



## COLEG GWENT FURTHER EDUCATION CORPORATION

### STANDING ORDERS FOR THE BOARD AND ITS COMMITTEES

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# CONTENTS - TBC

|   | Page No.  |
|---|-----------|
| <b>1. INTRODUCTION</b>  | <b>3</b>  |
| <b>2. COMMITMENT TO STANDARDS</b>                               | <b>3</b>  |
| 2.1 Core values   | 3         |
| 2.2 Nolan Principles  | 3         |
| 2.3 Code of Good Governance for Colleges in Wales               | 4         |
| 2.4 Code of Conduct, Values and Behaviours                      | 4         |
| 2.5 Register of Interests                                       | 4         |
| 2.6 Gifts and hospitality                                       | 5         |
| 2.7 Whistleblowing/Public Interest Disclosure Act (1998)        | 5         |
| <b>3. BOARD MEMBERSHIP</b>                                      | <b>5</b>  |
| 3.1 Composition   | 5         |
| 3.2 Appointment and Terms of Office                             | 6         |
| 3.3 Termination of Membership                                   | 8         |
| 3.4 Induction and Development                                   | 8         |
| 3.5 Liability and Indemnity Insurance                           | 8         |
| 3.6 Allowances to Members                                       | 9         |
| <b>4. APPOINTMENT OF THE CHAIR AND VICE CHAIR</b>               | <b>9</b>  |
| <b>5. BOARD COMMITTEES</b>                                      | <b>11</b> |
| 5.1 Committees  | 11        |
| 5.2 Committee Membership  | 11        |
| <b>6. BOARD AND COMMITTEE MEETINGS</b>                          | <b>12</b> |
| 6.1 Meeting proceedings   | 12        |
| 6.2 Quorum  | 13        |
| 6.3 Attendance at meetings                                      | 13        |
| 6.4 Withdrawal from meetings                                    | 14        |
| 6.5 Proceedings and Rules of Debate                             | 15        |
| 6.6 Delegation of functions                                     | 16        |
| <b>7. Records of Meetings</b>                                   | <b>17</b> |
| 7.1 Agendas and papers  | 17        |
| 7.2 Minutes   | 18        |
| 7.3 Access to Information                                       | 19        |
| <b>8. SENIOR POST HOLDERS</b>                                   | <b>19</b> |
| 8.1 Governance Officer  | 19        |
| 8.2 Appointment of senior post holders                          | 20        |
| 8.3 Suspension, Discipline and Dismissal of Senior Post Holders | 21        |
| <b>9. CORPORATION SEAL</b>                                      | <b>21</b> |
| <b>10. VIEWS OF STAKEHOLDERS</b>                                | <b>21</b> |
| <b>11. STATEMENTS ON BEHALF OF THE CORPORATION</b>              | <b>22</b> |
| <b>12. COMPLAINTS AGAINST THE BOARD</b>                         | <b>22</b> |
| <b>13. ACCOUNTS, AUDIT AND CONTRACTS</b>                        | <b>22</b> |
| 13.1 Accounts and Audit   | 22        |
| 13.2 Tenders and Contracts                                      | 22        |
| <b>14. CHANGE OF NAME OF THE CORPORATION</b>                    | <b>22</b> |
| <b>15. STANDING ORDERS</b>                                      | <b>23</b> |
| <b>Appendices</b>   |           |

## 1. INTRODUCTION

- 1.1 The Board is established to conduct the business of the Coleg Gwent Further Education Corporation and any institution for the time being conducted by the Board, in exercise of their powers under the Further and Higher Education Act 1992 and subsequent legislation.
- 1.2 These Standing Orders set out the rules and procedures by which the Corporation is to be governed as allowed for under article 14(2) of the Articles of Government. The approval and adoption of these Standing Orders supersedes all previous Standing Orders.
- 1.3 Nothing in these Standing Orders is intended to override provisions of relevant legislation, the Financial Memorandum of Understanding between Welsh Government and Further Education Colleges or the Welsh Government Further Education Audit Code of Practice. These documents should be regarded at all times as the primary source of guidance.
- 1.4 All Corporation members are required, under advice from the Governance Officer, to act in accordance with these Standing Orders.

## 2. COMMITMENT TO STANDARDS

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

### 2.2 Nolan Principles

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

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

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

**Objectivity** *'In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for*

*rewards and benefits, holders of public office should make choices on merit.'*

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

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

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

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

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

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

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

**2.4.1** The Board has approved a Code of Conduct, Values & Behaviours for Corporation members. This incorporates the Nolan Principles, the Coleg Gwent Core Values and the expectations of the Code of Good Governance for Colleges in Wales. It is regularly reviewed and updated. At the time of their appointment and annually thereafter, all members are required to complete a declaration to demonstrate their commitment to the agreed standards and behaviours and acknowledging that a serious breach may result in their appointment being terminated.

**2.4.2** A suspected breach of this Code should in the first instance, be brought to the attention of the Chair, either directly, or via the Governance Officer. The Code of Conduct, Values & Behaviours sets out the process to be followed when a concern is raised.

### **2.5 Register of Interests**

**2.5.1** The Governance Officer maintains a Register of Interests. Interests of a financial and/or non-financial nature, including those known interests of partners or close family members must be declared at the time of appointment.

**2.5.2** The Governance Officer will invite members to update their declaration annually, but it is the responsibility of individual

Board/committee members to ensure that their individual record of relevant interests is kept up to date by informing the Governance Officer of any changes in a timely manner.

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

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

## **2.6 Gifts and Hospitality**

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

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

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

# **3. BOARD MEMBERSHIP**

## **3.1 Composition**

3.1.1 The Board has determined that its total membership will comprise a maximum of 22 members, to include:

- The Principal/Chief Executive
- Two staff members
- Three student members who reflect the diversity of learners at the college.
- A maximum of 16 independent members to include at least 1 member drawn from local/industry employers relevant to the work of this college.

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

- 3.1.3 The three student members will be elected through a process set out in the Corporation Succession & Membership Policy.
- 3.1.4 The determined membership may be varied by a subsequent determination, subject to the provisions of Clauses 2 and 3 of the Instrument of Government.
- 3.2 Appointment and Terms of Office**
- 3.2.1 The recruitment process for Board/committee members is set out in the Procedure for the Recruitment, Appointment and Induction of Corporation Members. All candidates/nominees for appointment must first meet with the Governance & Membership Committee and the Board may not appoint any member without first considering the advice of the Governance & Membership Committee.
- 3.2.2 All candidates for membership are required to complete a Corporation Application Form and Skills & Diversity Surveys. Before any appointment is finalised, the Governance Officer will request references and carry out relevant checks, including in relation to grounds for disqualification under clauses 4 and 7 of the Instrument of Government. Governors must also complete an Enhanced DBS check.
- 3.2.3 If, after an interview process, the Governance & Membership Committee deems that there are more candidates suitable for appointment than there are current vacancies, then the committee may choose to record in the minutes its recommendation to add suitable candidate(s) to a 'Recommended List' for consideration to fill a future vacancy if there is an appropriate skills match. Recommended candidate's details will (with their consent) be retained for a period of one year after recommendation.
- 3.2.4 Other than the Principal/Chief Executive and the student members; all members will be appointed to serve a three-year term of office. The maximum continuous time a member can serve will be three consecutive terms, or nine years. The Corporation may, if it considers it appropriate, agree a different term of office for any individual member.
- 3.2.5 The student members will be elected on an annual basis through an election process open to all students of the College. The election will be facilitated by the Governance Officer, with the support of the Manager, Learner Experience, following the approved procedure.
- 3.2.6 Student members may serve a maximum of three years, subject to re-election/re-appointment or extension of their initial appointment by the Board.

