

**COLEG GWENT FURTHER EDUCATION CORPORATION**

**GOVERNANCE OFFICER'S  
ANNUAL REPORT**

**FOR YEAR ENDED 31 JULY 2024**

## **1. INTRODUCTION**

- 1.1 This report has been compiled by the Coleg Gwent Governance Officer. It summarises the activities of the Coleg Gwent Further Education Corporation ('The Board') in the academic year to 31 July 2024. It also provides assurance that the Board has met its statutory responsibilities and has acted within its powers and the governance framework as summarised in the college's Instrument & Articles of Government.
- 1.2 Coleg Gwent adopted the Code of Good Governance for Colleges in Wales (The Code) in October 2016. The Code summarises the Board's statutory responsibilities 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, members 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 2023-24, 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.

2.4.3 Succession planning for both roles is considered regularly by the Governance & Membership Committee. At the start of the academic year, the Principal/Chief Executive of Coleg Gwent, Guy Lacey informed the Board of his intention to retire in September 2024. In the interests of continuity of leadership, the Board subsequently approved an extension of Mr Langshaw's appointment as Chair for one year to July 2025.

2.4.4 The Vice Chair during 2023-24 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. At the May 2024 Board meeting, it was agreed that Mrs Ball's appointment as Vice Chair should be extended to July 2026 to further support continuity of leadership and maintain the alternate-year appointment patterns for each role.

## 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 the right mix of skills and experience needed to effectively carry out its responsibilities. The Board also recognises the value that a more diverse membership can bring to the decision-making process and has made a series of commitments relating to diversity of its members (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 or in Welsh as necessary. Induction materials are regularly reviewed and updated.

- 2.6.2 New members also 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 2023-24 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 2023-24 Governors took part in three Strategy Seminars and explored a range of topics including ongoing Financial Health, Estates development, Marketing, Risk and Curriculum 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 2023-24, Governors attended events including Learner Awards for FE, Apprenticeships and Adult Community Learning and the HE Graduation Evening. They also engaged in a range of events across college such as UK Parliament Week, Lunar New Year Celebration, performances, exhibitions and employer engagement activities. The Corporation Code of Conduct, Values & Behaviours sets out an expectation that Governors will engage in a number of development activities each year.

## 2.7 Membership during 2023-24

2.7.1 The Governors and External Members who served on the Coleg Gwent Corporation during 2022/23 were:

Mr Mark Langshaw MBE	Chair of Governors	
Mrs Sue Ball	Vice Chair of Governors	
Mr Guy Lacey	Principal/Chief Executive	Retired September 2024
Mr Anthony Basnett	Governor	
Mr Moawia Bin-Sufyan	Governor	
Mrs Elizabeth Brimble	Governor	
Mr Andrew Clark	Governor	
Mr Joshua Davies	Student Governor (FE)	Appointed May 2024
Ms Delyth Evans	Governor	
Mr Jamie Farr	Governor	Appt ended February 2024
Mrs Rhiannon Fowler	Staff Governor (Business Support)	Resigned July 2024
Ms Eva Franklin	Student Governor (FE)	Appt ended May 2024
Mr Christopher Freegard	Governor	
Mrs Bailjit Gill	Governor	
Mr Joe Horne	Student Governor (FE)	Appt ended July 2024
Ms Claire Lloyd	Student Governor (HE)	Resigned January 2024

Mr Ray Morrison	Governor	Appt ended July 2024
Mr John Phelps	Governor	
Mr Matthew Preece	Governor	
Mr Timothy Rathbone	Governor	Appointed May 2024
Ms Maria Retter	Staff Governor (Teaching)	Appointed July 2024
Mrs Wendy Rogers	Staff Governor (Teaching)	Appt ended July 2024
Mrs Elizabeth Swaffield	Governor	
Mr Martin Veale	Governor	Appt Ended April 2024
Mr Gareth Watts	Governor	
Mr Rafiu Ajayi	External Member, Audit Committee	Resigned May 2024
Mrs Farishna Chohan-Solanki	External Member, Audit Committee	
Dorota Lee	External Member, Audit Committee	Appt ended May 2024

## 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 2024, Governors claimed a total of £745.05.

## 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.

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

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

### 3.1.3 Achievements and actions to date include:

- Coleg Gwent staff and Governors became 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.

