



Coleg Gŵyr Abertawe
Gower College Swansea

GOWER COLLEGE SWANSEA

CORPORATION BOARD

**ANNUAL REPORT FOR THE YEAR ENDED
31 JULY 2020**

GOVERNANCE ANNUAL REPORT 2019/20

1. Introduction

This report concerns the activities of Gower College Swansea Further Education Corporation during 2019-20.

2. Instrument and Articles of Government

2.1 The Gower College Swansea Further Education Corporation (Government) Regulations 2010 (as amended by the Corporation in June 2015) provide the Instrument of Government and Articles of Government for the Gower College Swansea Further Education Corporation.

2.2 These were amended in March 2020 to allow for participation at meetings electronically, and for the quorum requirement to be satisfied where members were attending electronically.

3. Byelaws

3.1 The Corporation Board approved its Byelaws at its first meeting on 14 June 2010, and these have been updated on 23 June 2011, 25 June 2012 and March 2014, were amended in February 2015 and again in January 2020.

3.2 As a result of the review in January 2020 the following amendments (in bold below) were proposed and subsequently approved by the Corporation Board:

- Paragraph 1.3 to read: *Members are expected to attend no less than 60% of all Corporation Board, and Committee meetings **where they are a member**, held in any academic year.*
- Paragraph 4.2 to read: *The **Chair of the Board** (or in his absence the Vice Chair) acting in consultation with the Clerk and the Principal shall approve the agenda for each meeting...*
- New paragraph 4.3 to read: ***The Chair of each Committee acting in consultation with the Clerk shall approve the agenda for each meeting.***
- Paragraph 9: to read *In accordance with the Instrument of Government the Corporation will appoint two members who are members of staff at the College. One of the members to be a member of the teaching staff, and one member to be a member of the non-teaching staff, **elected at an election open to all members of staff, from those nominated by any member of staff.***
- Paragraph 5 of the procedure for the nomination and appointment of staff members to add ***the election for either or both vacancies will be open to all members of staff.***
- Paragraph 15 of the procedure for the nomination and appointment of staff members, second sentence to read: ***The Chair of the Corporation Board will consider the appeal or complaint and come to a decision.***

- Student Governor election process: remove references to dates in the third and eighth paragraphs, and add ***In the case of a tied vote the outcome will be decided by the toss of a coin*** to the sixth paragraph.
- Paragraph 4.5, the second sentence to read: *Otherwise than in exceptional circumstances (or in accordance with these Bye-Laws) papers should not be **tabled at a meeting, or issued less than seven clear days before any meeting for which they are required.***

4. Composition of the Corporation Board

- 4.1 The Board membership consists of 20 members including the Principal, two staff members, and two students.
- 4.2 Two student members were appointed in October 2019 for the academic year 2019-20. Mr Laimis Lisauskas (NUS Branch President), and Mr Yaman Mhissen. (Minute 12 refers).
- 4.3 The two Council nominees, Councillors Sam Pritchard and Des Thomas continued as members during the year and in March the City and County of Swansea continued their nomination to the Board. Two members finished at the end of the 2019 academic year, Mr Colin Cornelius and Mrs Carol Green. One member was appointed at the beginning of the year, Mrs M Leyshon. One member resigned, Mrs Chantal Patel,
- 4.4 Members of the Corporation

The members who served the institution during 2019-20 were as follows:

Dr D Ashelby
 Mrs Helen Bjork
 Mr C Cornelius, Chair
 Mr M Day
 Mr A Donald
 Mrs C Green
 Mr M Howells
 Mr M Jones (Principal)
 Mrs M Leyshon (August 2019)
 Mr L Lisauskas (NUS Branch President)
 Rev Dr Adrian Morgan
 Mr Y Mhissen (Student)
 Mrs C Patel (Vice-Chair) (until February 2020)
 Cllr S Pritchard
 Judge R Singh
 Mrs D Thomas
 Cllr D Thomas
 Mrs Pam Walters
 Mr G Williams
 Mrs S Williams
 Mr John Britton is co-opted to the Capital Projects Sub Committee.

5. Confirmation of Eligibility

All Corporation Board Members indicate their compliance with the eligibility criteria on application. Current members confirmed their continued compliance during August prior to the start of the 2019-20 academic year.

6. Terms of Reference

6.1 The Terms of Reference for each of the Committees were reviewed in the autumn 2019 and minor amendments were approved by the Board where appropriate.

