

**Cardiff and Vale College
Further Education Corporation**

**Annual Report of the
Head of
Group Corporate
Governance/
Clerk to the Corporation
2019-20**

To be presented at the AGM 8 December 2020 at 9.30am

Author: Louise Thomas, Head of Group Corporate Governance/Clerk to the Corporation,
12 November 2020

Introduction

The following is the Clerk's Annual Report to the Corporation for the year 1 August 2019 to 31 July 2020. 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 consider the acquisition of ACT.

A subsequent restructure of the Governing Body has occurred with the removal of both the ACT Strategy Board and Community Board to reflect how the Board has matured and become more established. Two members from each Board were invited to become Governors and all parties accepted. This was formalised in May 2020.



Board Structure

At any one time during the academic year, the Governing Body was composed of a total of 37* members, and, in accordance with the Instruments of Government, the determination was, for the period between 1 August 2019 to 31 July 2020, as follows:

- Full Governors (not including Local Authority, Group Chief Executive, Staff or Student Govs)	14
- Co-opted Governors	9
- Community Governors (not including 3 Co-opted Governors)	6
- Local Authority Members (Cardiff and Vale Councils)	2
- Staff Governors (Academic/Business Support)	2
- Sabbatical Officer/Student Governors	2
- ACT Strategy Board Governors (in addition to the Staff, Student, Full, Co-opted or Community Board Governors also represented)	5
- Group Chief Executive	1
- Independent Member Remuneration Committee	1**

** This is a cumulative total and therefore the movement from one Governor category to another is counted in each category unless otherwise stated*

***The appointment of an Independent Member of the Remuneration Committee is a direct result of WG guidance and best practice.*

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

- Audit Committee	5
- Finance, Estates and HR Committee	1
- Curriculum, Quality and Student Affairs	5

(Please note however, that 2 Co-opted Governors sit on 2 Committees, that is Audit and CQSA, and therefore are counted twice for the purposes of the above).

Please note the decision to restructure the Governing Body has meant a number of members were invited to join the Board as Main Governors or Co-opted Governors, hence the apparent 'growth' in numbers. Please note that for this transition period, some Governors are noted twice to give an accurate picture of numbers in each part of the structure over the 12-month period.

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.

A 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 2019 to 31 July 2020.



Meetings

I can confirm all the meetings of the Governing Body and its' Committees were quorate in the period 1 August 2019 to 31 July 2020.

The Governing Body's monthly meetings were as follows:

- 9 September 2019
- 8 October 2019
- 5 November 2019
- 11 December 2019
- 14 January 2020
- 4 February 2020
- 3 March 2020
- 31 March 2020
- 5 May 2020
- 9 June 2020
- 2 July 2020

I can also confirm the Governing Body has received financial reports at least once each term in the period 1 August 2019 to 31 July 2020.

Due to the impact of Covid, the annual **Governor Strategy Day** scheduled for May/June 2020 was postponed until the following academic year.

The College is taking an active part in a 3-year ESRC (Economic and Social Research Council) project on FE Governance, with the Clerk forming part of the Impact Group. This project will be reporting on findings and reporting in summer 2021.

Despite the rapid onset of a global pandemic in March 2020, I can confirm that all meetings from end March 2020 moved to the virtual 'Teams' platform without any disruption to corporation business whatsoever. All Governors received basic training and have adapted admirably to the challenges that have arisen due to these changes.

The following Committee meetings were held on the following dates:

Audit Committee:

- 19 September 2019
- 28 November 2019
- 27 February 2020
- 18 June 2020

Curriculum, Quality and Student Affairs Committee:

- 26 September 2019
- 21 November 2019 (*Approval of Self-Assessment Reports for the Group*)

- 26 March 2020
- 21 May 2020

Finance, Estates, Commercial and HR Committee:

- 18 October 2019
- 23 November 2019
- 24 January 2020
- 22 March 2020
- 27 June 2020

Remuneration Committee:

- 30 January 2020

Search & Governance Committee:

- 30 January 2020
- 31 March 2020

AGM (2019/20):

- 8 December 2020

Community Board:

- 23 October 2019

ACT Strategy Board:

- 12 November 2019
- 25 February 2020

Chair & Vice Chair, for decision

The 3-year term of office for the current Chair and Vice Chair culminates at this AGM. I can confirm all Governors have received an advance correspondence to invite any expressions of interest for either role and the voting process should there be more than one candidate for each position.

The formalities for the appointment of these roles will commence and I will request a nomination and seconder for each role. Both roles will be in position for a maximum term of 3 years, culminating in the December 2023 AGM.

Governor Training and Events

- Equality and Diversity Update, Samina Khan
- Safeguarding Update, James Donaldson

CQSA Committee Training sessions:

- Engineering, Kevin Robinson
- Work Experience, James Donaldson
- Bids and Research, James Scorey
- Academic Research, Emil Evans

ACT Strategy Board Training sessions:

- Learner Health and Wellbeing Project, Leon Patnett

Community Board Training sessions:

- Barriers to Progression, Kay Martin

All Governors were invited to attend EdFest online, the professional development festival for staff held at the end of the academic year in June 2020. A number of Governors logged onto the presentations and all were invited to take part in a virtual 'Escape Room'.



The Clerk's Activities and Continual Professional Development

The Clerk's activities for the year have been significantly affected by Covid but are as follows:

- Monthly virtual FE Clerk's Network with no residential forum this year due to Covid
- Monthly virtual ESRC Impact Group updates
- 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

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 2020.

