



Gower College Swansea  
Coleg Gŵyr Abertawe

**GOWER COLLEGE SWANSEA**

**CORPORATION BOARD**

**ANNUAL REPORT FOR THE YEAR ENDED  
31 JULY 2017**

## **GOVERNANCE ANNUAL REPORT 2016/17**

### **1. Introduction**

This report concerns the activities of Gower College Swansea Further Education Corporation during 2015-16.

### **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 Two amendments were made in 2015-16:

One amendment approved on 11 February 2016 to indicate that the Board 'will' (rather than 'must') consist of 20 members; and a second amendment approved on 12 May 2016, to increase the quorum for Corporation Board meetings from 8 to 10.

2.3 No amendments were made in 2016-17.

### **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 and were amended in February 2015.

3.2 In February 2017 the Byelaws were amended to correct an anomaly in the requirements for nomination for vice-chair of the Board. Schedule 1B of the Byelaws were amended to include the requirement for a seconder for the position of Vice-Chair.

3.3 The Byelaws were reviewed in the light of the adoption of the Code of Good Governance, in particular the element indicating that governors should not normally serve more than two terms of office. The Corporation Board agreed to amend paragraph 7.2 of the Byelaws to read:

*'Whilst governors should not normally serve more than two continuous terms of office, each reappointment would be considered on its own merits and a third term agreed where the Board required the skills and experience of the current member;'*

### **4. Composition of the Corporation Board**

4.1 The Instrument of Government no longer prescribes categories of membership for the Corporation Board. The Board membership consists of 20 members including the Principal, two staff members, and two students.

- 4.2 Two student members, Ryan George and Samuel Williams were appointed following a nomination process on 12 May 2016 for the academic year 2016-17. (Minute 54.2 refers).
- 4.3 Two members retired at the end of the 2016 academic year, Dr Peter Padley and Robin Kirby, and two members were appointed to replace them: Mr Kieron Rees, and Mrs Susan Williams. (Minute 66.6 30 June 2016 refers). Mr Meirion Howell, who had previously been appointed a co-opted member of the Finance and General Purposes Committee pending a vacancy arising on the Board was appointed as a Board member. (Minute 54.2 May 2016 refers)
- 4.4 Members of the Corporation

The members who served the institution during 2016-17 were as follows:

Dr D Ashelby  
Mr J Britton  
Mr T Clark (Academic staff)  
Mr C Cornelius, Chair  
Mr M Day  
Mr A Donald  
Mr Ryan George (Student)  
Mrs C Green  
Mr Meirion Howells  
Mr M Jones (Principal)  
Mr C Low (Support Staff)  
Mrs C Patel (Vice-Chair)  
Cllr J Raynor  
Ms F Rees  
Mr K Rees  
Cllr C Richards  
Judge R Singh  
Mr G Williams  
Mrs S Williams  
Mr S Williams (Student)

## **5. Confirmation of Eligibility**

- 5.1 All Corporation Board Members comply with the eligibility criteria described in Section 7 of the Instrument of Government and all but two confirmed their eligibility during August 2016.

## **6. Terms of Reference**

- 6.1 The Terms of Reference for each of the Committees was reviewed in the Autumn 2015 and minor amendments approved by the Board where appropriate.
- 6.2 The Human Resources Committee reviewed its terms of reference over the course of the year with revised terms of reference proposed to the Corporation Board in June. However the Committee was asked to review

the proposals following concerns raised by members of the Board. (Minute 51.5 June 2017 refers)

6.2 The 2016-17 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;
- Human Resources Committee;
- Learner Support Committee;
- Remuneration Committee;
- Search and Governance Committee.

## **7. Register of Interests**

7.1 Registers of Interests are maintained for both Corporation Board Members and Senior Managers. These are available for public inspection in the Clerk's Office.

## **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) The amendments included: reference to complying with the Code of Good Governance, the Conflict of Interest Policy, and charity legislation and case law; that members must act in the best interests of the College; to include a presumption of openness and engagement with all matters open to discussion by the whole Board; the requirement that members be committed, contribute proactively to meetings, be seen to be advocates of the College, should be able to allocate sufficient time to meetings, and should attend all meetings where possible.