- 3.2.7 Any Board/committee member will normally be eligible for reappointment at the end of his/her term of office. Re-appointment is not automatic and is subject to an individual's continued eligibility under clauses 4 and 7 of the Instrument of Government and to the recommendation of the Governance & Membership Committee.
- 3.2.8 The Student and Staff Governors are each subject to a relevant election process. Successful candidates will meet with the Governance & Membership Committee following their election and their appointment remains subject to the recommendation of the committee and approval of the Board and the completion of relevant checks.
- 3.2.9 Staff Governors may seek re-election/re-appointment provided they remain eligible to serve in the relevant category. They may serve a maximum of three terms of office (9 years).
- 3.2.10 Any other Member wishing to seek re-appointment is required to submit the relevant 'Application for re-appointment' form for consideration by the Governance & Membership Committee and may be asked to meet with the committee. When considering re-appointments, the Governance & Membership Committee will take into account the individual's past commitment and contribution to the work of the Corporation as well as the need to maintain a balance of skills on the Board and the need for a regular introduction of new ideas. The decision to re-appoint a member rests with the Board, on the recommendation of the Governance & Membership Committee.
- 3.2.11 Under clause 8(4) of the Instrument of Government, the Board may appoint an individual who has previously served as a member of the Corporation. If the former member has served less than 3 full terms of office (9 years), they will normally be appointed for a term of office that will not take them beyond 9 years' service. If an individual has served three full terms of office, they cannot be considered for reappointment until a minimum period of 3 years has elapsed.
- 3.2.12 Staff Governors serve in a voluntary capacity and should refer to the college's 'Additional Leave Policy' for guidance on managing the time commitment of their role.
- 3.2.13 Occasionally, a member may find that temporary but significant personal or professional commitments interfere with his/her effective contribution to the work of the Corporation. In such circumstances, rather than resign their position, the member may apply in writing, via the Governance & Membership Committee, for a 'leave of absence'. In making its recommendation to the Board, the committee will take a view based on the individual's contribution

and commitment to date and the length of the leave of absence requested. Where a leave of absence is granted, the member will continue to receive all correspondence and information as if they were still attending meetings.

### **3.3 Termination of Membership**

3.3.1 A Corporation member may resign his/her office at any time by giving written notice to the Governance Officer.

3.3.2 The criteria for eligibility for membership of the Corporation (set out in clause 7 of the Instrument of Government) apply equally to Governors and to External Members (as defined in the Articles of Association). Members must inform the Governance Officer immediately if they suspect a change in their circumstances may render them ineligible for membership. If such grounds are substantiated beyond doubt, then the individual's membership will be terminated in writing by the Governance Officer, under advice of the Chair. The termination will be reported to the next Corporation Board meeting.

3.3.3 Clause 9(2) of the Instrument of Government and Paragraph 2.4.2 of these Standing Orders also incorporates provision for the termination of membership where:

- a Member has been absent from meetings for six consecutive months without explanation or agreement of the Chair; or
- a Member has acted in a way that constitutes a serious breach of the Corporation Code of Conduct, Values & Behaviours or in a way that could be considered 'Gross Misconduct'. A non-exhaustive list of such behaviours is set out in the Code of Conduct, Values & Behaviours, along with the process that will be followed to address concerns raised and the possible termination of a Member's appointment.

### **3.4 Induction and Development**

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

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

3.5.1 As part of the College's comprehensive insurance, Board and External Members senior postholders and the Governance Officer have the benefit of cover under a Directors' and Officers' Liability Policy. This policy is intended to offer protection in the event of claims made against them by third parties in connection with their



individual or collective roles, acting for the College. All serving members are required to complete an annual declaration in connection with this insurance.

### **3.6 Allowances to Members**

3.6.1 Board/committee members are not permitted to receive any payment for their services as members or to benefit financially (or otherwise) from their appointment to the Corporation. Members may however be reimbursed for reasonable (and evidenced) expenses necessarily incurred as a result of attendance at any event associated with their role. Necessary expenses may include childcare and/or personal care where appropriate.

3.6.2 The Corporation Board has resolved that Members will be reimbursed for mileage incurred at the same rate as that paid to staff.

3.6.3 Eligible expenses are to be claimed through the College online HR portal. Claims will be checked and authorised by the Governance Officer, excepting claims made by the Chair which will be checked and approved by the Governance Officer and the Principal/Chief Executive or Vice Principal (Resources & Planning). Claims submitted by the Principal/Chief Executive and Governance Officer will be checked and approved by the Chair.

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

4.1 The Board will appoint a Chair and Vice Chair from among the current eligible members. The Principal/Chief Executive, staff and student members are not eligible to be appointed as Chair or Vice Chair. These appointments will be made a minimum of 4 months prior to the end of term of office of the serving Chair/Vice Chair to facilitate an effective handover period.

4.2 The Board has chosen to operate with a Chair and one Vice Chair. A Role Profile for the Chair and Vice Chair has been approved by the Board. This sets out the key functions and statutory responsibilities of the Chair and the supporting role of the Vice Chair.

4.3 The Chair may delegate specific duties to the Vice Chair. Additionally, in the event of the short-term absence of the Chair, the Vice Chair will assume his/her responsibilities.

4.4 In the event of ongoing or long-term absence of the Chair, the Vice Chair will consult with the Board and a formal resolution will be taken to appoint an Acting Chair. In such cases, the Acting Chair will assume full responsibility for the statutory functions of the Chair and

if necessary, a temporary Vice Chair will be appointed and will assume the responsibilities of that role.

- 4.5 The term of office for the Chair and Vice Chair will be two years and will commence on 1<sup>st</sup> August of the year of appointment. In normal circumstances, appointment or re-appointment to the roles of Chair and Vice Chair will be made biennially at the last Board meeting of the academic year following a nomination and election process to be overseen by the Governance Officer.
- 4.6 The Chair and Vice Chair appointments will be renewed in alternate years to ensure continuity of leadership. The appointment of the Chair must be notified to Welsh Government.
- 4.7 The term of office of the Chair and Vice Chair will be limited to a maximum of three two-year terms, or six years in total. Re-appointment, as well as being subject to the biennial nomination and election process described above, is subject to the individual's wish to continue in office and to their on-going membership of the Corporation Board.
- 4.8 Subject to the nomination and election process, the Chair or Vice Chair may be re-appointed by the Board at the end of their 2 year term of office, excepting that their term will not normally exceed their maximum 9 years' service as a Governor. In exceptional circumstances, the Board may extend the appointment of the Chair or Vice Chair by a maximum of 1 year beyond this.
- 4.9 When a vacancy arises for either office, or as required under the biennial cycle of appointment/re-appointment, the Governance Officer will, where appropriate, inform Board members of the wishes of the outgoing Chair/Vice Chair in relation to their future service. The Governance Officer will initiate a nomination/election process that will be open to all eligible Board members.
- 4.10 Members nominating themselves for election to the role of Chair or Vice Chair must do so in writing to the Governance Officer. If only a single nomination is received, the appointment will be considered and/or confirmed at the next scheduled Board meeting.
- 4.11 If two or more nominations are received for either of the offices, the candidates will be asked to submit a written statement outlining their suitability for the role. The Governance Officer will circulate details of each candidate, together with their personal statements, to all members. An election will be held (normally through the use of an electronic ballot) and will culminate with the counting/verifying of votes. This process will be undertaken by the Governance Officer and overseen by two members of the Board. Candidates may witness the reading of the ballot result if they wish.