6.2 The 2019-20 committee structure for Gower College Swansea was unchanged from the previous year and was as follows:

- Audit Committee;
- Curriculum and Quality Committee;
- Finance and General Purposes Committee;
 - Capital Projects Sub-Committee
- Human Resources and Organisational Development Committee;
- Learner Support Committee;
- Remuneration Committee;
- Search and Governance Committee.

7. Register of Interests

Registers of Interests are maintained for both Corporation Board Members and Senior Managers. Each member reviews their entry annually. The Registers are available for public inspection on request.

8. Code of Conduct for Corporation Members

8.1 At its meeting on 14 June 2010 the Corporation Board approved a Code of Conduct for Corporation Members. This was amended in October 2013 (Minute 14.4 refers) to reflect changes in legislation relating to the Bribery Act 2010 and public interest disclosure (Whistleblowing).

8.2 The Code of Conduct was reviewed in 2016-17 to take account of the Code of Good Governance for Colleges in Wales and the Board approved a number of amendments. (Minute 26.2 February 2017 refers). No further changes have been made and the Code of Conduct is now due for review.

9. Whistleblowing

9.1 A Whistleblowing Annual Report is produced by the Clerk to the Corporation and presented to the Audit Committee by December of each year.

9.2 In the event that there are whistleblowing incidents during the year, the report covers:

- The number of incidents of whistleblowing during the year;
- Confirmation that each incident was investigated by a designated assessor;
- The result of each investigation;
- Confirmation that all incidents were reported to the Audit Committee and Corporation Board;
- The actions taken as a result of investigations.

9.3 There were no whistleblowing matters raised at Gower College Swansea during 2019-20.

10. Corporation Board Meetings

10.1 An annual schedule of meetings was produced by the Clerk and agreed by the Corporation Board at its meeting in June 2019 and during 2019-20 the Corporation Board meetings operated to the scheduled calendar with the addition of two Special Meetings

10.2 During 2019-20 the Corporation Board met on 9 occasions and met at least once each term:

- Autumn term: 17 October 2019; 12 December 2019,
- Spring term: 13 February 2020; 17 March 2020 (Special Meeting); 26 March 2020
- Summer term: 14 May 2020; 18 June 2020 and 9 July 2020 (Special Meeting).

10.3 From 17 March meeting on all meetings took place electronically via Microsoft Teams.

10.4 All meetings of the Board were quorate and the average attendance at scheduled meetings as 80% and at all meetings was 79%, (based on the determined number of members of 20), a considerable improvement on previous years. (67% 18-19 61% 2016-17, 63% 2015-16, 71% 2014-15, 63% 2013-14).

11. Meetings of Committees

From 17 March 2020 all meetings of Committees that were held took place on the scheduled dates and were held electronically via Microsoft Teams. This led to some members having difficulty accessing the meetings however all attendance data has been collated and is included at Appendix A to the report.

12. Search and Governance Committee and Audit Committee

- 12.1 The Search and Governance Committee met on the scheduled dates of 15 October, and 21 January 2020. Special meetings were held on 18 November 2019 and 4 August 2020. Two meetings 24 March and 28 April 2020 were cancelled.
- 12.2 The Audit Committee met five times during the year – 26 September 2019, 28 November 2019, 5 March 2020 and 4 June 2020.
- 12.3 The Committee discussed at each of its meetings the internal audit reports available, progress with previous audit recommendations, updates on health and safety management, and risk management in the College, management of Freedom of Information Act requests and data protection matters, and the fraud register.
- 12.4 Other matters considered included: the audit strategy and annual internal audit plan; Local Government Pension Scheme update (McCloud and Guaranteed Minimum Pension issues); the Whistleblowing annual report for 2018-19; Financial Statements for the year ended 31 July 2019 and the audit of the same; the annual report on the College's compliance with the Financial Memorandum; modern day slavery and human trafficking statement; the review of gifts and hospitality registers; the Equality Annual Report for 2018-19; the Health and Safety Annual Report; and Procurement report for 2018-19; external auditors were appointed at the meeting on 5 March 2020; a health and safety update around Covid-19; the external audit strategy memorandum for the year ending 31 July 2020; a review of the Conflict of Interest Policy; and review of the financial regulations
- 12.5 The Audit Committee met the auditors without management present, and reviewed the performance of the internal and external auditors (November 20219). In addition, after due process they recommended the appointment of internal auditors for a further term.