## **9. Whistleblowing**

9.1 A Whistleblowing Annual Report will be 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 will cover:

- 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 2016-17.
- 9.4 The Whistleblowing Policy and Procedure were reviewed in September 2016 and a number of changes were made. In summary: to include reference to the Bribery Act and to changes in legislation protecting workers who make a protected disclosure from harassment or victimisation; to make it clear when the policy is applicable and who could raise a concern; to set out the 'specific subject matter' which could form the basis of a protected disclosure and clarification of the procedure to be followed by the Designated Assessor.
- 9.5 On 16 September 2011, Dr Peter Padley, Mr Gary Williams and Mrs Chantal Patel were appointed Designated Assessors for Whistleblowing. Following the end of the term of office for Dr Peter Padley, Mr Ray Singh was appointed as a Designated Assessor to replace him. (Corporation Board Minute 10.1 October 2016 refers)

## **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 2016 and during 2016-17 the Corporation Board meetings and Committee meetings operated to the scheduled calendar, with some adjustments at the request of chairs of committees.
- 10.2 During 2016-17 the Corporation Board met on 6 occasions and met at least once each term:
- 13 October 2016, 15 December 2016, 9 February 2017, 23 March 2017, 11 May 2017, 29 June 2017.
- 10.3 All meetings of the Board were quorate and the average attendance at meetings, of Corporation Board Members who were eligible to attend, was 61% (63% 2015-16, 71% 2014-15, 63% 2013-14).

## **11. Meetings of Committees**

- 11.1 The dates and average attendance at meetings of Corporation Board Committees are as follows:

<b>Audit Committee</b>	<b>% attendance</b>	<b>Curriculum and Quality Committee</b>	<b>% attendance</b>
29 September 2016	79	29 November 17	75
1 December 16	83	28 Feb 17	62.5
9 March 17	66	23 May 17	50
4 May 17	100		
15 June 17	83		
	<b>83</b>		<b>62.5</b>
<b>Finance and General Purposes Committee</b>	<b>% attendance</b>	<b>Human Resources Committee</b>	<b>% attendance</b>
6 October 16	85	22 November 16	50
24 November 16	85	13 March 17	83
26 January 17	71	12 June 17	66
16 March 17	85		
8 June 17	71		
	<b>79</b>		<b>66</b>
<b>Learner Support Committee</b>	<b>% attendance</b>	<b>Search and Governance Committee</b>	<b>% attendance</b>
8 November 16	100	4 Oct 17	50
7 March 17	85	24 January 17	50
20 June 17	57	14 May 17	50
	<b>80</b>		<b>50</b>
<b>Remuneration Committee</b>			
October 16	<b>100%</b>		

## **12. Notification of Changes of the Chair and Vice Chair**

- 12.1 Mr Colin Cornelius was elected Chair of the Corporation on 25 May 2012 (Minute 11 refers) and held this post for 4 years (until May 2016). He was re-elected as Chair of Governors on 14 April 2016 for a period of 4 years starting in May 2016.
- 12.2 Mrs Chantal Patel was elected Vice-Chair on 12 May 2016 for a period of 4 years starting in June 2016.
- 12.3 There were no changes to Chair and Vice-Chair of the Board for 2016-17.

## **13. Financial Reports/Management Accounts**

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

- 13 October: Management Accounts for period ended 31 July 2016 (Minute 8).
- 15 December 2016: Financial Statements for the Year ended 31 July 2016 (Minute 16) and Management Accounts for the three month period ended 31 October 2016. (Minute 17)
- 9 February 2017: Management Accounts for the four month period ended 30 November 2016. (Minute 25)
- 23 March 2017: Mid-year return, Management Accounts for the period ended 31 January 2017 (Minutes 31 and 32)
- 29 June 2017: Management Accounts for period 9 months ended 30 April 2017. (Minute 48) Financial Forecasts and Annual Budgets for 2017-20. (Minute 49)

#### **14. Remuneration of Governors**

- 14.1 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.

#### **15. Contracts for Supply of Goods and Services**

- 15.1 Owing to the nature of the College's operations and the composition of the board of governors being drawn from local public and private sector organisations, it is inevitable that transactions will take place with organisations in which a member of the board of governors may have an interest. All transactions involving such organisations are conducted at arm's length and in accordance with the College's financial regulations and normal procurement procedures.
- 15.2 The total expenses paid to or on behalf of the Governors during the year was £1,093; 2 governors (2016: £988; 4 governors). This represents travel and subsistence expenses and other out of pocket expenses incurred in attending Governor meetings and other events in their official capacity.
- 15.3 No Governor (other than the Principal or staff governors) has received any remuneration or waived payments from the College or its subsidiaries during the year (2016: None).

	<b>Income 2017 £'000</b>	<b>Expenditure 2017 £'000</b>	<b>Income 2016 £'000</b>	<b>Expenditure 2016 £'000</b>
City & County of Swansea	160	134	260	1,142
Meirion Howells Project	-	7	-	21
British Gas	-	-	-	13
Day 8 Limited	-	-	1	-

Councillor Jennifer Raynor is the Cabinet Member for Education of City & County of Swansea and Councillor Christine Richards was the Deputy Leader of the Council. Income and expenditure in the year relate to the supply of educational services.