- 4.12 In the event of a tied vote, the Governance & Membership Committee will be required to make a recommendation to the Board in respect of the appointment(s).
- 4.13 A Chair or Vice Chair may resign their office at any time by giving written notice to the Governance Officer. However, wherever possible or practicable, the Board requires maximum notice in order to facilitate continuity of office.
- 4.14 If, due to resignation/retirement, a new appointment to either role has to be made at any time other than at the end of the agreed biennial cycle, then the biennial nomination/election process will take place when it next falls due, regardless of the length of time served by the new incumbent.

## **5. BOARD COMMITTEES**

### **5.1 Committees**

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

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

Each committee operates under approved Terms of Reference which are reviewed and where necessary, updated annually. The Terms of Reference for these committees are attached at Appendices 1 to 5.

- 5.1.2 Under Articles 6 & 8, the Board may also to establish committees as required under the relevant approved policies relating to staff and senior post holder disciplinary and grievance matters. (see also 8.3 )The Terms of Reference for these committees are also subject to a regular review and approval cycle.
- 5.1.3 The Board may establish any other such committees as it considers necessary to assist with the execution of its duties. The Terms of Reference for any such committees will be reviewed and approved by the Board regularly.
- 5.1.4 Subject to statutory provisions, the Board may terminate, by resolution, any committee as it considers necessary.

### **5.2 Committee Membership**

- 5.2.1 Subject to statutory provisions and to the advice of the Governance & Membership Committee, the Board may approve the appointment of any individual from within or outside its own membership to serve on any of its committees. This excludes those committees established to deal with disciplinary matters as described in 5.1.2. Any External Members will be subject to the same membership criteria and responsibilities as if they were full Corporation Board members.
- 5.2.2 The membership of all committees will be reviewed annually by the Governance & Membership Committee with reference to performance and succession planning matters. The committee will recommend any membership changes it feels would benefit the Corporation. Wherever possible however, individual members will remain on a committee for a minimum of three years to provide continuity and to facilitate the development of a detailed understanding. Committee membership may need to be reviewed periodically in response to retirement or resignation of members.
- 5.2.3 Committee Chairs will normally serve a maximum of six years in that role. The roles of Chair of the Remuneration Committee and Chair of the Appeals Committee will however be held by the Chair of the Corporation during his/her Term of Office.
- 5.2.4 Student Governors, Staff Governors (including the Principal/Chief Executive) and External Members, are not eligible to be appointed as Chair or to act as temporary Chair, of any committee.

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

### **6.1 Meeting proceedings**

- 6.1.1 The Governance Officer will prepare and circulate to all members, a twelve-month schedule of meetings. This schedule will take into account the requirements of the Business Schedule for each committee. The Board or any committee may agree to alternative scheduling arrangements by mutual agreement and under advice of the Governance Officer.
- 6.1.2 The Governance Officer will convene all scheduled meetings. They will provide at least five working days' written notice of each meeting, together with an agenda. Except in exceptional circumstances, they will also provide all related meeting papers at this point. Notification and relevant papers will normally be provided electronically.
- 6.1.3 If, after consultation with the Principal/Chief Executive, or another lead officer at the College, and the Governance Officer, it is agreed that there is insufficient business to justify a meeting, then the appropriate Chair may cancel the meeting. In such cases, all

scheduled business will be carried forward to the subsequent meeting in the agreed schedule.

- 6.1.4 The appropriate Chair may call a Special Meeting of the Board or any of its committees at any time. A Special Meeting may also be called if any five members submit a request in writing to the Governance Officer. Where practicable, at least five working days' notice will be given of a Special Meeting. However, where the Chair (or in their absence, the Vice Chair) directs that there are matters requiring urgent attention, then less notice may be given.

## **6.2 Quorum**

- 6.2.1 The quorum for meetings of the Board will be **50%** (rounded up) of the current eligible determined Board membership. Any member participating remotely in a meeting with the agreement of the Chair, will count in the quorum for the meeting.

- 6.2.2 The quorum for a meeting of a Board committee will normally be **50%**. Specific quorum requirements are set out in the approved Terms of Reference for each committee.

- 6.2.3 If the number of Members assembled for a Board or committee meeting does not constitute a quorum, then the meeting will not be held.

- 6.2.4 If, during the course of a meeting, there ceases to be a quorum, the formal meeting will be terminated immediately. At the direction of the Chair and under advice from the Governance Officer, informal discussions may take place, but no vote or decision can be made and any business requiring a decision must be carried over to a future meeting. Depending on the urgency of the matter, the decision may be carried over to a Special Meeting convened for the purpose or to the next scheduled meeting.

## **6.3 Attendance at meetings**

- 6.3.1 Under clause 14 of the Instrument of Government, the Board has resolved that to support free and open discussion, no Board or committee meeting will be open to the public or press, unless by prior agreement of the Board. An application to attend a Board or committee meeting must be made in writing to the Governance Officer and should normally be received at least one week before the date of the meeting. This policy is reviewed on a three-yearly basis at the same time as these Standing Orders.

- 6.3.2 Under the terms of clause 6(4) of the Instrument of Government, the Governance Officer is entitled to attend all meetings of the Board and its committees and will be required to withdraw only in

accordance with the terms of clause 13(10) of the Instrument of Government.

- 6.3.3 No meeting can take place without the Governance Officer being in attendance, with the exception of the Remuneration Committee. If the Governance Officer is unavailable, a temporary Governance Officer will be appointed by the Chair of the meeting to advise upon and record proceedings (see also 6.4.4).
- 6.3.4 The members of the Corporate Management Team will normally attend meetings of the Board. The Chair may, under advice from the Governance Officer, direct that their attendance is inappropriate on the basis of the nature of the business to be discussed.
- 6.3.5 Board Members will normally be permitted to attend a meeting of any committee, except those statutory committees dealing with disciplinary matters under the terms of article 8. This is subject to the consent of the relevant Committee Chair. The Board and its committees must admit up to two authorised observers if so directed by Welsh Government.
- 6.3.6 Any permitted guests at a meeting may only participate in discussion at the invitation of the Chair and can be asked to leave the meeting by the Chair at any time.
- 6.3.7 The Governance Officer will record attendance and apologies in the minutes of every meeting. They will also maintain an ongoing record of all attendance and the Governance & Membership Committee will review this annually. The committee may request intervention by the Board Chair if appropriate.
- 6.4 Withdrawal from meetings**
  - 6.4.1 If an item for discussion at a meeting relates to a matter in which a member has a financial or other interest, that member will wherever possible, declare that interest prior to discussion of the relevant item (or as soon as any potential conflict becomes apparent). The Governance Officer will note all such declarations in the minutes and in the Register of Declared Interests.
  - 6.4.2 If a member has declared an interest as described in 6.4.1, then they will not vote on the matter. If the member themselves, or a majority of members present feel it is appropriate, the member who has declared an interest will temporarily withdraw from the meeting and take no further part in discussion of that item. If the Chair is required to withdraw having declared a relevant interest, the Vice Chair or another eligible member will temporarily assume the role of Chair for that item.