- The Board’s recruitment processes have been reviewed and updated. A new, more inclusive approach has already helped to attract a wider range of candidates.
- Board policies 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
- 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 2023-24 this included:
  - A Mosque visit & Iftar meal during Eid
  - Lunar New Year Celebration
  - Black Leadership Group Development for Governors
  - Phase 2 Anti-racism training
- In addition, Governors attended a wide range of exhibitions, performances and celebrations across college.

### 3.2 Board Diversity during 2023-24

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 legal responsibilities.

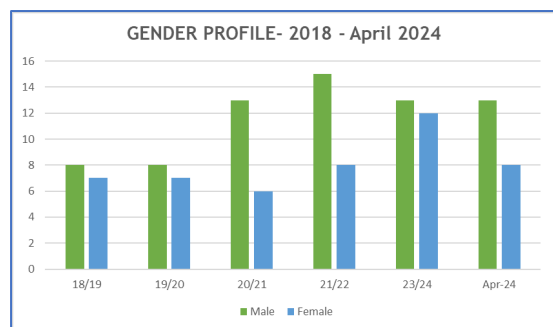
3.2.2 The Governance & Membership Committee reviewed a detailed breakdown of the Board diversity & skills profile at its meeting in April 2024. Data from that report is summarised below in relation to the targets set out in the Board diversity Statement (data includes three External Members of the Audit Committee).

#### 3.2.3 Board diversity at April 2024:

##### Gender

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

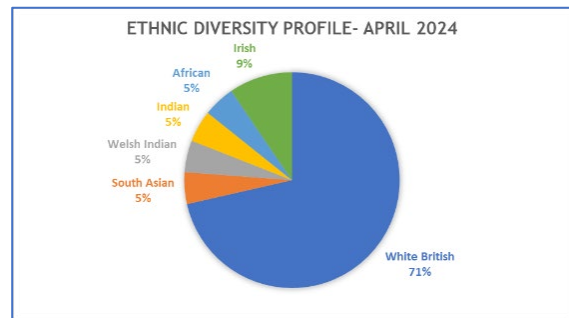
Gender balance has fluctuated over the years and during 2023-24 there were more male than female members. During 23-24 no members identified as non-binary or transgender.



## 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.

Corporation membership has become more ethnically diverse in recent years. In 2017-18, 92% of members identifies as 'White British' whereas in April 2024, this had reduced to 71%.



## Sexuality

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

This data has only been gathered since 2021/22. During 2023-24, two members identified as bi-sexual.

## Disability

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

During 2023-24, two Corporation members had declared a long-term health condition.

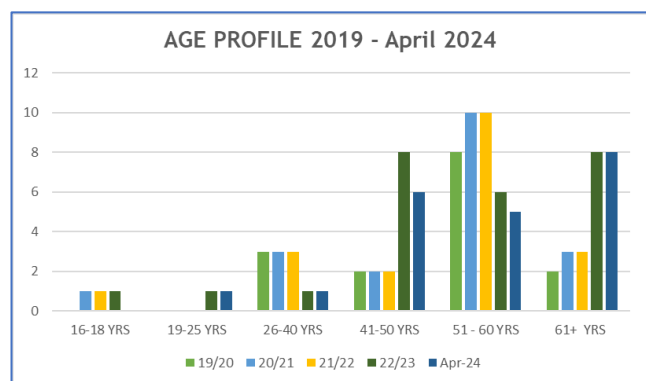
## Welsh Language

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

At April 2024, 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 April 2024, the average age of Corporation members was 54 years. This had risen from 51 years in 2022-23.



