

In accordance with the requirements of Further Education Funding Council for Wales' Bulletin 00/16, *The Appointment and Responsibilities of Clerks to Governing Bodies*, the following is my Annual Report to the Corporation Board for the year to 31 July 2020. As required, following receipt by the Governing body, a copy of this report will be forwarded to Welsh Government.

Req:	Description:	Response:
1	Confirmation that the governing body was correctly composed in accordance with the current Instrument of Government and the determination of the governing body. The Board acknowledged requirements afforded by the Further and Higher Education (Governance and Information) (Wales) Act 2014, and is compliant with current legislation with regard to its De-minimis requirements in respect of Board Membership. The only compulsory members of the Board are as follows: the chief executive; at least two other members of staff at the institution; at least two students at the institution; and one or more representatives of local employers or Businesses.	Confirmed (as at 31 July 2020): Staff: 2 Student: 2 CEO: 1 Business / Employer: 4 Community: 4 Co-Opted: 4 Total: 17
2	Confirmation of eligibility of members.	All confirmed via completion of a periodic governance and skills Review, and annual governance returns.
3	Confirmation that a Register of Interests of Governors and Senior Managers is maintained kept up to date and made available for public inspection.	Governors – confirmed and online Senior Managers – confirmed and online
4	Confirmation that the governing body has met at least once a term.	Confirmed. Meetings of the Governing body were held as follows: <ul style="list-style-type: none"> • 25.09.2019 • 10.10.2019 • 13.11.2019 • 18.12.2019 • 23.01.2020 • 29.01.2020 • 30.01.2020 • 30.04.2020 • 21.05.2020 • 16.07.2020
5	Confirmation that the governing body has received financial reports at least termly.	Confirmed. Every term the Resources and General Purposes Committee receives copies of current financial reports, which include full Management Accounts and up to date forecasts and cash flow with sensitivities. The Committee then provides assurance to the Corporation Board regarding the financial reporting. The Annual Accounts are scrutinised from differing perspectives by both Resources and General Purposes, and Audit Committees prior to presentation to Board.

6	Confirmation that all meetings of the governing body have been quorate.	<p>Confirmed.</p> <p>Attendance statistics were as follows: Corporation Board: 77% Chairs': 100% Audit: 80% R&GP: 67%</p> <p>The Corporation Board and its subsequent sub-committees achieved 81 percent attendance through the academic year 2019-2020.</p> <p>All Committees, save for Resources and General Purposes, attained the target of 70% attendance. The below average attendance for Resources and General Purposes is due to the fact that, on multiple occasions, Staff Governors have been called away and/ or have had other College commitments which required their presence.</p>		
7	Confirmation that no payments have been made which remunerate members of the governing body for their services as members.	Confirmed.		
8	Notification of the award of any contracts for the supply of goods or services to any member of the governing body or to any organisation with which a member is connected.			
	Connected Member:	Organisation:	Income £:	Payments £:
	None.			
9	Confirmation of the existence of an Academic Board, and that appropriate meetings of it have been held.	<p>There is no requirement within the Instrument and Articles for an Academic Board. The Board has not delegated the responsibility of monitoring quality standards for the Group and receives regular updates regarding the College SAR and QDP from the AP: Quality. Further two Special Board meetings each year are dedicated to scrutinising quality. This year they took place on:</p> <ul style="list-style-type: none"> • 29.01.2020 (Special) • 30.01.2020 (Special) 		
10	Confirmation of the existence of a "Search" Committee and an Audit & Risk Committee and that appropriate meetings have been held.	<p>Confirmed in respect of both committees:</p> <p>Meetings of the Chairs' (Search) Committee were held as follows:</p> <ul style="list-style-type: none"> • 19.09.2019 • 10.12.2019 • 05.02.2020 • 24.03.2020 • 02.04.2020 • 06.05.2020 • 11.06.2020 <p>Meetings of the Audit (Audit & Risk) Committee were held as follows:</p> <ul style="list-style-type: none"> • 30.10.2019 • 11.12.2019 • 25.03.2020 • 11.06.2020 		

11	Notification of changes in the chair.	No changes. Dr. Gaynor Richard, MBE, continues to act as Chair.
12	An outline of training provided for Governors.	<p>The Corporation Board holds an annual two-day training & team building event. In light of the impact of Covid 19 the following online training was provided to the Corporation Board in lieu of the Annual Away Day:</p> <ul style="list-style-type: none"> • Safeguarding Training • Equality Training • Group Strategic Review • Cyber Security Training • Directorship Duties <p>The Audit Committee also has a written update of any key sector developments from the internal Auditors.</p>
13	An outline of the training provided for the AP: Governance.	<p>The AP: Governance is a practicing Solicitor and also holds a CIPFA Certificate in Governance (distinction).</p> <p>During the Academic Year 2019-2020, the AP: Governance undertook the training set out and stated in Appendix One, at the end of this document.</p>
14	Other relevant changes or actions.	<p>The Board continues to operate efficiently through electronic media significantly reducing officer's time, consumption of paper and postage costs to service meetings.</p> <p>See impact of Covid 19 in Section 19 below.</p>
15	Board has completed a suitable compliance check against the FE Governance Code.	Confirmed. This is due for review during the 2020-2021 academic year.
16	The Group reports fully on its actions on Equality and Diversity, in the operation of governance. A yearly Group Equality and diversity report is produced.	<p>Confirmed.</p> <p>A Governor is also linked to the College Strategic Equality and Diversity Group. The Equality and Diversity of the Board is to be reviewed in 2020-2021 Academic Year.</p>
17	The independence of the AP: Governance is suitably maintained.	Confirmed. The AP: Governance is an acting solicitor and has a professional obligation to the Supreme Courts of England and Wales to act with integrity. The AP: Governance role includes Governance, Company Secretary for the Group, FoI, Data Protection, legal advice where appropriate and Complaints.
18	Covid 19 Impact	<p>Following Welsh Government guidelines, the College was required to lockdown in March 2020. This had the following impact on the Corporation:</p> <ul style="list-style-type: none"> - all meetings were held virtually (via teams) in the accordance with the governing documents of the Corporation. - Interim governance arrangements took the form of use of the Chair's Committee, a Committee of the Corporation with delegated responsibility to consider urgent matters of business and matters of policy and to act as a consulting committee for any item of Corporation business, which for any reason could or