- 6.4.3 Staff (including the Principal/Chief Executive) and/or Student Members and/or the Governance Officer may be required to withdraw from a meeting under the terms of clause 13 of the Instrument of Government.
- 6.4.4 If the Governance Officer is required to withdraw from a discussion under the terms of clause 13 (10) of the Instrument of Government, (see also 6.3.2 & 7.2.5), then the Board/Committee Chair will appoint a temporary Governance Officer to record and advise on proceedings. The Principal/Chief Executive cannot be appointed as temporary Governance Officer.
- 6.5 Proceedings and Rules of Debate**
- 6.5.1 All discussion will be through the Chair of any Board or committee meeting.
- 6.5.2 Members who have submitted their apologies for a meeting may submit comments on a specific item of business in writing to the Governance Officer or the Board/Committee Chair. They may request that their comments be communicated to the meeting, however, no member may vote on a resolution in his or her absence or by proxy.
- 6.5.3 Meetings will wherever possible, be held in person. However, with the approval of the Chair, suitable technology may be utilised to allow for members to participate remotely, provided that all members are able to effectively communicate with each other.
- 6.5.4 In discussion, members must respect the right of others to express their personal views, however, nothing should be said or done in the course of a meeting that could bring the Board into disrepute.
- 6.5.5 Members share a collective responsibility and have a duty to alert other members if they are aware that any acts or omissions may have adverse or unintended consequence and/or to offer guidance as to the need to take professional advice.
- 6.5.6 A member may raise a point of order at any time during a meeting if they believe that the provisions of the Instrument & Articles of Government, these Standing Orders or any other recognised authority are being ignored. The Member raising the point of order must substantiate his or her claim which will be dealt with immediately by the Chair. The ruling of the Chair, under advice from the Governance Officer, will be final and may not be challenged further at the meeting. A request may however be made for the Governance Officer to substantiate the probity or legality of a decision, by seeking appropriate external advice and the outcome of this advice will be reported to the next meeting.

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

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

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

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

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

6.5.10 A member participating in a meeting remotely with the agreement of the Chair may vote as if physically present.

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

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

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



## **6.6 Delegation of functions**

- 6.6.1** Article 4(8) of the Articles of Government specifies the core functions of the Board that may not be delegated. The Board has, however delegated a number of its other functions to different committees and has approved a Schedule of Delegation setting out which functions have been delegated.
- 6.6.2** The Role Profile for the Chair and Vice Chair specifies a limited number of situations where the Chair (or, in his/her absence, the Vice Chair) is authorised under report from the Board, to act on its behalf between meetings as permitted under the statutory Articles of Government.
- 6.6.3** Whenever a delegable Board function, outside the provisions of 6.6.1 or 6.6.2, is required to be carried out by the Board Chair, Vice Chair or a committee or committee Chair, then full details of the delegation must normally be approved at a relevant Board or committee meeting prior to the actual event. Where such approval is given, it should be specific and time limited. Completion and/or expiry of the delegated function should be formally reported at the next Board/committee meetings and be recorded in the minutes.
- 6.6.4** If the Chair is unexpectedly required to take urgent action on a decision between meetings, every effort will be made (where time permits) to hold a Special Meeting or, failing that, to inform and consult with Board members or a committee of the Board. Any decision made under such 'Chair's Action' will be subject to formal endorsement by the Board at the next scheduled meeting and will be formally recorded by the Governance Officer.

## **7. RECORDS OF MEETINGS**

### **7.1 Agendas and Papers**

- 7.1.1** The Governance Officer will prepare the first draft of all meeting agendas, including the designation of confidential business. The agenda and format will be finalised in consultation with the Chair of the meeting and the Principal/Chief Executive (or other relevant member of the Corporate Management Team). The agenda for each meeting must be agreed at least ten working days in advance of the meeting.
- 7.1.2** If a meeting is to consider the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Governance Officer, the Chair will arrange to ensure that any relevant papers and/or agenda are provided to members at least five working days before the meeting.
- 7.1.3** If an individual Member wishes to request that an item is included on the agenda for a meeting, they should contact the Board/Committee

Chair, via the Governance Officer. Such a request must be made in good time to allow for the timescales for the production and circulation of meeting papers as set out in 7.1.7. The final decision on the inclusion of any item lies with the Board/committee Chair.

- 7.1.4 The Agenda for each Board/committee meeting will include an item for 'Any Other Business'. Wherever possible, such items should be notified to the Chair, via the Governance Officer, in advance of the meeting.
- 7.1.5 Other than in exceptional circumstances, no meeting may pass a resolution or make a decision unless the matter appears as a substantive agenda item and is accompanied by an appropriate, written report that clearly sets out what decision is being requested of the Board/committee.
- 7.1.6 In accordance with clause 13(4) of the Instrument of Government, no resolution or formal decision can be rescinded or varied at a subsequent meeting unless the consideration of the rescission or variation is included as a specific agenda item for that meeting (discussion under 'Matters arising' from the previous meeting is not sufficient). The proposal to rescind or amend the previous decision must also be set out in a written report as described at 7.1.5.
- 7.1.7 All papers relating to agenda items must be submitted to the Governance Officer as soon as possible, and at least six working days ahead of the meeting. The Governance Officer will distribute the agenda and all papers for a meeting a minimum of five working days prior to the meeting (normally by electronic means).
- 7.1.8 Wherever possible and practicable, reports submitted for Board/Committee consideration or approval will examine a number of options and carry a single recommendation that will form a clear basis for discussion. Each report for consideration will have an Executive Summary, based on an approved template, which includes all key information; identifies key risks and any ED&I implications; identifies links to the Strategic Plan and specifies the action or decision required from the Board.
- 7.1.9 In exceptional circumstances, it may be necessary for a report to be provided after the deadline set out in 7.1.7, but such instances should be kept to a minimum and agreed with the Chair of the meeting.
- 7.1.10 In the interests of openness and transparency, the agendas of Board meetings will be made publicly available via the College website as soon as practicable after each meeting. They will also be available, along with committee agendas, unclassified minutes and papers, for inspection at the college during normal office hours. in line with the

approved Access to Information Relating to Corporation Business Policy (see 7.3).

## **7.2 Minutes**

- 7.2.1 The Governance Officer will draft minutes that record the proceedings of all meetings of the Board and its committees. The Governance Officer will submit draft minutes to the relevant Chair for review within ten working days of the meeting. Copies of the draft minutes will also be provided to members of the Corporate Leadership Team to be reviewed for technical accuracy.
- 7.2.2 Draft minutes that have been reviewed by the Chair will be presented to the next meeting of the Board or committee (except where this is a special meeting) for approval. If members agree as to the accuracy of the minutes, then they will be signed as a true record by the Chair of the meeting.
- 7.2.3 Approved or draft committee minutes will be provided for information to the next scheduled Board meeting along with reports setting out the committee's recommendations and summarising the matters discussed.
- 7.2.4 Separate minutes will be recorded for those parts of a meeting from which the Principal/Chief Executive, staff and/or student members are required to withdraw. No member will be entitled to see the minutes relating to a part of a meeting from which they have been required to withdraw without the agreement of the relevant Chair.
- 7.2.5 If the Governance Officer is required to withdraw from a meeting under the terms of clause 13(10) of the Instrument of Government (see also 6.3.2 & 6.4.4), then the relevant minutes will be classified as confidential and will be maintained in a separate file under the control of the Corporation Chair. These minutes will only be made available to those members eligible to take part in the original discussion.
- 7.2.6 The Governance Officer will maintain a record of actions/requests for information arising from all meetings. If an item remains on a Matters Arising Report for six months without being addressed, then it will appear as an Agenda item at the next meeting of the Board or Committee for an update to be provided.