## 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 2023-24

Name	Details of interests	Date interest disclosed or updated	Date Register amended or checked
<b>Susan Ball</b>	<ul style="list-style-type: none"> <li>Former Employee - Aneurin Bevan University Health Board: Assistant Director of Workforce and Organisational Development (Retired 01/08/21 but still undertakes consultancy work)</li> </ul>	01.08.21	16.01.24
	<ul style="list-style-type: none"> <li>Member Parochial Church Council, St Marks Church, Newport</li> </ul>	26.03.18	
	<ul style="list-style-type: none"> <li>Undertake work for the Nursing &amp; Midwifery Council (Regulator) Acting as Chair of Fitness to Practice hearings</li> </ul>	17.11.22	
<b>Anthony Basnett</b>	<ul style="list-style-type: none"> <li>Employee – Broadcom Ltd (formerly VMWARE Ltd.) from 17.06.19</li> </ul>	10.12.23	20.02.24
	<ul style="list-style-type: none"> <li>Former employee, Cisco International Ltd. (ceased 16.06.19)</li> </ul>	21.05.19	
	<ul style="list-style-type: none"> <li>Wife – Coleg Gwent employee</li> </ul>	17.01.18	
<b>Moawia Bin-Sufyan</b>	<ul style="list-style-type: none"> <li>Paid employment – Investment Director, Governor Investments Ltd</li> </ul>	05.01.22	20.02.24
	<ul style="list-style-type: none"> <li>Paid employment – Regional Co-ordinator, Care After Combat</li> </ul>	05.01.22	
	<ul style="list-style-type: none"> <li>Non-Executive Director – Hendre/Hafod Housing</li> </ul>	05.01.22	
	<ul style="list-style-type: none"> <li>Member – Independent Advisory Group, Royal Military Academy Sandhurst</li> </ul>	05.01.22	25.10.24
	<ul style="list-style-type: none"> <li>Member - Criminal Justice Board for Wales Independent Oversight &amp; Advisory Panel</li> </ul>	25.10.24	
	<ul style="list-style-type: none"> <li>Senior Independent Panel Member – Welsh Government (including panels for the appointment of the Chair of the Commission for Tertiary Education &amp; Research (CTER) and Chair of the Research &amp; Innovations Committee)</li> </ul>	05.01.22	
	<ul style="list-style-type: none"> <li>Lay Observer – Ministry of Justice (PECS) Prisoner Escort and Custodial Services</li> </ul>	05.01.22	
	<ul style="list-style-type: none"> <li>Board Member – Independent Monitoring Board HMP Parc</li> </ul>	05.01.22	
	<ul style="list-style-type: none"> <li>Treasurer &amp; Council Member – St John Council Cardiff and Vale of Glamorgan</li> </ul>	05.01.22	
	<ul style="list-style-type: none"> <li>Vaccination Volunteer – St John Ambulance Cymru</li> </ul>	05.01.22	10.01.24
	<ul style="list-style-type: none"> <li>Panel Member – ITV Wales Diversity Panel</li> </ul>	05.01.22	
	<ul style="list-style-type: none"> <li>Executive Board Member – United Nations Association – Cardiff &amp; District Branch</li> </ul>	05.01.22	
	<ul style="list-style-type: none"> <li>Chair – Safer Vale – Community Race Relations Advisory Group</li> </ul>	05.01.22	
	<ul style="list-style-type: none"> <li>LEA Governor – Oak Field Primary School</li> </ul>	05.01.22	
	<ul style="list-style-type: none"> <li>Magistrate (JP) – Mid, South Glamorgan and Gwent</li> </ul>	05.01.22	
	<ul style="list-style-type: none"> <li>Member – Vale of Glamorgan SACRE</li> </ul>	05.01.22	
	<ul style="list-style-type: none"> <li>Liveryman – The Worshipful Company of Educators</li> </ul>	05.01.22	
	<ul style="list-style-type: none"> <li>Liveryman – The Worshipful Company of Spectacle Makers</li> </ul>	05.01.22	
	<ul style="list-style-type: none"> <li>Member – Guild of Freemen of the City of London</li> </ul>	05.01.22	
<ul style="list-style-type: none"> <li>Trustee – Volunteering Matters (w.e.f. 01.10.23)</li> </ul>	10.01.24		
<b>Elizabeth Brimble</b>	<ul style="list-style-type: none"> <li>Former Director of Qualifications, Registration and Fitness to Practise, Education Workforce Council (ceased 31.08.23)</li> </ul>	29.05.19	20.02.24
<b>Andrew Clark</b>	<ul style="list-style-type: none"> <li>Daughter employed by another Welsh FE college</li> </ul>	01.03.21	20.02.24
	<ul style="list-style-type: none"> <li>Co-opted Audit &amp; Risk Committee Member at AQA Examination Board (ceased 31.03.22)</li> </ul>	25.10.22	
	<ul style="list-style-type: none"> <li>Former employee, Welsh Government (retired 31.01.21)</li> </ul>	01.03.21	



