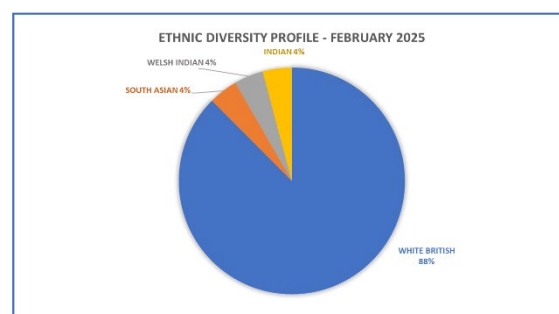
Gender balance has fluctuated over the years and during 2024-25 there were more male than female members. One Board member during 2024-25 identified as female and transgender.



Ethnicity

Our commitment – to better reflect the ethnic diversity of our communities and to have a minimum of five members from a Black, Asian or Minority Ethnic background.

Compared to April 2024, Board membership was ethnically less diverse with those members identifying as 'White British' having increased from 70% to 88%.



Sexuality

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

This data has only been gathered since 2021/22. During 2024-25, two Board members identified as being LGBTQ+.

Disability

Our commitment – To increase the number of members with a disability or long-term health condition.

During 2024-25, two Corporation members had declared a long-term health condition.

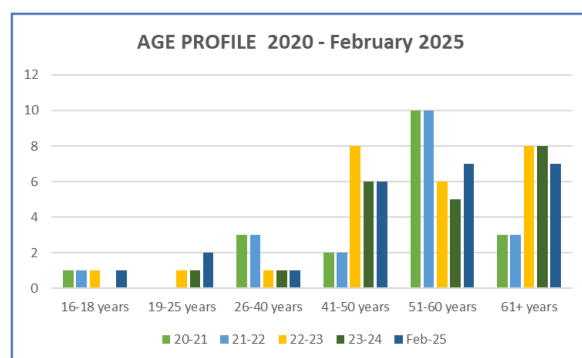
Welsh Language

Our commitment – To have a minimum of four members who are Welsh speakers (either fluent or advanced learners).

At February 2025, two Corporation members identified as fluent Welsh speakers and one as an advanced learner.

Age

The Board has not made a specific commitment in relation to age. It is however, recognised that a good range of ages ensures a balance of perspectives and experience. In February 2025, the average age of Corporation members was 51 years (compared to 54 years in April 2024).



4. CONFLICTS OF INTEREST

4.1 Declarations of Interests

- 4.1.1 An agenda item is included at each Board and committee meeting 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.

4.2 Register of Members' Interests 2024-25

Name	Details of interests
Susan Ball	<ul style="list-style-type: none">Former Employee - Aneurin Bevan University Health Board: Assistant Director of Workforce and Organisational Development (Retired 01/08/21 but still undertakes consultancy work)Member Parochial Church Council, St Marks Church, NewportUndertake work for the Nursing & Midwifery Council (Regulator) Acting as Chair of Fitness to Practice hearings
Anthony Basnett	<ul style="list-style-type: none">Employee – Broadcom Ltd (formerly VMWARE Ltd.) from 17.06.19Former employee, Cisco International Ltd. (ceased 16.06.19)Wife – Coleg Gwent employee
Moawia Bin-Sufyan	<ul style="list-style-type: none">Paid employment – Investment Director, Governor Investments LtdPaid employment – Regional Co-ordinator, Care After CombatNon-Executive Director – Hendre/Hafod Housing (INCLUDES ROLE AS Director, Yellow Wales)