## **7.3 Access to information**

- 7.3.1 The Board is committed to a policy of openness and transparency in the conduct of its business and has approved an '*Access to Information Relating to Corporation Business Policy*'. Under this policy, the business of the Board and its committees may only be classified as confidential (with the associated restriction of access) with reference to the criteria listed in that policy.

7.3.2 Where the decision is taken to classify an item of business as confidential, then the decision will be endorsed at the meeting and recorded in the minutes. The decision to classify business will be reviewed annually with a view to the de-classification and release of information wherever practicable.

7.3.2 Information about relevant governance matters, including the Board and its committees, will be made publicly available via the College website.

## **8. SENIOR POST HOLDERS**

### **8.1 Governance Officer**

8.1.1 The Board is required to appoint a person to serve as Governance Officer. The appointment of the Governance Officer must be reported to Welsh Government. The Governance Officer will comply with all statutory requirements in the fulfilment of their duties and develop a relationship of trust with the Board, its Chair and Vice Chair.

8.1.2 The Governance Officer will aim to ensure that all Board proceedings comply with the general law, the statutory Instrument & Articles of Government, the Further and Higher Education Act 1992 and any subsequent amendments and Acts, and all associated rules and regulations including the Financial Memorandum and the Further Education Audit Code of Practice (both issued by Welsh Government).

8.1.3 The Governance Officer is accountable to the Chair and the Board in all matters relating to his/her duties as specified in the approved Governance Officer's Job Description.

8.1.4 The Governance Officer is authorised to take legal advice as and when requested by the Board. If the Governance Officer has serious concerns about a situation and feels that it would be in the best interests of the Board, they may, under advice to the Chair, seek independent legal advice.

### **8.2 Appointment of senior post holders**

8.2.1 The Board is responsible for the appointment, appraisal, suspension, dismissal and determination of the pay and conditions of service of the senior post holders. This responsibility relates to the roles of Principal/Chief Executive, Deputy Principal (where one has been designated), the Vice Principals and the Governance Officer.

8.2.2 If a designated senior post becomes vacant, an advertisement will be placed in appropriate publications and internet based recruitment tools and the Board will appoint a Selection Panel in accordance with article 5(3) of the Articles of Government.

- 8.2.4 The Selection Panel will determine the arrangements for selecting applicants for interview, taking advice where appropriate, from the HR Director or an independent advisor. It will also carry out the interviews and seek to agree upon a suitable candidate to recommend for appointment at the end of that process.
- 8.2.5 The Selection Panel will make its recommendation to the next scheduled Board meeting, or to a Special Board meeting convened for the purpose. The proposed appointment may not be confirmed formally until the Board has given its approval. All appointments will be subject to the usual checks and references. The appointment of the Principal/Chief Executive must be reported to Welsh Government.
- 8.2.6 If the Selection Panel is unable to agree upon a recommendation, or if the Board does not approve its recommendation, then the Board may require the process to be repeated, with or without first re-advertising the vacancy.
- 8.3 Suspension, Discipline and Dismissal of Senior Postholders**
- 8.3.1 In accordance with article 8 of the Articles of Government, the Board will approve policies and procedures relating to grievance and disciplinary matters for senior post holders. Such policies and procedures will be subject to regular review.
- 8.3.2 The Chair (or in his/her absence, the Vice Chair) may suspend a senior post holder from duty, with pay for misconduct or other valid reasons. The suspension of a senior post holder must be reported to the Board within two working days.
- 8.3.3 In considering disciplinary action against, or dismissal of, a senior post holder, the Board will follow the process set out in the approved policies described at 8.3.1.

## **9. CORPORATION SEAL**

- 9.1 The Governance Officer will ensure the secure storage of the Common Seal of the Coleg Gwent Further Education Corporation.
- 9.2 The application of the Corporation Seal must be authenticated by the signature of the Corporation Chair, or in their absence, the Vice Chair, or another independent member specifically authorised to act by the Board. In addition, the application of the Seal must be authenticated with the signature of the Principal, or a person temporarily appointed to the role under article 5(7) of the Articles of Government.

- 9.3 The Governance Officer will maintain a Register of Documents Sealed. The relevant extract of this Register will be presented to the next scheduled Board meeting following each use of the Seal.

## **10 VIEWS OF STAKEHOLDERS**

- 10.1 The Corporation will ensure that the college seeks the views of students and staff as a minimum annually. In addition, the Corporation will consult on a regular basis with other stakeholders, including local employers, on its mission, provision and curriculum planning.

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

- 11.1 Other than the Chair or the Principal/Chief Executive, no individual member is permitted to make any official statement or speak publicly on behalf of the Board unless specifically delegated to do so by the Board in advance.
- 11.2 Notwithstanding this provision, it is the responsibility of the Governance Officer to conduct all day to day Board business, under advice to the Chair where appropriate.

## **12. COMPLAINTS AGAINST THE BOARD**

- 12.1 Any complaint against the Corporation, an individual member or External Member, or the Governance Officer must be made in writing as set out in the approved Corporation Complaints Procedure (see Appendix 6).

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

### **13.1 Accounts and Audit**

- 13.1.1 The Corporation will ensure that proper accounting records and Financial Statements are kept.
- 13.1.2 The Annual Statement of Accounts will give a true and fair account of the state of the Corporation's affairs at the end of each financial year, including income and expenditure and movement of cash, and will comply with any directions issued by the Welsh Government.
- 13.1.3 The accounts will be audited in respect of each financial year by external auditors appointed for the purpose. Such an audit will be carried out in accordance with the requirements of Welsh

Government. The persons appointed as external auditors must not be appointed to carry out internal audit functions.

- 13.1.4 The Corporation will appoint suitably qualified auditors to provide an internal audit service. The persons appointed as internal auditors must not be appointed to carry out the audit of the Annual Statement of Accounts.

## **13.2 Tenders and Contracts**

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

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

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

## **15. STANDING ORDERS**

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

**COLEG GWENT FURTHER EDUCATION CORPORATION**  
**AUDIT COMMITTEE**  
**TERMS OF REFERENCE**  
 Approved 9 December 2025



### **Rationale**

The Audit Committee is a statutory advisory committee required under the terms of the Financial Memorandum of Understanding between Welsh Government and FE colleges. The committee operates in compliance with the Welsh Government Further Education Audit Code of Practice and these Terms of Reference are based on the exemplar set out in that Code.