Name	Details of interests	Date interest disclosed or updated	Date Register amended or checked
	<ul style="list-style-type: none"> <li>Independent Member, Audit, Risk &amp; Assurance Committee, Audit Wales (ceased 30.06.24)</li> <li>Fellow of the Institute of Chartered Accountants in England &amp; Wales (ICAEW)</li> <li>Board Member- CCDG Ltd (Trading as Careers Wales) (w.e.f: 01.08.21)</li> <li>Director &amp; Company Secretary, Maple(140) Ltd.</li> </ul>	<p>20.07.21</p> <p>06.12.21</p> <p>01.08.21</p> <p>25.04.23</p>	
<b>Joshua Davies</b> Appointed 22/05/24	<ul style="list-style-type: none"> <li>Student, Coleg Gwent</li> </ul>	19.06.24	19.06.24
<b>Delyth Evans</b>	<ul style="list-style-type: none"> <li>Board Member, Sport Wales</li> <li>Trustee, The Alacrity Foundation</li> <li>Trustee of The Urdd</li> </ul>	<p>11.11.22</p> <p>11.11.22</p> <p>23.10.23</p>	16.01.24
<b>Jamie Farr</b> Appointment ended February 2024	<ul style="list-style-type: none"> <li>Owner/Director of YourNorth Ltd</li> <li>Founder/Director of YourNorth Veterans – a Community Interest Company</li> </ul>	12.03.21	16.01.24
<b>Eva Franklin</b> Leaver – March 2024	<ul style="list-style-type: none"> <li>Student, Coleg Gwent</li> <li>Part-time employment – Maxime Cinema, Blackwood</li> </ul>	<p>03.03.23</p> <p>03.03.23</p>	20.03.23
<b>Christopher Freegard</b>	<ul style="list-style-type: none"> <li>Former Governor, University of South Wales (ceased 31 July 2020)</li> <li>Former Director of The Kaleidoscope Project</li> </ul>	<p>31.07.20</p> <p>25.10.22</p>	20.02.24
<b>Rhiannon Fowler</b> Leaver – 31.07.24	<ul style="list-style-type: none"> <li>Employee, Coleg Gwent</li> </ul>	12.01.22	20.02.24
<b>Bailjit Gill</b>	<ul style="list-style-type: none"> <li>Employment: Senior Equality, Diversity &amp; Inclusion Manager, Companies House</li> </ul>	01.06.22	20.02.24
<b>Joe Horne</b> Leaver – 31.07.24	<ul style="list-style-type: none"> <li>Student, Coleg Gwent</li> </ul>	08.09.23	01.09.23
<b>Guy Lacey</b> (Principal/Chief Executive) Leaver 06.09.24	<ul style="list-style-type: none"> <li>Advisor, YPRENTIS (partnership between Melin Homes and Monmouthshire CC)</li> <li>Director/ Chair, Colegau Cymru</li> <li>Director, Fforwm Services Ltd. (Wholly owned subsidiary of Colegau Cymru)</li> <li>Deputy Lieutenant of Gwent</li> <li>Former Governor, Blackwood Comprehensive School, Caerphilly (ceased September 2022)</li> </ul>	<p>17.04.18</p> <p>01.09.18</p> <p>01.09.18</p> <p>25.11.21</p> <p>01.09.18</p>	20.02.24
<b>Mark Langshaw</b> (Chair)	<ul style="list-style-type: none"> <li>Director of Continental Teves (Employment). Company is a training customer of the College and employs apprentices that attend the College.</li> <li>Chair, Blaenau Gwent Effect Project, BG CBC (unremunerated)</li> <li>Chair Blaenau Gwent Enterprise Board (unremunerated)</li> <li>Chair of Strategic Advisory Board, Tech Valleys (unremunerated)</li> <li>Director, Welsh Automotive Forum (unremunerated)</li> <li>Director, Welsh Automotive Forum (unremunerated)</li> </ul>	<p>09.11.16</p> <p>09.11.16</p> <p>09.09.18</p> <p>09.09.18</p> <p>09.11.16</p> <p>28.06.21</p>	<p>20.02.24</p> <p>20.02.24</p>
<b>Claire Lloyd</b> Leaver February 2024	<ul style="list-style-type: none"> <li>Student, Coleg Gwent</li> <li>Self-employed – St Woolos Sports Massage Therapy</li> <li>Part-time employment: TATA Steel</li> </ul>	<p>15.03.23</p> <p>15.03.23</p> <p>15.03.23</p>	20.03.23
<b>Ray Morrison</b> Leaver 31.07.24	<ul style="list-style-type: none"> <li>Joint owner and co-director, Bowmor Ltd. Trading as Bluebird Care Newport (domiciliary care provider of adult social services)</li> <li>Volunteer (Dementia Friends Champion), Alzheimer's Society</li> <li>Member, Newport CC Dementia Friendly City Implementation Group</li> <li>Member, Greater Gwent Health, Social Care &amp; Wellbeing Provider Forum</li> <li>Member, Aneurin Bevan University Health Board, Domiciliary Care Executive Liaison Group</li> </ul>	<p>09.08.18</p> <p>09.08.18</p> <p>09.08.18</p> <p>09.08.18</p> <p>09.08.18</p>	20.02.24