Meirion Howells is the former owner and director of Meirion Howells Project Management and still undertakes occasional consultancy work for the business. Expenditure in the year relates to the supply of project management services.

Andrew Donald is a Client Director for British Gas Business. Expenditure in the prior year related to the supply of electricity.

Mike Day is a director and shareholder of Day 8 Ltd. Income in the prior year related to enterprise activities.

## **16. Academic Board**

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

## **17. Governor Training and attendance at events**

- 17.1 Student members and new governors received induction training at the start of their terms of office.
- 17.2 Members attended an away-day event which included governor development on 15 February 2017.
- 17.3 Members attended a number of events during the course of the year including the Higher Education awards on 9 November 2016, the carol service on 6 December 2016, and the Annual Student awards on 19 June 2017. The Chair attended the Sports awards on 17 May 2017 and the Vice-Chair attended the Health and Care awards on 28 June 2017.

## **18. Training of the Clerk**

- 18.1 The Clerk (Mrs S Barron) attended three 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 clerks' mail-based networks, in-



house provided online training, and meeting with an external clerk to discuss alternative electronic distribution of agenda and papers.

## **19. Equality and Diversity**

- 19.1 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.
- 19.2 In terms of appointments to the Board the Search and Governance Committee reviews the diversity of its current membership when considering the avenues to use in promoting vacancies and when considering recommending members for appointment.
- 19.3 Members have indicated that they are confident on the Board's responsibilities in relation to equality and diversity.

## **20. Compliance with the Code of Good Governance**

- 20.1 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.
- 20.2 Governors have reviewed compliance with the Code of Good Governance in detail and arising out of the reviews various amendments have been made to governance processes. These include amendments to the Corporation Board Code of Conduct, and the College bye-laws, the approval of role descriptions for Members of the Board, Chairs of Committees, and the Chair and Vice-Chair of the Board. A number of elements were identified for action during the course of the year and two (Elements 7.36 and 7.39) would be kept under review.
- 20.3 The Board has reviewed its effectiveness based on the Code of Good Governance and statutory requirements and the outcomes of the assessment were reported to the Search and Governance Committee, (Minute 10 refers) and a summary included at Appendix A to this report.
- 20.4 The Code indicates that the Search Committee should produce an annual report on the work of the Committee. A summary review of the work of the Search and Governance Committee is attached at Appendix B to this report.

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

Date: .....

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

Date: .....

Review of effectiveness of Search and Governance Committee

	Item		Minute 2016-17
1	To make recommendations to the Corporation on the appointment/re-appointment of members	√	Review of membership <b>Minute 22</b> Student Member Appointments <b>Minute 23</b>
2	To advise on such other matters relating to membership and appointments as the Corporation may remit to the Committee having regard at all times to the provisions of the statutory Instrument and Articles of Government	√	e.g. College Bye-laws – Terms of Office <b>Minute 21.2</b>
3	To develop and maintain, via a process of interview and confidential references, a database of candidates recommended for future Corporation membership	N/A	No potential governors awaiting consideration
4	To initiate searches for potential candidates for Corporation membership if required through consultation with interested bodies, organisations and/or individuals and the placement of timely advertisements in the local/regional media and/or relevant community publications	√	Correspondence with the City and County of Swansea regarding local authority representatives No other active recruitment required in 2016-17
5	To determine the process whereby candidates are considered for Corporation membership and to gain reassurance regarding their eligibility under the Instrument of Government	√	The process (for Board membership, including nomination and election of student members and staff members) not considered in 2016-17 Each member of the Board indicated in the summer 2016 their continued eligibility for membership of the Board
6	To oversee succession planning of Corporation and Committee memberships including relevant development opportunities	√	Review of membership <b>Minute 6.1</b> Review of vacancies <b>Minute 14</b> Review of membership <b>Minute 22</b>
7	To review all aspects of the latest skills and diversity analysis in relation to current Corporation	√	No new appointments in 2016-17 Review of membership and reappointments <b>Minute 22</b>

