



Cardiff and Vale College
Coleg Caerdydd a'r Fro

**CARDIFF AND VALE COLLEGE
FURTHER EDUCATION CORPORATION**

Annual Report of the Head of Group Corporate Governance / Clerk to the Corporation 2017-18

To be presented at the AGM 12 December 2018 at 9.30am
Author: Louise Thomas, Clerk to the Corporation, 26 November 2018



Introduction

The following is the Clerk’s Annual Report to the Corporation for the year 1 August 2017 to 31 July 2018. This Report is requested by WG for the Provider Assurance and Governance Services (PAGS). I, Louise Thomas, was appointed as Clerk to the Corporation on 25 May 2012 and have undertaken this duty since this date.

It provides a significant degree of assurance to the Corporation that its’ activities have been undertaken in accordance with the implementation of governance as determined in Schedule 1 of the Instrument of Government as laid out in the Cardiff and Vale College Further Education Corporation. These were firstly amended in July 2015, following on from the College’s restructure of its’ Governing Body, and have subsequently been amended and approved in July 2018 to take into account the acquisition of ACT.



Report

At any one time during the academic year, the Governing Body was composed of a total of 30 members, and, in accordance with the Instruments of Government, the determination was, for the period between 1 August 2017 to 31 July 2018, as follows:

Full Governors (not including Local Authority, Group Chief Executive, Staff or Student Govs)	11
Co-opted Governors	5
Community Governors (not including 3 Co-opted Governors)	9
Local Authority Members (Cardiff and Vale Councils)	2
Staff Governors (Academic/Business Support)	2
Sabbatical Officer/Student Governors	2
Group Chief Executive	1
Independent Member Remuneration Committee	1



In addition to this, the Co-opted Committee Members on each Committee were as follows:

Audit Committee	4
Finance, Estates and HR Committee	0
Curriculum, Quality and Student Affairs	2

(Please note however, that 1 Co-opted Governor sits on 2 Committees, that is Audit and CQSA, and therefore the total number of Co-opted Governors for the period covered by the Report was 5).

All Governors were invited to renew their three-year term of office, to resume from 1 August 2017 to 31 July 2020. All decided to remain with the exception of Hannah Pudner, who decided that her role for an international charity would make it difficult to attend meetings going forward. Aliya Mohammed changed her status from Co-opted Governor to Community Board Governor.

All members of the Governing Body comply with the eligibility requirements and once appointed receive a full induction from the Head of Group Corporate Governance/Clerk.

Register of Interests of Corporation Members and Senior Post Holders is maintained and kept up-to-date by the Head of Group Corporate Governance/Clerk and is available for public inspection.

A Register of Gifts and Hospitality (as per the Code of Conduct, second revision and approval in September 2018) of Corporation Members and Senior Post Holders is maintained and kept up-to-date by the Head of Group Corporate Governance/ Clerk and is available for public inspection.

I can confirm that no payments have been made which remunerate members of the Governing Body for their services as members in the period 1 August 2017 to 31 July 2018.

Notification of the award of any contracts for the supply of goods and services to any member of the Governing Body or to any organisation with which a member is connected

<i>Connected Member - Iestyn Morris - Capital Law £29,010</i>

<i>I can confirm that Mr Morris was not involved in the approval of this contract.</i>
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Meetings

I can confirm all the meetings of the Governing Body and its' Committees were quorate in the period 1 August 2017 to 31 July 2018.

The Governing Body's monthly meetings were as follows:

- o 5 September 2017
- o 3 October 2017
- o 7 November 2017
- o 12 December 2017
- o 16 January 2018
- o 6 February 2018
- o 6 March 2018
- o 17 April 2018
- o 9 May 2018
- o 5 June 2018
- o 3 July 2018

I can also confirm the Governing Body has received financial reports at least once each term in the period 1 August 2017 to 31 July 2018.

The Clerk to the Corporation arranged a Governor Strategy Day on 12 June 2018, with all Full and Co-opted Governors invited to attend, along with Marian Jebb, WG.

The following Committee meetings were held on the following dates:

Audit Committee

- o 21 September 2017
- o 30 November 2017
- o 27 March 2018
- o 14 June 2018

Curriculum, Quality and Student Affairs Committee

- o 28 September 2017
- o 23 November 2017 (Approval of Self-Assessment Reports for the Group)
- o 15 March 2018
- o 20 June 2018

Finance, Estates, Commercial and HR Committee

- o 19 October 2017
- o 24 November 2017
- o 25 January 2018
- o 22 March 2018
- o 28 June 2018

Remuneration Committee

- o 23 October 2017

Search & Governance Committee

- o 23 October 2017

AGM (2017/18)

- o 12 December 2018

Community Board

- o 15 November 2017
- o 13 June 2018

Chair & Vice Chair

Geraint Evans remains as Chair of the Corporation and Bart Haines as Vice Chair. Both parties will remain until the AGM of 2020.