13. Notification of Changes of the Chair and Vice Chair

- 13.1 Mr Colin Cornelius was initially elected Chair of the Corporation in June 2010 for a period of office of two years ending in July 2012. In May 2012 he was re-elected as Chair and held this post for 4 years (until July 2016). He was re-elected as Chair of Governors on 14 April 2016 for a period of 4 years and finished his term of office in July 2020.
- 13.2 Mrs Chantal Patel was elected Vice-Chair on 12 May 2016 for a period of 4 years starting in June 2016 and resigned from the Board in February 2020.
- 13.3 Mrs Pam Walters was elected as Vice-Chair to the Board in March 2020 for a period of 4 years. Mr Meirion Howells was elected to Chair the Board for a period of four years from 1 August 2020.

14. Financial Reports/Management Accounts

The Corporation Board received financial reports and Management Accounts at the following meetings:

- 17 October 2019: Management accounts for the period ending 31 July 2019;
- 20 December 2019: Financial statements for the year ended 31 July 2019, and Management accounts for the period ended 30 September 2019;
- 13 February 2020: Management accounts for the four months ending 30 November 2019
- 26 March 2020: Coronavirus impact; re-budget 2019-20 ; Management accounts 6 months ended 31 January 2020;
- 14 May 2020: Reforecast 2019-20
- 18 June 2019: Management accounts 9 months 30 April 2020, Financial forecasts 2020-21

15. Remuneration of Governors

No payments were made to Corporation Board Members during the year, with the exception of:

- The reimbursement of travel and subsistence expenses;
- The salary and expenses paid to the Principal in connection with his employment at the College.

16. Contracts for Supply of Goods and Services

- 16.1 The Board is asked to notify the Welsh Government of the award of any contracts for the supply of goods or services to any member of the governing body for their services as members.
- 16.2 This information is included in the Annual Financial Statements for the College.

17. Academic Board

The Articles of Government do not require the Corporation to establish an Academic Board and there is currently no College Academic Board.

18. Governor Training and attendance at events

- 18.1 The two student governors and one new member received induction training at the start of their terms of office.
- 18.2 Members attended a Strategic Planning event in March 2020 which included governor development on the new insolvency regime. Members were also provided with access to online training through the College's systems and encouraged to undertake a range of on-line courses.
- 18.3 Members were invited to attend a number of events additional to Board and Committee meetings during the course of the year. These included student performances and awards ceremonies.

19. Training of the Clerk

The Clerk (Mrs S Barron) attended Clerks' network meetings and events during the course of the year and continued her professional development through desk based research, continued discussion and contribution to good practice through governance mail-based networks, and online training provided in-house.

20. Equality and Diversity

- 20.1 In accordance with the Code of Good Governance the Board must meet, and should aim to exceed, its statutory responsibilities for equality and diversity through its own actions and behaviour in all aspects of its affairs.
- 20.2 In terms of appointments to the Board the Search and Governance Committee reviewed the diversity of its current membership when considering the avenues to use in promoting vacancies and when considering recommending members for appointment.
- 20.3 Members have indicated that they are confident on the Board's responsibilities in relation to equality and diversity.

21. Compliance with the Code of Good Governance

- 21.1 The Code of Good Governance refers to openness and transparency on the part of the Corporation Board in the conduct of its affairs and the extent to which the Code has been adopted.
- 21.2 Governors have reviewed their compliance with the Code of Good Governance in general and recognise the Code when reviewing governance processes.

Signed: Date:.....
Chair of the Corporation
Gower College Swansea

Signed: Date:.....
Clerk to the Corporation
Gower College Swansea

Audit Committee	% attendance	Curriculum and Quality Committee	% attendance
26 September 19	66% (4/6)	19 November 19	100%
28 November 19	66%	10 March 20	62% (5/8)
5 March 19	50%	19 May 20	100%
4 June 19	100%		
Finance and General Purposes Committee	% attendance	Human Resources and Organisational Development Committee	% attendance
10 October 19	57 (4/7)	11 November 19	50
21 November 19	100	23 March 20	83 (5/6)
23 January 20	86 (6/7)	8 June 20	67 (4/6)
12 March 20	57		
11 June 20	86		
Learner Support Committee	% attendance	Search and Governance Committee	% attendance
5 November 19	62% (5/8)	15 October 19	50
11 February 20	87% (7/8)	18 November 19	83
16 June 20	87%	21 January 20	67
		4 August 20	50
Remuneration Committee			
11 February 20	100%		