Name	Details of interests	Date interest disclosed or updated	Date Register amended or checked
<b>John Phelps</b>	<ul style="list-style-type: none"> <li>Self-employed FE Education &amp; Training Consultant</li> </ul>	29.05.19	20.02.24
<b>Matthew Preece</b>	<ul style="list-style-type: none"> <li>Self-employed – Business Consultant (formerly under ‘Business Doctor’ franchise) - paid consultancy to businesses across Gwent. Clients include firm providing security services to the college.</li> <li>Vice President of BNI Celtic – referral networking group based in Newport</li> <li>Wife – Financial Director, Aviva</li> </ul>	16.01.20 16.01.20 16.01.20	20.02.24
<b>Timothy Rathbone</b> Appointed 1 April 2024	<ul style="list-style-type: none"> <li>Director (paid employment) – Hoare Lea (retired/ends 30/04/24)</li> <li>Trustee, Gwent Wildlife Trust</li> </ul>	19.04.24 19.04.24	19.04.24
<b>Maria Retter</b> Appointed 24 July 2024	<ul style="list-style-type: none"> <li>Staff Member, Coleg Gwent</li> <li>Governor, Risca Community Comprehensive School</li> </ul>	23.08.24	15.10.24
<b>Wendy Rogers</b> Retired 31.07.24	<ul style="list-style-type: none"> <li>Staff member, Coleg Gwent</li> <li>Deputy Chair, UCU, Coleg Gwent</li> <li>Chair, UCU Crosskeys Campus</li> </ul>	10.08.18 10.08.18 10.08.19	10.08.18
<b>Lizzie Swaffield</b>	<ul style="list-style-type: none"> <li>Employee Education Endowment Foundation</li> <li>Shareholder, Moordale Ltd. (Engineering services business)</li> <li>Husband – owner, Moordale Ltd.</li> </ul>	28.09.20 07.12.23 07.12.23	20.02.24
<b>Martin Veale</b> Leaver 31/03/24	<ul style="list-style-type: none"> <li>Independent Member &amp; Audit Committee Chair, Velindre University NHS Trust. (Remunerated) &amp; Trustee of Velindre Fundraising Charity</li> <li>Board Member and Chair of Audit &amp; Risk Committee, Sport Wales</li> <li>Director, Pen Y Cymoedd Windfarm Development Community Interest Company. Appointed Chair 01.10.22</li> <li>Governance &amp; Audit Committee Lay Member, Pembrokeshire County Council</li> <li>Lay Member &amp; Chair, Governance &amp; Audit Committee, Merthyr Tydfil CBC</li> <li>Lay Member of Governance &amp; Audit Committee, Blaenau Gwent County Borough Council</li> <li>Lay Member, Governance &amp; Audit Committee Monmouthshire CBC</li> <li>Member of the Audit &amp; Risk Assurance Committee, Health &amp; Social Services Directorate, Welsh Government</li> <li>Member, Audit Committee, Health &amp; Social Services Directorate, Welsh Government</li> <li>Lay Member of Audit &amp; Risk Committee, Hafod Housing Association, Cardiff</li> <li>Lay Member of Joint Audit Committee (reporting to Chief Constable and Police &amp; Crime Commissioner for South Wales) (from May 2021)</li> <li>Lay Member &amp; Chair of Standards Committee, Mid and West Wales Fire Authority (from April 2021)</li> <li>Lay Member of Standards Committee, Merthyr Tydfil CBC</li> <li>Lay Member &amp; Vice Chair of Standards Committee, Brecon Beacons National Park Authority</li> <li>Governor, Hawthorn High School (unremunerated)</li> <li>Governor, New 3-16 School, Hawthorn, Pontypri8dd</li> <li>Justice of the Peace, Mid Wales Bench, HM Courts &amp; Tribunals Service</li> <li>Lay Member, Children &amp; Young People Committee, Rhondda Cynon Taf CBC</li> <li>Audit Committee Member, ACAS (remunerated) (w.e.f. 01.03.23)</li> </ul>	15.03.16 01.09.18 25.10.22 06.09.19 11.04.19 07.01.21 09.06.22 20.01.20 22.06.22 07.01.21 10.05.21 10.05.21 22.06.22 22.06.22 20.01.20 22.06.22 12.09.16 22.06.22 13.02.22	20.02.24
<b>Gareth Watts</b>	<ul style="list-style-type: none"> <li>Director Corporate Governance &amp; Board Secretary, Cwm Taf Morgannwg University Health Board (Employed w.e.f. 01.08.23)</li> <li>Former Head of Governance &amp; Assurance, Senedd Cymru/Welsh Parliament (Employment ceased 31.07.23)</li> <li>Governing Body Member, Meadowbank School, Cardiff</li> </ul>	12.07.23 20.10.15 17.10.17	20.02.24

