



Coleg Gŵyr Abertawe
Gower College Swansea

GOWER COLLEGE SWANSEA

CORPORATION BOARD

**ANNUAL REPORT FOR THE YEAR ENDED
31 JULY 2021**

GOVERNANCE ANNUAL REPORT 2020/21

1. Introduction

This report concerns the activities of Gower College Swansea Further Education Corporation during 2020-21. The report includes the information required to be submitted to the Welsh Government.

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

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 a number of amendments were made in January 2020. The bye-laws will be reviewed again during the course of the 2021-22 academic year.

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 The two student members comprise the NUS Branch President, and one member selected through an election process. The NUS Branch President, Laimis Lisauskas, was elected in the summer term 2020 and Sarah Allen was elected in October 2020 and attended her first meeting on 12 November 2020.

4.3 The two Council nominees, Councillors Sam Pritchard and Des Thomas continued as members during the year and in March 2020 the City and County of Swansea continued their nomination to the Board.

4.4 Three members were appointed and started four year terms of office in September 2020: Dr Jonathan Rance, Professor Catrin Thomas and Dr Sarah Weir.

4.5 Two members' terms of office came to an end at the end of the academic year in 2021: Mr Mike Day and Mr Gary Williams. Two new members have

been appointed to take their places: Dr Andrew Iwobi and Mrs Alison Vickers.

4.6 Members of the Corporation

The members who served the institution during 2020-21 were as follows:

Dr D Ashelby
Miss S Allen (student)
Mrs H Bjork-Davies
Mr M Day
Mr A Donald
Mr M Howells (Chair)
Mr M Jones (Principal)
Mrs M Leyshon
Mr L Lisauskas (NUS Branch President)
Rev Dr A Morgan
Cllr S Pritchard
Dr J Rance
Judge R Singh
Professor C Thomas
Mrs D Thomas
Cllr D Thomas
Mrs P Walters
Dr S Weir
Mr G Williams
Mrs S Williams
Mr J Britton is co-opted to the Capital Projects and Estates 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 2020-21 academic year.

6. Terms of Reference

- 6.1 The Terms of Reference for each of the Committees are reviewed annually at the start of each year and minor amendments were approved by the Board where appropriate.
- 6.2 More detailed amendments were made to the terms of reference for the Finance and General Purposes Committee including renaming it the Finance Committee, and the Capital Projects and Estates Committee was created (superseding the Capital Projects Sub-committee), with terms of reference agreed by the Board.
- 6.3 This had an effect on the structure of the committees for the Board for 2020-21. The committee structure for Gower College Swansea is now as follows:
 - Audit Committee;

- Curriculum and Quality Committee;
- Finance Committee;
- Capital Projects and Estates 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 The Code of Conduct for Corporation Members was reviewed by the Search and Governance Committee in February 2021 and the following amendments were subsequently approved by the Corporation Board (Minute 64.3 May 2021 refers)

The main revisions were:

- To make the references gender neutral;
- To include the Data Protection Policy as one of the policies where governors may have a role to play. The Policy covers the processing of personal data and applies to personal data processed by the College, including responsibilities for staff and students. These will also apply to governors. (paragraph 1.2)
- Acceptance of the Code is confirmed by governors annually (paragraph 1.4)
- Members must complete a Disclosure and Barring Service (DBS) check (paragraph 3.3)
- Provision for removal of a Board member or where a complaint is made against a member (paragraph 11). This was subsequently clarified to indicate that where a complaint is made against a member this will be investigated independently and the report would be considered by the Search and Governance Committee.

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 The Whistleblowing Policy was reviewed in March 2021 and an Equalities Impact Assessment including Welsh Language impact, was carried out at this time. As well as amending the Policy as a result of the assessment a number of other amendments were made. These were as follows:

.1 Amendments to meet Welsh Language Standards

The Policy was amended so that it would not have an adverse effect, and would decrease the adverse effect, on opportunities to use the Welsh language and treats the Welsh language no less favourably by including the following:

5.9 *Mae Coleg Gŵyr Abertawe yn croesawu unrhyw ddatgeliadau yn Gymraeg a Saesneg a byddwn yn sicrhau ein bod yn cyfathrebu â chi yn eich dewis iaith boed yn Gymraeg, yn Saesneg neu'n ddwyieithog dim ond i chi roi gwybod i ni pa un sydd well gennych. Ni fydd gohebu yn Gymraeg yn creu unrhyw oedi.*

Gower College Swansea welcomes any disclosures in Welsh and English and we will ensure that we communicate with you in the language of your choice, whether that's Welsh, English or bilingual, as long as you let us know which you prefer. Corresponding in Welsh will not lead to any delay.

.2 Other amendments

- Paragraph 2.3 include *the Clerk to the Corporation Board in the first instance (Corporation Board member related)*;
- Paragraph 5.5 was updated as Public Concern at Work is now called **Protect** and its website is:

www.protect-advice.org.uk;

- The Corporation Board has agreed the following members be added to those designated as assessors for the Policy (paragraph 6.2):

Mrs Denise Thomas
Rev Dr Adrian Morgan

- Paragraph 9.2 will include reference to the College's Employee Assistance Programme which provides access to counselling services.