## Appendix B

	membership, prior to consideration of any new appointment		
8	To regularly review the composition and balance of Corporation and Committee memberships and make appropriate recommendations	√	e.g. Membership of Committees <b>Minute 5</b>
9	To ensure that the names of candidates under consideration are not released to the Corporation until a recommendation is made to that body, for reasons of confidentiality	N/A	No new appointments in 2016-17
10	To approve the appointment/reappointment of appropriate Corporation Members as Governors with relevant responsibility under the Safeguarding Children and Protection of Vulnerable Adults Policies	N/A	No changes to the Members appointed to these roles
11	To develop and recommend to the Corporation policies and procedures for the induction and governance development of the Corporation and to oversee their implementation		No policies and procedures developed in 2016-17
12	To approve and review annually the Corporation Bye-laws, Code of Conduct and Register of Interests	√	Register of Interests <b>Minute 3</b> Review of Code of Good Governance including review of Bye-laws and Code of Conduct <b>Minute 15.2, Minute 15.3</b> College bye-laws Terms of Office <b>Minute 21.2</b>
13	To approve and review regularly all other Corporation policies and procedures that are relevant to the work of the Committee	N/A	None reviewed in 2016-17
14	To develop and recommend to the Corporation criteria for the evaluation of the performance of the Corporation as a whole, such criteria to form part of	√	Corporation performance review <b>Minute 25</b>

## Appendix B

	an annual governance self-assessment against Corporation agreed outputs		
15	To identify and prioritise development needs of the Corporation and its members in order to provide an annual governor development schedule that will lead to progressive improvement in the performance of the Corporation	x	This will be developed from the self assessment
16	To monitor the attendance of Corporation members at meetings of the Corporation and its committees and approve appropriate action as necessary	√	Annual Governance Report 2015-16 <b>Minute 8</b>
17	To consider all governance issues resulting from internal reviews and/or external reviews of Gower College Swansea and ensure that appropriate remedial action is taken	N/A	No governance issues raised in 2016-17
18	To review and where appropriate respond to consultation documents from external bodies, such as the Welsh Assembly Government that relate to governance issues	N/A	No consultations in 2016-17
19	To receive and review an annual report confirming that all relevant records related to Corporation membership have been updated on a timely basis	√	Register of interests <b>Minute 3.1</b> Annual Governance Report <b>Minute 8</b>
20	To review and recommend Corporation approval of the Clerks Annual Report for submission to the Department for Children, Education, Lifelong learning and skills	√	Annual Governance Report <b>Minute 8</b>
21	To undertake reviews of the terms of reference for the Chair and Vice-Chair and recommend any revisions to the Corporation	√	Role description for Chair, Vice-Chair and Committee Chairs <b>Minute 15.4</b>

## Appendix B

22	To consider any governance issue referred to it by the Corporation or another of its committees	√	Review of membership (Audit Committee referral) <b>Minute 6.2</b>
23	To advise the Corporation on any amendments and modifications to the Instrument and Articles of Government	N/A	No amendments proposed in 2016-17
24	The Committee shall have the power to employ the services of such external advisers as it deems necessary to fulfil its responsibilities	N/A	Not necessary in 2016-17
25	The Committee may invite attendance by any person, whether governor or external to Gower College Swansea, in order to provide advice and evidence to assist in the search process and/or to verify its independence	N/A	Not necessary in 2016-17
26	The Corporation shall not appoint any Corporation member unless it has first considered the advice of the Search and Governance Committee	√	Review of membership <b>Minute 6.1</b> Review of vacancies <b>Minute 14</b> Review of membership <b>Minute 22</b>

Key Performance indicators for Board Members- Self Assessment outcomes 2016-17 **Appendix A**

	<b>Objective (things governors must do)</b>	<b>Monitoring arrangements</b>	<b>Success criteria</b>	<b>Outcome September 2017</b>	<b>Responsibility</b>	<b>Reference</b>
1	Attendance (committed and contribute pro-actively, allocate sufficient time)	Attendance register Recorded in the minutes Reported in annual governance report	Each member to have attended at least x% of meetings including committees	61% average attendance at Corporation Board meetings	Board member	Code of Good Governance 7.17 Code of Conduct
2	Declaration of interest	Return of declaration of interest form Declarations made at relevant meetings Register reported to Search and Governance Committee External auditors	Each member to make complete declaration of interests by the date of first Audit Committee of the year Any changes to the register to be reported at the next available meeting	2016-17 – 18	Board member	Code of Good Governance 7.5 The Essential Trustee
3	Agreement to Code of Conduct	Return signed agreement	Each member to have returned the signed agreement by the date of the first Audit Committee of the year	2016-17 – 18	Board member	CoGG 2.9, 7.19
4	Submit details of skills	Individual skills assessment completed	Completed every two years	Note 1	Board member	CoGG 7.2, 7.25
5	Attend training/development sessions E.g., Prevent, Safeguarding, learning walk	Attendance record	Attended training	Note 2	Board member	CoGG 7.34 Statutory requirement for Prevent and Safeguarding CoGG