### **Responsibilities of the Committee**

#### **1. Specific Responsibilities**

- 1.1 To ensure Coleg Gwent complies with the mandatory requirements of the Audit Code of Practice.
- 1.2 To review the college's mechanisms for the assessment & management of risk.
- 1.3 To ensure that Coleg Gwent has adequate systems and procedures in place to promote economy, efficiency and effectiveness.
- 1.4 To agree the nature and scope of audit work, including any in-year changes to the approved plan.
- 1.5 To review and discuss the findings and conclusions arising from audit work and to review the effectiveness of the college's internal control systems. To include a review of the External Auditor's Management Letter and Communication with Those Charged with Governance, the Internal Auditor's Annual Report and management responses.
- 1.6 To consider the draft annual financial statements prior to submission to the Board for formal approval. This review should include specific consideration of significant accounting policies, Members' responsibilities and the Corporate Governance statement. The Committee's view on any statement of the effectiveness of the internal control system will be provided to the Board as part of the Committee's Annual Report.
- 1.7 To consider major findings of internal audit investigations and management responses.
- 1.8 To promote co-ordination between Internal and External Audit Service.
- 1.9 To ensure that resources made available for internal audit are sufficient to meet their needs.
- 1.10 To review relevant audit reports from the audit service of the Welsh Government, WAO and other organisations and to monitor implementation of relevant recommendations.
- 1.11 Oversee the college's policy on fraud and irregularity, including any action taken under that policy.



- 1.12 Ensure that all significant losses have been properly investigated and that the Internal and External Auditors have been kept fully informed.
- 1.13 Receive and review the annual audited accounts of the Coleg Gwent Students' Union.
- 1.14 Produce an Annual Report for submission to the Board, accompanied by the internal auditors' annual report, summarising the Committee's activity for the year. The Report will give the Committee's opinion, based on the work of internal and external audit and any other work conducted during the year, on the effectiveness of the internal control system, including risk management and corporate governance arrangements. The Report will be submitted in time to be taken into account by the Board in its consideration of the Members' responsibility statement in the annual financial statements.

## **2. Advisory Responsibilities**

- 2.1 To advise the Board on the appointment and terms of engagement of the internal auditors. To include the audit fees, provision of any non-audit services and any question of resignation or dismissal of the internal auditors.
- 2.2 To advise the Board on the appointment and remuneration of the external auditors and the scope of their work, including any non-audit services provided and any question of resignation or dismissal, and to make a recommendation to the Board on their annual re-appointment.
- 2.3 To advise the Board on whether Coleg Gwent has adequate systems and procedures in place to promote economy, efficiency and effectiveness.
- 2.4 To review and advise the Board on the Internal Auditor's Audit Strategy and the Audit Plan, including any in-year changes.
- 2.5 Review and advise the Board on the College's Whistleblowing arrangements (i.e. those arrangement by which members of staff, Governors, learners or other persons may formally raise concerns).
- 2.6 To advise the Board or other committees of the Board. To include advising the Board on the content of relevant Tier 1 policies.

## **3. Monitorial Responsibilities**

- 3.1 To monitor the implementation of agreed audit recommendations.
- 3.2 To establish appropriate performance measures for internal and external audit services and to monitor their performance and effectiveness. The committee's performance review of the external auditors will form the basis for recommendations to the Board concerning their re-appointment.
- 3.3 To monitor the implementation of audit related letters and guidance when received.
- 3.4 To monitor regulatory compliance through the review of an annual report on entries in key Registers (including Interests, Gifts & Hospitality; Freedom of Information, Data Protection etc.)

#### **4. Additional matters**

- 4.1 The Committee has decision-making responsibility only as specified in the Welsh Government FE Audit Code of Practice and as delegated to it by the Board in the agreed Schedule of Delegation.
- 4.2 The committee may obtain independent, professional advice and secure the attendance at its meetings of non-members with relevant experience and expertise.
- 4.3 The committee is authorised by the Board to investigate any activity within its terms of reference. The Committee may also seek any information it requires from any employee of the College. College employees are required to cooperate with any such request for information.
- 4.4 The committee has the right to go into confidential session and to exclude any person if it is satisfied that this is appropriate. As a minimum annually, the Committee will meet with the External and Internal Audit Services without any officers of the College being present.
- 4.5 The Governance Officer will act as Clerk to the committee.
- 4.6 The committee will report regularly on its activities to the Board and will provide copies of minutes (or draft minutes) to the next scheduled Board meeting. Such minutes may occasionally be redacted.
- 4.7 These Terms of Reference will be reviewed ANNUALLY

#### **Membership:**

Minimum of **SIX** members

Comprising: **FOUR** Board Members

Excluding:

- Chair of the Corporation
- Principal/Chief Executive
- Staff & Student Governors
- Members of the Finance & Resources Committee

#### **Plus**

A minimum of **Two** External Committee Members

The Chair of the Committee must be a Board Member.

At least one member of the committee must have recent and relevant financial experience.

#### **Quorum:**

**50% (Four)** of which, at least **Two** (including the committee Chair) must be Governors.

#### **Frequency of meetings:**

A minimum of **3** per year



## **Rationale**

As provided for in Article 4(1)(a) of the Coleg Gwent Articles of Government, the Board has established this committee to oversee and examine on its behalf, the college's performance in relation to curriculum and the quality of provision, as well as all other aspects of the learner experience. Its remit extends to all areas of provision including full & part-time mainstream, Apprenticeships, Skills, Adult Community Learning (ACL), Welsh language and work-based education & training.

Under Article 3(1)(g), this committee will advise the Board on its responsibilities to ensure that arrangements are in place for oversight of the academic work of the college, including arrangements for the admission, assessment and examination of students and the procedures for the expulsion of students for academic reasons.

## **1. Responsibilities**

- (i) To scrutinise, the quality of provision, including areas where performance/standards are identified as requiring improvement. To include consideration of learner feedback and an annual summary of complaints.
- (ii) To review and advise the Board on the Annual Self-Assessment Report and Quality Development Plan prior to approval and to scrutinise implementation of the Quality Development Plan and its impact against Key Performance Indicators.
- (iii) To oversee implementation of relevant strategies relating to Curriculum development, Teaching & Learning, Skills and Support. To include scrutiny and monitoring of the Curriculum Plan, ensuring it is achievable and aligns with National and Regional priorities.
- (iv) To regularly review learner recruitment against college and Medr targets (to include scrutiny of Marketing & recruitment strategies).
- (vi) To scrutinise Higher Education strategy and performance and to make a recommendation to the Board in relation to the Annual Academic Assurance Statement.
- (vii) To review and provide assurance/advice to the Board in relation to, compliance with key legislative & regulatory responsibilities including Safeguarding/Prevent; ALN, Diversity & Inclusion, Admissions & Learner data.
- (viii) To review periodic reports on wider aspects of the learner experience including:
  - Learner Involvement activity
  - Learner Behaviour (*'Ready, Respectful, Safe'*)
  - Implementation of new initiatives
  - Employer Engagement
- (ix) To advise the Board on relevant Tier 1 policies and to approve those Tier 2 policies delegated to the committee in the approved Schedule of Delegation.

## **2. Additional matters**

- (i) The Governance Officer will act as Clerk to the committee.
- (ii) The Committee has executive responsibility only as specifically delegated to it by the Board and as set out in the approved Schedule of Delegation. It will address any other matter referred to it by the Board.
- (iii) The Committee will regularly report on its activities to the Board and provide copies of minutes (or draft minutes) for information to the next scheduled Board meeting.
- (iv) These Terms of Reference will be reviewed ANNUALLY.

**Determined Membership:**

**10**

Comprising:

- 5 Independent Governors
- Principal/Chief Executive
- 1 Teaching Staff Governor
- 2 Student Governors (FE)
- 1 Student Governor (HE)

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

**Quorum:**

50% - to include a minimum of 3 independent Governors

**Frequency of meetings:**

4 (Minimum of 3 times per year)



## **Rationale**

As provided for in Article 4(1)(a) of the Coleg Gwent Articles of Government, the Board has established this committee to oversee and advise it on financial and infrastructure matters (including human resources, digital/ICT and estates matters). The committee will also monitor progress on major infrastructure projects.