Governor Training and Events

All new Governors partake in a formal induction with the Clerk and to include the mandatory training sessions in Equality & Diversity and Safeguarding.

Formal training for Governors has been as follows:

- o Risk Management – Ian Howse, Deloitte (Main Board)
- o Welsh Language Standards – Rhianwen Davies (Main Board)
- o Learner Support and Wellbeing, Impact on Vulnerable Learners – James Donaldson (CQSA Committee)
- o GDPR – Mark Roberts (FECHR Committee)
- o Apprenticeships and the Levy – Andy Whitcombe (Community Boards)
- o Bay Citizens Community Jobs Compact – Ali Abdi (Community Board)

All Governors were invited to attend the Annual Awards Ceremony on the 12 October 2017, which took place at the Canal Parade campus. Chairs of Committees and CQSA members were invited to the QSA Awards on 14 March 2017.

Mr Geraint Evans, Mr David Reeves and Hannah Pudner were members of the Eastern High and CAVC Joint Committee, which met regularly throughout the year.

The ACT Strategy Board has been formed and inductions had taken place by end July 2018, however, no formal meetings have occurred and are planned to proceed in 2018/19.

The Clerk's Activities and Continual Professional Development

The Clerk's activities for the year are as follows:

- o Regular attendance at the Welsh FE Clerk's Network and the Residential meeting throughout the year
- o Organisation of the Annual Governors Christmas lunch to celebrate the success of learners and staff with members of the Governing Body
- o Attendance of the following internal senior management meetings on behalf of, the Governing Body:
 - o The Quality Standards Board
 - o Safeguarding Committee
 - o The HE Academic Board
- o Attendance of the following events:
 - o Women On Boards (guest of PwC)
 - o Apprenticeship Levy
 - o Cardiff Breakfast Club (guest of Effective Communication)
 - o QSA Awards
 - o Launch of the Exchange Hotel with the Chair
- o Working across the CAVC Group towards the assimilation of ACT into the College's Governance structure

The Clerk holds the CIPFA Certificate and Diploma in Corporate Governance.

The membership of the Governing Body and its' Committees

Please see the attached Appendix for the members up until 31 July 2017.

GOVERNING BODY – May 2018

CQSA – Danny Saunders (Cttee Chair)
Francis Cowe
David Austh

AUDIT – Marlene Davies (Cttee Chair)
David Austh

FECHR – Geraint Evans (Cttee Chair, Chair GB)
David Reeves
Richard Thomas
Iestyn Morris
Mike James
David James

Bart Haines (Vice Chair GB)
Richard Thomas
Iestyn Morris
Mike James
David James

L.A. Governors:
Cllr Sarah Merry (Cardiff)
Cllr Bob Penrose (Vale)

Student Governors:
Silviana Rizea

Staff Governors:
Rhianwen Davies
Kevin Robinson

REMUNERATION COMMITTEE
4 Members

Geraint Evans (Chair)
Bart Haines
Danny Saunders
David Reeves
+ Independent Member (Prof Tony Chapman)

CURRICULUM, QUALITY, AND STUDENT AFFAIRS COMMITTEE

Danny Saunders (Chair)
Francis Cowe
Mike James
Cllr Sarah Merry
Cllr Bob Penrose

Staff Governors:
Rhianwen Davies
Kevin Robinson

Student Governors:
Silviana Rizea

Co-opt's
Breng Davies
Claire Morgan

ACT Governor tbc

ACT Student & Staff Governor tbc

SEARCH AND GOVERNANCE COMMITTEE
4 Members

Chairs of Committees

COMMUNITY BOARD

Kay Martin (Chair)
Michell Hiller-Forster (Vice Chair)
Aliya Mohammed
Azza Ali / Ali Abdi / Roda Hussein
Heather Ferguson / Shameem Nawaz / Mohammed Alamgir / Cat Burton / Laurence Kahn

Student Governors:
Silviana Rizea

Staff Governors:
Rhianwen Davies
Kevin Robinson
Peter Elmi (Staff Rep)

ACT Student & Staff Governor

AUDIT COMMITTEE

Marlene Davies (Chair)
David Austh

Co-opt's
Vivienne Compton
Laura Farrow
Donna Merrick
Breng Davies

ACT STRATEGY BOARD

Julian Baker
Margaret Foster
Steve Murphy
John Taylor

David Reeves (FECHR)
Danny Saunders (Chair & CQSA)
Silviana Rizea (Student Gov)
Susan Hatch (Staff Rep)

Heather Ferguson (CB)

FINANCE, ESTATES, COMMERCIAL AND HR COMMITTEE

Geraint Evans (Chair)
David Reeves
Bart Haines
Iestyn Morris
Richard Thomas
Mike James
David James

Staff Governors
Rhianwen Davies
Kevin Robinson

Co-opt's
ACT Governor tbc