Name	Details of interests
	<ul style="list-style-type: none"> • 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) • Lay Observer – Ministry of Justice (PECS) Prisoner Escort and Custodial Services • Non-Executive Director – Independent Custody Visitors Association • Member - Criminal Justice Board for Wales Independent Oversight & Advisory Panel • Member - Common Purpose UK Advisory Group • Treasurer & Council Member – St John Council Cardiff and Vale of Glamorgan • Panel Member – ITV Wales Diversity Panel • Executive Board Member – United Nations Association – Cardiff & District Branch • Chair – Safer Vale – Community Race Relations Advisory Group • LEA Governor – Oak Field Primary School • Magistrate (JP) – Mid, South Glamorgan and Gwent • Member – Vale of Glamorgan SACRE • Liveryman – The Worshipful Company of Educators • Liveryman – The Worshipful Company of Spectacle Makers • Member – Guild of Freemen of the City of London • Trustee – Volunteering Matters (w.e.f. 01.10.23)
James Bird	<ul style="list-style-type: none"> • No interests declared
Elizabeth Brimble	<ul style="list-style-type: none"> • Former Director of Qualifications, Registration and Fitness to Practise, Education Workforce Council (ceased 31.08.23) • Board Member, Congress Theatre Co. (Reg Charity 1132687) • Son is a casework officer in the Fitness to Practice Team at the Education Workforce Council
Andrew Clark	<ul style="list-style-type: none"> • Daughter employed by another Welsh FE college • Board Member- CCDG Ltd (Trading as Careers Wales) (w.e.f. 01.08.21) • Director & Company Secretary, Maple(140) Ltd. • Fellow of the Institute of Chartered Accountants in England & Wales (ICAEW) • Former employee, Welsh Government (retired 31.01.21) • Member at AQA Examination Board (ceased 31.03.22) • Former Co-opted Audit & Risk Committee • Former Independent Member, Audit, Risk & Assurance Committee, Audit Wales (w.e.f. 01.07.21)
Joshua Davies	<ul style="list-style-type: none"> • Student, Coleg Gwent
Delyth Evans	<ul style="list-style-type: none"> • Board Member, Sport Wales • Trustee, The Alacrity Foundation • Trustee of The Urdd • Chair, S4C (w.e.f. 01/05/25)
Christopher Freegard	<ul style="list-style-type: none"> • Former Governor, University of South Wales (ceased 31 July 2020) • Former Director of The Kaleidoscope Project
Nicola Gamlin	<ul style="list-style-type: none"> • Member, Chartered Management Institute
Bailjit Gill	<ul style="list-style-type: none"> • Employment: Senior Equality, Diversity & Inclusion Manager, Companies House
Andrew Johns	<ul style="list-style-type: none"> • Member, Gwent Police Joint Audit Committee
Mark Langshaw (Chair)	<ul style="list-style-type: none"> • Director of Continental Teves (Paid Employment). Company is a training customer of the College and employs apprentices that attend the College. • Chair, Blaenau Gwent Effect Project, BG CBC (unremunerated) • Chair Blaenau Gwent Enterprise Board (unremunerated) • Chair of Strategic Advisory Board, Tech Valleys (unremunerated) • Director, Welsh Automotive Forum (unremunerated) • Director, Welsh Automotive Forum (unremunerated) • Volunteer (Dementia Friends Champion), Alzheimer's Society • Member, Newport CC Dementia Friendly City Implementation Group • Member, Greater Gwent Health, Social Care & Wellbeing Provider Forum • Member, Aneurin Bevan University Health Board, Domiciliary Care Executive Liaison Group
John Phelps	<ul style="list-style-type: none"> • Self-employed FE Education & Training Consultant
Matthew Preece	<ul style="list-style-type: none"> • Self-employed – Business Consultant (formerly under 'Business Doctor' franchise) - paid consultancy to businesses across Gwent. Clients include firm providing security services to the college. • Vice President of BNI Celtic – referral networking group based in Newport • Wife – Financial Director, Aviva
Timothy Rathbone	<ul style="list-style-type: none"> • Trustee & Treasurer, Gwent Wildlife Trust