Name	Details of interests	Date interest disclosed or updated	Date Register amended or checked
	<ul style="list-style-type: none"> <li>Member Joint Audit Committee– Police &amp; Crime Commissioner for Gwent &amp; Gwent Police</li> <li>Former Independent External Member of Coleg Gwent Audit Committee</li> </ul>	01.10.22 10.10.22	
<b>Dorota Lee</b> (External Member) Leaver 31.05.24	<ul style="list-style-type: none"> <li>Employee, Dept. Science, Innovation &amp; Technology/BDUK: Portfolio Assurance Lead</li> <li>Former employee, Office for Students (ceased November 2021)</li> <li>Justice of the Peace, Adult &amp; Family Court, Gwent Bench</li> <li>Former Member, Independent Monitoring Board, HMP USK (unremunerated role). Ceased July 2022</li> </ul>	04.01.21 04.01.21 23.06.21 23.06.21	16.01.24
<b>Farishna Chohan-Solanki</b> (External Member)	<ul style="list-style-type: none"> <li>Employee – Group Financial Control Manager, Legal &amp; General</li> <li>Director &amp; Shareholder, Podmed Podiatry</li> </ul>	03.05.23 03.05.23	16.01.24
<b>Rafiu Ajayi</b> (External Member) Resigned w.e.f 01.06.24	<ul style="list-style-type: none"> <li>Audit Consultant – Strictly Education</li> <li>Zero hours contract as an Independent Consultant, Grant Thornton LLP UK</li> <li>Former employee, Leadway Assurance, Lagos Nigeria (ceased April 2023)</li> </ul>	14.12.23 14.12.23 28.04.23	16.01.24

#### 4.3 **Contracts for the supply of goods and services**

4.3.1 In the year ended 31 July 2024, 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.

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 in the decision-making process.