Key Performance indicators for Board Members- Self Assessment outcomes 2016-17 **Appendix A**

						2.2
6	Attend link area	Self-reporting	Attended link area	Note 3	Board member/Link Member	CoGG 7.33
7	Attendance at College events	Record of attendance/self reporting	Each member to have attended one College event each year	Note 4	Board member	CoGG 7.34
8	Undertake self-assessment	Completed self-assessment questionnaires	Each member to have completed the self-assessment questionnaire	2016-17 -16	Board member	CoGG 7.35
	<b>Objectives (things governors assess for themselves)</b>	<b>Monitoring arrangements</b>	<b>Success criteria</b>	<b>Strongly agree (agree)</b>	<b>Responsibility</b>	<b>Reference</b>
9	Understands role and responsibilities	Self assessment questionnaire	Positive outcome	Q1 13 (3) Q2 15 (1)	Board member	Estyn Quality review
10	Can Support and challenge the executive	Self assessment questionnaire	Positive outcome	Q3 13 (3)	Board member	CoGG 7.17, 7.35 Estyn Quality review
11	Can Identify and address weaknesses in knowledge or lack of information	Self-assessment questionnaire	Development needs identified	Note 5	Board member	CoGG 7.34
12	Can recognise and understand the accepted standards in public life (Nolan Standards) and will act in the best interests of the College	Self-assessment	Positive outcome	Q5 14 (2)	Board member	CoGG 2.9, 7.19 The Essential Trustee Instrument of Government
13	Can explain underpinning rationale for Strategic Plan	Self assessment questionnaire	Positive outcome	Q4 9 (7)	Board member	CoGG 1.4
14	Satisfied that papers distributed in good time for meetings	Self-assessment questionnaire	Positive outcome	16	Board member	Instrument of Government
15	Satisfied that minutes accurately reflect discussions and decisions taken	Self-assessment questionnaire	Positive outcome	16	Board member	Instrument of Government

**Note 1 Skills Assessment**

All governors who completed the self assessment completed the skills assessment element.

There were no indications of skills rated at 'nil' there appeared to be a good spread of skills, i.e. those indicated as moderate or high in all areas.

The highest scores in the low skills (i.e. equal to or greater than 4) were in the areas of: competitive tendering, cost control, Higher Education, Special needs and disabilities; the highest scores in the highest skills i.e. equal or greater than 9 were in the areas of: recruitment and selection, business and strategic planning, interpreting management information, Higher Education, and governance and trusteeship.

**Note 2 Attend training and development sessions**

The two student governors attended induction sessions.

**Note 3 Attend Link area****Note 4 Attendance at College events**

Governors attended the College graduation ceremony, the Student awards, the Sports awards, and college student performances. However the attendance of all governors to at least one event was not achieved.

**Note 5 Identification of weakness in knowledge or lack of information**

Between one and four members identified the following areas where they felt they would benefit from a briefing or additional development: Work Based Learning (4), legal responsibility, liability, accountability (4), Higher Education (3), College strategy (3), employability (3), entrepreneurship (2), finance and funding (2), marketing (2), partnerships (2) roles and responsibilities of Members and Senior Managers (2), age specific curriculum developments (1), curriculum development (1), effective governance (1), health and safety (1), information learning technology (1), Welsh Government policy developments (1), 14-19, NEETS, International (1).



## Comments on Board performance Q14

- General performance ok. Discussions and Challenging of staff good and appropriate. Some unexplained consistent absences from meetings noticed.
- Excellent performance
- Difficult to be objective in comments but based on my experience of working with different Corporation Boards I believe that the current Governing Body gives both effective challenge and support, where appropriate, to the senior management team. As an example of this I would comment on the recent presentation on 'employability' where all Governors present contributed to the discussions. My only concern would be overall attendance at Corporation meeting which can sometimes fluctuate at or around the number required for a quorum.
- I feel that the Board has acted strongly this year, particularly with the challenges it has faced. I don't believe that the collective responsibility of the Board can be drawn into question at this time.
- I feel that I have perhaps not been able to engage as fully as I would like as a result of work and family commitments. I agree with comments made during previous Board meetings about the utility of using teleconferencing/SKTPE/etc and hope that such an approach will enable me to attend more meetings.
- As a new member of the Board, I have to say that I have been very impressed with the level of knowledge and expertise of members – across a wide range of issues. There is a wealth of experience within the Board and my observation is that members work together in a positive collaborative manner. I have no areas of concern.