Name	Details of interests
Appointed 1 April 2024	<ul style="list-style-type: none"> Fellow of the Institute of Engineering Technology Fellow Chartered Institute of Building Services Engineers Liveryman of the Worshipful Company of Plumbers Former Director (paid employment) – Hoare Lea (retired 30/04/24)
Maria Retter	<ul style="list-style-type: none"> Staff Member, Coleg Gwent Governor, Risca Community Comprehensive School
Josephine Rogers	<ul style="list-style-type: none"> Student, Coleg Gwent Volunteer, Newport MIND Peer Service Designer, Pro-Mo Cymru
Lizzie Swaffield	<ul style="list-style-type: none"> Employee Education Endowment Foundation Shareholder, Moordale Ltd. (Engineering services business) Husband – owner, Moordale Ltd.
Huw Watkins	<ul style="list-style-type: none"> Student (HE) t Coleg Gwent
Gareth Watts	<ul style="list-style-type: none"> Director Corporate Governance & Board Secretary, Cwm Taf Morgannwg University Health Board (Employed w.e.f. 01.08.23) Former Head of Governance & Assurance, Senedd Cymru/Welsh Parliament (Employment ceased 31.07.23) Governing Body Member, Meadowbank School, Cardiff Member Joint Audit Committee– Police & Crime Commissioner for Gwent & Gwent Police Former Independent External Member of Coleg Gwent Audit Committee
Joanne Weaver	<ul style="list-style-type: none"> Owner/Director of Bwyd da Catering Staff Member, Coleg Gwent
Farishna Chohan-Solanki (External Member)	<ul style="list-style-type: none"> Employee – Group Senior Financial Controls Manager, Legal & General Director & Shareholder, Podmed Podiatry
Richard Brown	<ul style="list-style-type: none"> Employment - Deputy Director, Head of Strategy & Corporate Services, Independent Monitoring Authority Former Employee, Vehicle Certification Agency (Chief Finance & Resources Officer)

4.3

Contracts for the supply of goods and services

4.3.1

In the year ended 31 July 2025, 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.

5.

GOVERNANCE & PERFORMANCE MANAGEMENT

5.1

Governing documents

5.1.1

The Instrument & Articles and Standing Orders of the Coleg Gwent Board are reviewed regularly to ensure they remain fit for purpose. During the May 2021 review, both documents were scrutinised by the Board's legal advisors. The documents were further reviewed and approved in July 2024 and copies of the most recent version can be found on the college website. They are next due for review during 2025-26.

5.1.2

The work of the Board is supported by a number of sub-committees (see section 6). Each has Terms of Reference approved by the Board and an annual work programme that aligns to the cycle of college business. A Schedule of Delegation has been approved to ensure consistency and clarity in the decision-making process.

5.2

Board performance

5.2.1

The Board is committed to excellence and continuous improvement in the quality of governance. 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. Completion of the questionnaire is followed up with one-to-one meetings with the Chair.

- 5.2.2 An analysis of responses and feedback is reported to the Board, following which, an Action Plan is agreed for the year. Responses also inform the drafting of the Annual Governance Self-assessment Report and planning of development briefings for the upcoming year.

5.3 **Performance Management & Reporting**

- 5.3.1 The Board approved a Vision, Mission and Strategic Plan for the period 2021-2026. These were developed through a consultation process and in collaboration with college management. An underpinning set of Departmental and Curriculum Strategies were also approved, along with detailed Implementation Plans for each. Progress against these Implementation Plans has been monitored by the Board's sub-committees. 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. The Curriculum & Quality Committee scrutinises the College Self-assessment Report and monitors progress against the Quality Development Plan and reports to the Board on these. The Principal also presents a report to each Board meeting outlining key developments both within the college and across the FE sector.

- 5.3.2 A set of overarching Strategic Key Performance Indicators has been agreed and performance against these was reported termly to the Board during 2024-25 via a one-page 'dashboard' summary. A Performance Management Framework provides 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 of the college. Performance management is kept under constant review and during 2025, the Board approved a new Vision and Purpose Statement, along with four over-arching Strategic Ambitions. A new Strategic Plan, along with strategic ambitions will be developed in consultation with staff by early 2026.

- 5.3.3 The Board takes assurance on key areas of governance responsibility through regular assurance updates. These are supported by feedback from 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 six key areas and during 2024-25 were:

Link Governor - Safeguarding	Mrs E Brimble
Link Governor - Diversity & Inclusion	Mrs B Gill
Link Governor - Estate Development & Decarbonisation	Mr T Rathbone
Link Governor - Health, Safety & Sustainability	Mr J Phelps
Link Governor - Information Governance/Cybersecurity	Mr A Clark
Link Governor - Quality Improvement*	Mr A Johns

*This is a new role that will be implemented fully from September 2025

5.4 **Openness & transparency**

- 5.4.1 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.

- 5.4.2 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.
- 5.4.3 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 published on the college website outlines the type of information held by Coleg Gwent.