		<p>would not otherwise be handled by the Board of another standing Committee. This Committee had been established prior to Covid-19 and had met at least on a termly basis previously. Through examination of minutes and papers for Corporation can give assurance that through the Chairs Committee, the Corporation had been able to react to emerging risks during the lockdown period. The other sub-committees of the Corporation Board continued to meet their terms of reference, with a noted anomaly of a meeting being held by email, discussed below.</p> <ul style="list-style-type: none"> - The Audit Committee which was due to be held on 25 March 2020 was held via email. This method of holding a meeting does not represent expected practice. However, papers had been emailed to members ahead of the meeting date “for information and scrutiny via email, as opposed to in person”. Responses were received from members, confirming responses had been received from the Audit Committee Chair and other committee members. It is acknowledged that holding a meeting via email restricts the quality of discussion and scrutiny and therefore the overall effectiveness of the meeting. However, the AP: Governance ensured all required information was received at the next scheduled committee meetings (held virtually) was received by the full Board. The Corporation has reviewed the evidence and has identified no assurance gaps. - Subsidiary governance arrangements throughout the lockdown period enabled each company’s Board of Directors to meet on a regular basis, scrutinising Covid-19 related information and therefore making informed decisions. Minutes evidence a flow of information regarding decisions made at subsidiary-board level through the Group’s governance structure to the Corporation Board, often via the Chair’s Committee where a full Board meeting was not due. The governance structure adopted throughout the lockdown period ensured assurances to be received at each subsidiary board, NPTC Group sub-committee and full Corporation Board
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		<p>continued as required. We noted one exception regarding the audit committee of March</p> <ul style="list-style-type: none"> - All Covid-related decision making was being reported through to Corporation Board via the Chairs Committee and from sub-committee and subsidiary boards. The Group's weekly Chair's Committee meetings throughout the lockdown period provided timely decision making. <p>An Internal Audit which reviewed Governance during the Group's response to Covid 19 concluded that <i>"Taking account of the issues identified, the [Corporation] can take substantial assurance that the controls upon which the organisation relies to manage the identified area are suitably designed, consistently applied and operating effectively"</i>.</p> <p>Therefore, based on the advice of the Audit Committee and the Accounting Officer, the Corporation is of the opinion that the Group has an adequate and effective framework for governance, risk management and control, and has fulfilled its statutory responsibility for <i>"the effective and efficient use of resources, the solvency of the institution and the body and the safeguarding of their assets"</i>.</p>
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Signed:



Dated: Thursday 21 January 2021

Appendix 1

Date	Event and Description	
(Sep. 2019 – July 2021)	MSc. in Public Service Leadership at Cardiff University	
Contemporary Challenges in Public Services Leadership		Thurs. 17 Oct. 2019
		Fri. 18 Oct.
		Wed. 4 Dec.
		Thurs. 5 Dec.
		Fri. 6 Dec.
		Wed. 8 Jan. 2020
		Thurs. 9 Jan.
		Fri. 10 Jan.
		Leading Change
Thurs. 13 Feb.		
Fri. 14 Feb.		
Wed. 18 Mar.		
Thurs. 19 Mar.		
Fri. 20 Mar.		
Wed. 6 May		
Thurs. 7 May		
Fri. 8 May		
Tues. 24 Sep. 2019		All Wales Charity Governance, Law and Finance Conference
Wed. 2 Oct. 2019	South West Business Summit (Swindon)	
Thurs. 7 Nov. 2019	Clerks' Away Day	
Mon. 16 Dec. 2019	Governance and Operational Model Workshop	
Thurs. 16 Jan. 2020	Alcohol Awareness Training	
Thurs. 6 Feb. 2020	An Introduction to Asset Based Community Development	
Thurs. 6 Feb. 2020	Line Manager Training: Supporting Staff with Acute Medical Conditions	
Wed. 4 Mar. 2020	Legal Privilege in Practice (How it's won and lost, and strategies for effective document management)	
Thurs. 5 Mar. 2020	Mental Health and Well-being in the Workplace	
Tues. 17 Mar. 2020	Company Law Refresher	

Tues. 24 Mar. 2020	Cardiff Business School: How are Governments using data? (Conference)
Tues. 24 Mar. 2020	Unconscious Bias Training
Thurs. 23 April 2020	Webinar (Cardiff business School): 'Fit for the Future? Shaping your Education for Tomorrow's World'
Tues. 28 April 2020	Introduction to Mediation Training
Fri. 15 May 2020	Webinar (Cardiff business School): 'Workforce Preparation for the "New Normal" Confirmation'
Thurs. 21 May 2020	Webinar (Black Morgan LLP): Return to work: what should employers consider?
Thurs. 21 May 2020	Webinar (Cardiff business School): 'Rejecting "back to normal": progressive measures for a post-pandemic world'
Thurs. 4 June 2020	Webinar (Black Morgan LLP): Director's Duties and the effect of suspending wrongful trading obligations'
Tues. 16 June 2020	Webinar (Cardiff business School): 'From lockdown to turnaround: Re-building small business success in Wales'
Tues. 21 July 2020	Webinar: (Eversheds): 'Supporting Employees with Death, Bereavement and Grief During Covid 19'