### **1. Executive Responsibilities**

- a) To make recommendations to the Board in relation to strategic planning in relation to finance, estates, HR and digital/cybersecurity.
- b) To make recommendations to the Board in relation to the writing off of bad or doubtful debts exceeding £10,000 in accordance with the college's Financial Regulations.
- c) To consider and make recommendations to the Board on, any proposed borrowing, capital project proposals or other significant expenditure.
- d) To authorise the opening of new college bank accounts.
- e) To review and approve formal adoption of, nationally negotiated Joint Agreements supplementary to the National Common Contracts.
- f) To approve relevant Tier 2 policies as delegated by the Board and to review and make recommendations to the Board on approval of relevant Tier 1 policies.

### **2. Advisory & Monitorial Responsibilities**

The committee will monitor, seek assurance and advise the Board on:

- a) implementation of strategic plans in relation to finance, estates, HR and digital/cybersecurity.
- b) The financial performance of the college, to include:
  - i. review of the management accounts (as a minimum, termly);
  - ii. financial forecasting;
  - iii. budget setting;
  - iv. review of the year end position and audited annual financial statements;
  - v. financial sustainability & solvency;
  - vi. securing of value for money; and
  - vii. the effective and efficient use of public funds.
- c) progress on major capital projects.
- d) Human Resource implications of major organisational change and Management of Change procedures.
- e) Staff wellbeing and development.

- f) progress against the Strategic Equality Plan and wider ED&I matters.
- g) progress against the college's Net Zero Action Plan and wider environmental/sustainability matters.
- h) The college's information governance and cybersecurity framework.
- i) Cross-college health & safety arrangements.
- j) college insurance arrangements.
- k) pension arrangements for college staff.

### 3. Additional matters

- a) The Governance Officer will act as Clerk to the committee.
- b) The Committee has executive responsibility only as specifically delegated to it by the Board and as set out in the approved Schedule of Delegation. The committee will escalate decisions and information to the Board where it deems it appropriate and it will address any other matter referred to it by the Board.
- c) The Committee will regularly report its activities to the Board and provide copies of minutes (or draft minutes) to the next scheduled Board meeting.
- d) These Terms of Reference will be reviewed ANNUALLY.

#### **Membership:**

**8**

Comprising: 6 Independent Governors  
Principal/CEO  
Business Support Staff Governor

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

#### **Quorum:**

50% - to include a minimum of 3 independent Governors

#### **Frequency of meetings:**

minimum of 3 times per year



## **Rationale**

As provided for in Article 4(1)(a) of the Coleg Gwent Articles of Government, the Board has established this committee to advise it on all matters relating to the appointment/re-appointment of Corporation Members and all other matters relating to Corporation membership and the governance arrangements of the college.

The Board recognises the importance of its role in ensuring that Coleg Gwent is an inclusive and diverse college. It is committed to the principles of equality of opportunity and inclusion. In advising the Board on membership matters and governance practices, the Governance & Membership Committee will take full account of and seek to exceed, the Corporation's statutory responsibilities in relation to these principles

## **1. Executive Responsibilities**

- a) To determine and oversee processes for appointing new Corporation members.
- b) To make recommendations to the Board on the appointment of all new Governors and External Members (having first met with candidates and with reference to supporting Applications and eligibility checks).
- c) To review and make recommendations to the Board on applications for re-appointment of Corporation members.
- d) To approve those Tier 2 policies and procedures delegated by the Board and to make recommendations to the Board on relevant Tier 1 policies, including those relating to the terms and conditions of employment of the Senior Post Holders.
- e) To consider the findings of any investigation relating to the conduct of a Corporation member and in accordance with the *Corporation Code of Conduct, Values & Behaviours*, make recommendations on the action to be taken, including the potential termination of membership.
- f) To review and recommend to the Board, a draft Governance Self-assessment Report (informed by responses to the annual Governance Self-assessment Questionnaire).
- g) To make recommendations to the Board in relation to ongoing improvements to governance structures and processes, including those arising from the annual self-assessment process.
- h) To make recommendations to the Board on any changes to the college's governance structure and processes, including in response to relevant guidance and advice, or new regulatory requirements issued by Medr (The Commission for Tertiary Education & Research).
- i) To consider and make recommendations on the Corporation response to relevant consultations by external bodies.
- j) To provide an Annual Report on its activities to the Board that includes a review of Board diversity and matters relating to diversity & inclusion in the governance of the college.

## 2. Advisory & Monitorial Responsibilities

- a) To advise the Board on the composition of the Corporation, including Board and committee membership.
- b) To advise the Board on equality, diversity & inclusion matters relating to Corporation membership and governance. This includes monitoring of the Board Diversity Profile and reviewing the Board Diversity Statement & Action Plan.
- c) To monitor member appointment dates and advise the Board on appropriate succession planning considerations to ensure continuity of leadership.
- d) To advise the Board on the findings of any internal or external review of governance.
- e) To monitor and advise on the skills profile of the Board and its committees in relation to future recruitment priorities.
- f) To monitor induction and ongoing development of Corporation members, including compliance in relation to mandatory training requirements.
- g) To monitor and advise on attendance of Corporation members at Board and committee meetings.

## 3. Additional matters

- a) The Governance Officer will act as Clerk to the committee.
- b) The Committee has executive responsibility only as specifically delegated to it by the Board and as set out in the approved Schedule of Delegation. It will address any other matter referred to it by the Board.
- c) The Committee will regularly report its activities to the Board and provide copies of minutes (or draft minutes) to the next scheduled Board meeting.
- d) These Terms of Reference will be reviewed ANNUALLY.

### Membership:

**5**

Comprising: 4 Independent Governors  
(to include the Chair and/or Vice Chair of the Board)  
Principal/CEO

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

The committee may also invite a Student Governor to participate in meetings with candidates for appointment as independent Governors.

### Quorum:

50% - 3 members, to include the Chair or Vice Chair

### Frequency of meetings:

Minimum of 3 times per year and as required to address recruitment needs



**COLEG GWENT FURTHER EDUCATION CORPORATION**  
**REMUNERATION COMMITTEE**  
TERMS OF REFERENCE



Approved 9 December 2025

### **Rationale**

As provided for in Article 4(1)(a) of the Coleg Gwent Articles of Government, the Board has established the Remuneration Committee to advise it on matters relating to the pay and conditions of service of Senior Post Holders.

The Corporation is committed to the principles of equality of opportunity and diversity in the workplace. All recommendations of the Remuneration Committee take full account of statutory requirements in relation to these principles.

The roles designated as senior post holders, as identified in the Standing Orders (8.2.1), are:

- Principal/Chief Executive
- Deputy Principal (where one has been designated)
- Vice Principal (Curriculum & Quality)
- Vice Principal (Partnerships & Learner Journey)
- Vice Principal (Resources & Planning)
- Governance Officer

### **1. Advisory Responsibilities**

To review and make recommendations to the Board in respect of:

- a) Job descriptions, terms and conditions and contracts of employment for Senior Post Holders.
- b) Reward and remuneration arrangements for all Senior Post Holders, based on:
  - Roles and responsibilities
  - Performance

and taking into consideration:

- Relevant benchmarking data
  - Any recent staff pay award.
- c) Severance or redundancy terms for Senior Post Holders.
  - d) Any other matter relating to the employment and terms & conditions of service of Senior Post Holders that may be referred to it by the Board (NB: review & recommendations on policies relating to the terms & conditions of service of Senior Post Holder Policies has been delegated separately to the Governance & Membership Committee).