#### 5.2 **Board performance**

5.2.1 The Board is committed to excellence and continuous improvement in the governance of the college. To support this, sub-committees annually assess their performance and agree an action plan for improvement. Governors also each complete an Annual Self-assessment Questionnaire in which they reflect on the performance of the Board as a whole and on their own individual performance and development needs.

5.2.2 An analysis of responses is reported to the Board, following which, an Action Plan is agreed for the year. Responses also inform the drafting of the Annual Governance Self-assessment Report. The self-assessment process is followed up with one-to-one discussions with the Chair or Vice Chair.

#### 5.3 **Performance Management & Reporting**

- 5.3.1 The Board approved a Vision, Mission and Strategic Plan for the period to 2026 in 2021. 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 is reported termly to the Board 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 in 2025, the Board will begin the process of developing a new Strategic Plan to take the college forward.
- 5.3.3 The Board takes assurance on key areas of governance responsibility through regular assurance updates. These are supported by feedback from four Link Governors who attend meetings of operational steering groups on behalf of the Board. The attendance of Link Governors ensures that any concerns or emerging issues are flagged to the Board at an early stage. The Link Governors cover four key areas and during 2023-24 were:
- |                   |  |
|-------------------|--|
| Andrew Clark      | - Information Governance/Cybersecurity |
| Elizabeth Brimble | - Safeguarding                         |
| Bailjit Gill      | - Diversity & Inclusion                |
| John Phelps       | - Health & Safety                      |

## 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 2023-24 on:

- 17 October 2023
- 12 December 2023
- 19 March 2024
- 21 May 2024
- 24 July 2024

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 2023-24 the Board approved expenditure on digital equipment and infrastructure funded by Welsh Government Digital 2030 and the purchase of equipment for a series of 'Mini-HiVE' Hubs in partner schools across the Caerphilly and Torfaen areas. The latter being funded by a grant from the Tech Valleys Board. Expenditure of £288k on backlog maintenance was also approved.

## 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 – Chris 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. Several members have 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) attend all meetings. The committee holds private discussions with both representatives annually. All college staff (including the Governance Officer and Principal) are excluded from these discussions.

6.3.4 In 2023-24, the Audit Committee met four times on:

- 28 November 2023
- 5 March 2024
- 7 May 2024
- 2 July 2024

All meetings of the Audit Committee 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 Welsh Government.

NB: (from August 2024 Medr, (the new Commission for Tertiary Education & Research) assumed powers for the regulation and oversight of colleges in Wales and annual submissions will now be made 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. It monitors curriculum planning and delivery, as well as progress on implementing of the Teaching & Learning, Curriculum & Skills and Faculty Strategies. The committee also reviews regular updates on learner recruitment, retention, attendance, assessment and attainment. Other areas of oversight include learner involvement, Safeguarding, Additional Learning Needs and Marketing.

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 Principal (Curriculum & Quality)
- Vice Principal (Partnerships & Learner Journey)
- Faculty Directors (x3)
- Director of Quality & Learner Experience
- Director of Curriculum & Information Service

From September 2024, the Vice Principal (Resources & Planning) will also attend meetings of the committee.

6.4.4 During 2023-24 the Curriculum & Quality Committee met four times on:

- 24 October 2023
- 16 January 2024
- 16 April 2024
- 11 June 2024

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

6.5.3 The committee met four times during 2023-24 on:

- 21 November 2023
- 27 February 2024
- 23 April 2024
- 25 June 2024

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. This includes monitoring progress and actions arising from the implementation of Medr.

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. Each decision to appoint a new member must be made with reference to the advice of the committee.

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 candidates for appointment.