6. BOARD & COMMITTEE ACTIVITY

6.1 Board meetings

- 6.1.1 Meetings of the Board and its committees normally take place on one of the college campus sites. Hybrid meeting facilities are also available. The Board met five times during 2024-25 on:
- 22 October 2024
 - 10 December 2024
 - 25 March 2025
 - 20 May 2025
 - 2 July 2025

- 6.1.2 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.

- 6.1.3 In accordance with the college's Financial Regulations, the Board approves all capital expenditure in excess of £250,000. During 2024-25 the Board approved expenditure on Backlog maintenance and in relation to the development of Crosskeys Campus.

6.2 Committees

- 6.2.1 The work of the Board is supported by five sub-committees. Each committee has Terms of Reference approved by the Board. Committees each have a workplan for the year that aligns with their Terms of Reference. 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.

- 6.2.2 Each committee reports to the Board, summarising its activities, highlighting key matters for the Board to note and making recommendations on items for approval. Supporting copies of draft minutes and key documents are also provided for reference. Items for information and assurance are summarised in a separate report.

- 6.2.3 The committees are:

Audit Committee	Chair – Christopher Freegard
Curriculum & Quality Committee	Chair - Elizabeth Swaffield
Finance & Resources Committee	Chair – Anthony Basnett
Governance & Membership Committee	Chair – Sue Ball
Remuneration Committee	Chair – Mark Langshaw

6.3 **Audit Committee**

6.3.1 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. Its Terms of Reference have been cross-referenced to the exemplar set out in the ACOP. Several members of the committee have current or recent specialist audit, accountancy or governance experience.

6.3.2 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. 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.

6.3.3 Representatives of the college's Internal Audit service (TIAA Ltd.) and the External Auditors (PwC) attended all meetings of the committee during 2024-25. The committee held private discussions with both representatives in December 2024. All college staff including the Governance Officer and Principal) were excluded from these discussions.

6.3.4 In 2024-25, the Audit Committee met five times on:

- 26 November 2024
- 4 March 2025
- 17 March 2025
- 6 May 2025
- 1 July 2025

The meeting held on 17 March 2025 was an additional meeting specifically to review the recommendations of the Tender Panel in relation to the awarding of contracts for Internal and External Audit services. All meetings of the Audit Committee during the year were quorate.

6.3.5 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 as required by the ACOP. 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 Medr.

6.4 **Curriculum & Quality Committee**

6.4.1 The Curriculum & Quality Committee oversees performance and key developments in all areas relating to the quality of education provision and support. It monitors curriculum planning and delivery, as well as progress on implementation of the Teaching & Learning, Curriculum & Skills Strategies. The committee also reviews regular updates on learner recruitment, retention, attendance, assessment and attainment. Other areas of oversight include learner involvement, safeguarding, additional learning needs and marketing. The committee also reviews the College Self-assessment Report annually prior to it being presented to the Board.

6.4.2 Membership of the committee comprises 11 Governors, including three Student

Governors and the Teaching Staff Governor.

6.4.3 Meetings are also attended by key members of the Senior Leadership Team:

- Vice Principals
- Assistant Principals
- Director of Quality & Learner Experience
- Director of Data & Funding
- Director of Marketing & Communications

6.4.4 During 2024-25 the Curriculum & Quality Committee met four times on:

- 15 October 2024
- 21 January 2025
- 1 April 2025
- 10 June 2025

All meetings of the committee were quorate.

6.5 **Finance & Resources Committee**

6.5.1 The Finance & Resources Committee monitors performance and advises the Board on, matters relating to financial management (including performance, budget setting and financial health), 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.

6.5.2 Membership comprises 8 Governors, including the Business Support Staff Governor. Meetings are also attended by key members of the Senior Leadership Team:

- Vice Principals
- Director of Finance, Estates & Facilities
- Director of External Engagement
- Director of Data & Funding
- HR Director
- ICT Director

6.5.3 The committee met four times during 2024-25 on:

- 12 November 2024
- 18 February 2025
- 29 April 2025
- 24 June 2025

All meetings were quorate.

6.6 **Governance & Membership Committee**

6.6.1 The Governance & Membership Committee advises the Board on matters relating to Corporation membership including composition of the Board, recruitment of Members, performance management, Governor development and succession planning. It also advises the Board on wider governance matters including the implications of legislative changes and national consultations on FE governance. The committee also monitors and advises the Board on the development of Medr and emerging guidance and reporting requirements.