## **2. Additional matters**

- a) The committee is advisory only and has no delegated decision-making powers.
- b) The Governance Officer will act as Clerk to the Committee. If however, the Governance Officer is excluded from a meeting of the committee, the Chair will arrange for a record of the meeting to be made.
- c) The Committee will provide a confidential summary report and/or verbal update to the Board after each meeting.
- d) These Terms of Reference will be reviewed ANNUALLY.

### **Membership: 4**

Comprising:  
The Chair  
Vice Chair  
2 additional Independent Governors  
(ordinarily, the Chairs of the Audit and Finance & Resources Committees)

Excluding the Principal/CEO  
Excluding Staff & Student Governors

The committee will be chaired by the Chair of the Finance & Resources Committee

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

**Quorum: 4**

**Frequency of meetings: Minimum annually**



**COLEG GWENT FURTHER EDUCATION CORPORATION**  
**PROCEDURE FOR COMPLAINTS AGAINST THE CORPORATION, ITS MEMBERS OR**  
**THE GOVERNANCE OFFICER**

Approved 21 May 2024

## 1. Scope of this procedure

1.1 This Complaints Procedure relates only to complaints against the Board, individual Members of the Board (including the Principal/Chief Executive only where the complaint relates to their role as a Board Member), External Members of its committees or the Governance Officer.

1.2 Complaints must relate to:

- The exercise by the Corporation of its powers; and/or
- The performance by the Corporation, a Member, External Member or the Governance Officer as respectively allocated to them under the Corporation's Instrument & Articles of Government; and/or
- Any other alleged breach or non-observance of the duties of the Corporation, individual Members, External Members or Governance Officer under:
  - the Instrument & Articles of Government;
  - the Corporation Code of Conduct, Values and Behaviours;
  - the Code of Good Governance for Colleges in Wales; or
  - the Financial Memorandum of Understanding between Welsh Government and Further Education Institutions.

At the Chair's discretion, a complaint that does not address the above areas may be referred to be dealt with under the Coleg Gwent Complaints Policy.

1.3 All complaints should be made in writing and addressed to:

**The Governance Officer**  
**Coleg Gwent**  
**The Rhadyr**  
**Usk**  
**NP15 1XJ**

Email: [governanceofficer@coleggwent.ac.uk](mailto:governanceofficer@coleggwent.ac.uk)

1.4 If the complaint is in relation to the Governance Officer, it should be marked '*Strictly Private and Confidential*' and addressed for the sole attention of the Chair of Governors at the above address.

1.5 The complainant should state clearly the nature of, and grounds for, the complaint (in accordance with paragraph 1.2 above) and the remedy they are seeking. It is not possible for a complainant to seek the disciplining of a member of staff or the removal of a Member, External Member or the Governance Officer, since these are

decisions for the Principal/Chief Executive of Coleg Gwent and the Corporation respectively in accordance with the Instrument & Articles of Government. Copies of any supporting evidence should be provided.

- 1.6 Where a complaint relates to the conduct or behaviour of an individual Corporation Member or External Member, then the procedures set out in the Corporation Code of Conduct, Values & Behaviours may be followed. The complainant will be informed that this is the case and will be advised of the outcome at the conclusion of the disciplinary process.
- 1.7 The complainant should be clearly identified. Where a complainant indicates that they wish to remain anonymous, they will be advised that this may impair the quality of the investigation that the Corporation is able to undertake. In any event, information about the complaint will be shared on a 'need to know' basis.
- 1.8 If an anonymous complaint is received, reasonable steps will be taken to investigate and establish whether the complaint has substance and, if so, to implement remedial action.

## **2. What happens next?**

- 2.1 The Governance Officer will acknowledge receipt of the complaint, normally within two working days.
- 2.2 The Governance Officer will bring the complaint to the attention of the Chair (or where the complaint relates to the Chair, the Vice Chair), who will make arrangements for the matter to be investigated.
- 2.3 Depending on the nature of the complaint, the Chair/Vice Chair will arrange for an investigation to be carried out:
  - Under the process set out in the Corporation Code of Conduct, Values & Behaviours
  - By one or more Corporation Members; or
  - By the Audit Committee; or
  - By an independent representative of the Internal Audit Service or legal advisors; or
  - By another appropriate and suitably qualified or experienced individual

In each case the person(s) appointed to carry out the investigation must not be connected to the matters referred to in the complaint.

- 2.4 The person(s) appointed to investigate will consider the complaint and, where necessary, determine any disputed issues of fact and interview the complainant and the subject(s) of the complaint. Specific issues may be referred to independent expert advisors.
- 2.5 Pending conclusion of the investigation process, an update will be provided to the complainant within 28 working days of the complaint being received.
- 2.6 Subject to paragraph 2.9, once the investigation has been concluded, a written report will be prepared for review by the Governance & Membership Committee.

- 2.7 The Governance & Membership Committee will review the investigation findings at its next scheduled meeting, or a meeting convened for that purpose. The committee will consider the validity of the complaint based on the investigation report before them and consider what action (if any) is required. A recommendation will be made to the next scheduled Board meeting. Where the complaint relates to one or more specified Members of the Governance & Membership Committee or the Governance Officer, those persons will withdraw and take no part in the review or recommendation.
- 2.8 A written response setting out the Board's determination, based on the recommendation of the Governance & Membership Committee, will be sent to the complainant (copied to the subject of the complaint) within five working days of the Board meeting at which it is considered. Where the complaint relates to one or more specified Members of the Corporation or the Governance Officer, those persons will withdraw and take no part in the Board's determination.
- 2.9 Where the complaint relates to the Governance & Membership Committee itself, the investigation findings will be both reviewed by and determined by the Corporation Board. A written response will be sent to the complainant in accordance with paragraph 2.8.
- 2.10 The Board takes all complaints seriously and will seek to understand the circumstances of the complaint and, where a complaint is upheld, will initiate improvements to governance processes to ensure the issue does not recur.

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

- 3.1 Further Education Colleges are designated as exempt charities under Schedule 3 of the Charities Act 2011. Governors of FE colleges are therefore trustees of that charity and must act in accordance with charity law.
- 3.2 In Wales, a Minister of the Welsh Government acts as Principal Regulator to the FE Colleges, to promote compliance with their legal obligations under the Charities Act 2011.
- 3.3 Complaints of a very serious nature, or those which relate to non-compliance with charity law, may be sent by email and titled '**Principal Regulator - non-compliance**' to: [principalregulatorfe@gov.wales](mailto:principalregulatorfe@gov.wales)
- 3.4 The Principal Regulator may advise you in the first instance, to contact the Governance Officer for the matter to be investigated internally in accordance with this procedure. Otherwise, they will investigate the complaint. The Principal Regulator will then make a decision as to whether the issue is resolved or further action is needed.
- 3.5 If the Principal Regulator has serious concerns about the actions of the Corporation, they may notify the Charity Commission and work with them to resolve the issue. The Charity Commission has a range of statutory powers to gather information, put in place temporary protective measures and enforce remedial action.