6.6.4 During 2023-24 the committee met six times on:

- 19 September 2023
- 22 November 2023
- 19 February 2024
- 11 March 2024
- 30 April 2024
- 03 July 2024

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 at Board and committee meetings in 2023-24 was:

<b>Attendance 23-24</b>	
Board	69%
Audit Committee	96%
Curriculum & Quality Committee	64%
Finance & Resources Committee	73%
Governance & Membership Committee	88%
Strategy Seminars	57%
Overall attendance	71%

6.7.3 Attendance data was shared with the Board and Governors are periodically reminded of the importance of maintaining good attendance, both to support their own development and understanding, and to ensure the Board is able to draw on the full range of skills and experience available to it.

## 7. **SENIOR POST HOLDERS**

### 7.1 **Remuneration Committee**

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

- Principal/Chief Executive
- 3 Vice Principals
- Governance Officer

7.1.2 During 2023-24, the Board undertook a full review of all Senior Post Holder policies and a Senior Post Holder Handbook was subsequently approved. This coincided with the retirement of the then Principal, a restructure of the Corporate Leadership Team and appointment of three new Senior Post Holders

7.1.3 At the October 2023 Board meeting, Governors approved a pay award for all other staff. The Remuneration Committee subsequently met on 5 December 2023 and following discussions, made a recommendation to the Board that Senior Post Holders should receive an award on the same terms as other staff. In considering Senior Post Holder pay, the committee takes into consideration a number of factors including performance, relevant benchmarking data and any recent sector staff pay award. The Senior Post Holder pay award was subsequently approved at the December 2023 Board meeting.



## 7.2 **Senior Post Holder Recruitment**

7.2.1 In October 2023, the then Principal/Chief Executive of Coleg Gwent, Guy Lacey informed the Board of his intention to retire in September 2024. The Board subsequently approved a proposal for a restructure of the Corporate Leadership Team. Recruitment exercises were held for the role of Principal/Chief Executive, as well as a new role of Vice Principal (Partnerships & Learner Journey). Following the appointment of Ms Nicola Gamlin to the Principal/Chief Executive role, a further recruitment was held to replace her in the role of Vice Principal (Curriculum & Quality).

7.2.2 A recruitment panel was established for each role consisting of:

Principal/Chief Executive role – The Chair, Vice Chair and four additional independent Governors ; and

Vice Principal roles - The Chair, Vice Chair and two additional independent Governors.

## 8. **KEY DEVELOPMENTS**

8.1 A key focus for the Board during 2023-24 was Financial Health, particularly in relation to funding pressures and future capital projects. Governors explored this in detail at a Strategy Seminar in March 2023 and again at the December 2023 Board meeting. A Financial Health Action Plan was agreed and has been implemented by college management with the close involvement of managers and Social Partnership colleagues. The Board and Finance & Resources Committee received updates at each meeting throughout the year and the process informed the setting of the 2024-25 Budget.

Key capital Estates projects have continued to experience delays but the Board has been pleased to note that plans are still on schedule for the new HiVE (High Value Engineering Centre) in Ebbw Vale to open for September 2025.

The development of a new city centre campus in Newport (Newport Knowledge Quarter) is moving forward. Progress has been slower than anticipated but the Board has continued to receive updates and anticipates moving to the next stage of the project during 2024-25.

During 2023-24 the Board approved a Masterplan for the development of the existing Crosskeys Campus. This will be a 9-year phased scheme to improve layout and upgrade buildings with funding from the Sustainable Communities for Learning Fund. It is anticipated that work will commence on Phase 1 during 2025 and be completed during 2027.

## 9. **GOVERNANCE OFFICER**

9.1 The Coleg Gwent Governance Officer throughout 2023-24 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 2023-24, the Governance Officer engaged in training and development on:

- Data Protection & Freedom of Information

- Anti-fraud, Bribery & Corruption
- Health & Safety
- Diversity
- Safeguarding

She also attended the Colegau Cymru Annual Conference and participated in an online briefing on the implementation of Medr. 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 2024, 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: 10/12/24

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 2024.



**Mark Langshaw MBE**  
Chair of Governors

Date: 10-12-24