6.6.2 Appointment of Corporation members is the responsibility of the Board as a whole but the committee oversees the recruitment process and meets with all potential

appointees. The Board takes the recommendations of the committee into account when approving each appointment.

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

6.6.4 During 2024-25 the committee met six times on:

- 23 September 2024
- 19 November 2024
- 25 November 2024
- 11 February 2025
- 8 April 2025
- 11 June 2025

All meetings were quorate.

6.7 **Corporation attendance**

6.7.1 Attendance is regularly monitored by the Governance & Membership Committee. Where attendance of any individual member or committee gives cause for concern, appropriate action is taken.

6.7.2 **Attendance 2024-25**

Board	82%
Audit Committee	90%
Curriculum & Quality Committee	81%
Finance & Resources Committee	87%
Governance & Membership Committee	85%
Strategy Seminars	65%
Overall attendance	82%

6.7.3 The Code of Conduct, Values & Behaviours sets out clear expectations on attendance. Governors are periodically reminded of the importance of maintaining good attendance 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.

7. **SENIOR POST HOLDERS**

7.1 The Board is responsible for the appointment, appraisal, suspension and dismissal of the Senior Post Holders (the Principal, Vice Principals and Governance Officer). Decisions on the pay and terms & conditions of the Senior Post Holders are made under advice from the Remuneration Committee. Policies relating specifically to the employment of these individuals are set out in Senior Post Holder Handbook.

7.2 **Remuneration Committee**

7.2.1 The Remuneration Committee during 2024-25 was chaired by Mr Langshaw as Chair of Governors and included the Vice Chair and two other Independent Governors. The

committee meets to consider the performance, terms and conditions and pay of the Senior Post Holders.

- 7.1.2 In December 2024, the Board approved a pay award for all staff of the college (excluding the Senior Post Holders). The Remuneration Committee subsequently met twice. In considering Senior Post Holder pay, the committee takes into consideration performance, relevant benchmarking data and any recent sector staff pay award. A recommendation was then made to apply a pay award for all Senior Post Holders in line with that granted to staff (i.e. 5.5% backdated to 01/08/24). This recommendation was subsequently approved by the Board at its March 2025 meeting.

8. KEY DEVELOPMENTS

- 8.1 The Financial Health of the college continued to be a key focus for the Board during 2024-25. The Board continued to engage in detailed discussions of the Financial Health Action Plan at Strategy Seminars and in Board meetings, with regular updates being provided throughout the year.

Linked closely to financial health, the Board also continued to engage in detailed discussion of key Estates developments including HiVE (High Value Engineering Centre) in Ebbw Vale which opened in September 2025. The Board was also pleased to see work beginning towards the end of 2025 to prepare Crosskeys Campus for Phase 1 of its redevelopment, and a significant step forward has now been made in the process to secure the funding for a new city centre campus in Newport.

With the appointment of a new Vice Principal (Curriculum & Quality), the Board also renewed its focus on quality improvement during the year. Work also began to develop a new Strategic Plan to carry the college forward for the next 5 years.

9. GOVERNANCE OFFICER

- 9.1 The Coleg Gwent Governance Officer throughout 2024-25 continued to be Mrs Marie Carter. Mrs Carter holds the Chartered Governance Institute's Advance Certificate in Corporate Governance. She attended all meetings of the Board and its committees held during the year, excluding the Remuneration Committee.

- 9.2 During 2024-25, the Governance Officer engaged in training and development on:

- Anti-bribery
- Whistleblowing
- GDPR (Advanced management training)
- Cybersecurity awareness

She also attended the Colegau Cymru Annual Conference and participated in online briefings facilitated by Colegau Cymru. She also attended a Medr Student Governor Partnership event alongside the Student Governors. Additionally, attendance at meetings of the Welsh FE Governance Network provided the opportunity to share best practice and discuss key developments in the FE sector in Wales with other governance professionals

10. 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 2025, the Coleg Gwent Further Education Corporation fulfilled

its statutory responsibilities. All business of the Board and its committees was carried out in accordance with relevant legislative and statutory guidance 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: 9/12/25

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 the activities of the Corporation in the year to 31 July 2025.

Mrs Susan Ball
Chair of Governors



Date: 9th December 2025