9.4 There were no instances of whistleblowing reported or investigated under the Whistleblowing Policy during 2020-21.

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 2020 and during 2020-21 the Corporation Board meetings operated to the scheduled calendar except for the meeting in May 2021 which was moved back a week, and no additional meetings were held.

10.2 During 2020-21 the Corporation Board met on 8 occasions and met at least once each term:

- Autumn term: 17 September 2020; 12 November 2020; 10 December 2020.
- Spring term: 14 January 2021; 25 March 2021.
- Summer term: 13 May 2021; 24 June 2021.

10.3 All meetings except the Corporation Board meeting on 24 June 2021 took place electronically via Microsoft Teams.

10.4 All meetings of the Board were quorate and the average attendance at scheduled meetings was 86% (based on the determined number of members of 20), a continuing improvement on previous years. (80% 19-20, 67% 18-19, 61% 2016-17, 63% 2015-16, 71% 2014-15, 63% 2013-14).

11. Meetings of Committees

All meetings of Committees took place on the scheduled dates and were held electronically via Microsoft Teams. Some members had 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 8 September 2020, 2 February 2020 and 4 May 2020.

12.2 The Audit Committee met five times during the year – 1 October 2020, 3 December 2020, 4 March 2021 and 10 June 2021.

- 12.3 The Audit Committee discussed at each of its meetings the internal audit reports available, progress with previous audit recommendations, updates on health safety and well-being management, and risk management in the College, management of Freedom of Information Act requests and data protection matters, the fraud register, and client briefing notes provided by the internal auditors.
- 12.4 Other matters considered included: review of the Committee terms of reference; committee membership levels; the Financial Statements for the year ended 31 July 2020 together with the external audit report; an insurance update; the annual report on the College's compliance with the Financial Memorandum; the Modern Day Slavery and Human Trafficking Statement; a review of the Data Protection Policy; a review of the gifts and hospitality registers; the Equality and Diversity Annual Report; the annual procurement report; the Health Safety and Well-being annual report; the external audit strategy; and a review of financial regulations.
- 12.5 The Audit Committee met the auditors without management present, and reviewed the performance of the internal and external auditors (December 2020).

13. Notification of Changes of the Chair and Vice Chair

- 13.1 Mr Meiron Howells took up the position of Chair following the end of the term of office of the previous Chair, on 1 August 2020 for a period of four years.
- 13.3 Mrs Pam Walters was elected as Vice-Chair to the Board in March 2020 for a period of 4 years.

14. Financial Reports/Management Accounts

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

Date of meeting	Financial report
17 September 2020	Financial forecasts 2020-21 update
12 November 2020	Management Accounts 12 months ended 31 July 2020 Financial forecasts 2020-21 update
10 December 2020	Financial Statements for the year ended 31 July 2020
14 January 2021	Management Accounts 2 months ended 30 September 2020
25 March 2021	Financial Forecasts 2020-21 Management Accounts for 6 months to 31 January 2021
24 June 2021	Management Accounts for 9 months ended 30 April 2021 Financial Forecasts 2021-22

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.
- The salary paid to the NUS Branch President during his sabbatical year.

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 one student governor (the other was re-elected to the position of NUS Branch President) and three new members received induction training at the start of their terms of office.

18.2 Members attended a Strategic Planning event in March 2021 which included governor development on equality and Diversity.

18.3 Members were provided with access to online training through the College's systems and encouraged to undertake a range of on-line courses.

18.4 Training was provided for members by an external provider on whistleblowing, and management of appeals, and by the College Learner Safeguarding and Welfare Manager on Safeguarding and Prevent.

18.5 A number of governors undertook site visits of all of the College campuses and were provided with information on the College activity at each of the sites.

18.6 A number of governors attended an online conference arranged by Advance-HE on governance.

19. Training of the Clerk

The Clerk (Mrs S Barron) attended and Chairs Clerks' network meetings 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.
- 20.4 Members received a presentation on the College's responsibilities under the Equality Act 2010 and details of the how the College meets its Strategic Equality Plan objectives.

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 take account of the provisions of the Code when undertaking their work on the Board and individually confirm their compliance with the Code.

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
1 October 2020	67%	17 November 2020	78%
3 December 2020	50%	2 March 2021	67%
4 March 2021	50%	18 May 2021	89%
10 June 2021	50%		
Capital Projects and Estates	% attendance	Finance Committee	% attendance
7 October 2020	83%	8 October 2020	83%
3 November 2020	100%	26 November 2020	100%
19 January 2021	83%	21 January 2021	83%
9 March 2021	67%	11 March 2021	83%
27 April 2021	83%	17 June 2021	100%
8 June 2021	83%		
Human Resources and Organisational Development Committee	% attendance	Learner Support Committee	% attendance
9 November 2020	83%	20 October 2020	100%
15 March 2021	67%	23 February 2021	50%
14 June 2021	50%	11 May 2021	62%
Search and Governance Committee	% attendance	Remuneration Committee	
8 September 2020	83%		
2 February 2021	83%		
4 May 2021	67%		