



COLEG Sir Benfro
Pembroke College

CORPORATION BOARD ANNUAL REPORT

1 August 2021 - 31 July 2022



pembrokeshire.ac.uk



1. INTRODUCTION

- 1.1 The Annual Report has been prepared by the Governance Officer, who is the Clerk to the Corporation Board. It relates to the academic year 1st August 2021 to 31st July 2022.
- 1.2 This Report provides assurance that the Corporation Board operates in accordance with the Instrument and Articles of Government and Standing Orders for Pembrokeshire College. The Corporation Board adopted the Code of Good Governance for Colleges in Wales in 2016. The Board continues to strive to meet and exceed the requirements of the Code.

2. COMPOSITION OF THE GOVERNING BODY

- 2.1 The composition of the Board continues to be compliant with current legislation and in accordance with the Instrument and Articles of Government and the Standing Orders & Terms of Reference for Pembrokeshire College.
- 2.2 Membership of the Corporation Board for 2021/22 is outlined below:
 - Principal
 - 2 Staff Members
 - 2 Students Members
 - 3 Local Authority Members
 - Up to 12 Independent Members - to include at least one member who is a representative of local employers or local businesses
 - 1 Observer (with speaking but not voting rights) - the President of Pembrokeshire College Advisory Forum
- 2.3 The Board's standing orders allow up to 20 Board Members. The membership of the Governing Body as at 31st July 2022 is attached as Appendix A.
- 2.4 In addition to this, there is one Higher Education co-opted Committee Member on the Quality and Standards Committee.
- 2.5 Membership of the A Level Centre Committee includes representatives from the College, Local Authority and schools with no sixth forms whose learners transition into the College.
- 2.6 Catherine Freeman is the Governance Officer/Clerk to the Corporation Board. Catherine was on maternity leave from October 2021 and Lucy Clark was appointed temporary Governance Officer in her absence.




3. CHANGES TO MEMBERSHIP

- 3.1 At end of 2021/22, there were 14 Board Members on the Corporation Board. The Student Governors had finished their term of office in June 2022. There were up to 2 Independent Board Member vacancies, 1 Local Authority Member vacancy and a Staff Governor vacancy. Following the appropriate election processes, 2 new student governors and a staff governor were appointed in July 2022 in preparation for the new academic year. One Independent Board Member and 1 Local Authority Board Member were also appointed in preparation for the start of the 2022/23 academic year.
- 3.2 The following Board Members were appointed during 2021/22:
- Lisa Gostling – Independent Board Member
 - Sarah Rowland Jones – Independent Board Member
 - 2 Student Governors
- 3.3 The following Board Members left the Board in 2021/22:
- Ava Thomas and Tomos Davies (Student Governors term of office ended 30/06/2022)
 - Sue Leonard – Independent Board Member (October 2021)
 - Steven Evans – Staff Governor (April 2022)
 - Cris Tomos – Local Authority Board Member (May 2022- due to not being re-elected in the Local Government elections)
 - Caroline Oakley – Independent Board Member (July 2022)
- 3.4 Two Board Members took a leave of absence from the Board for a short period of time. Louise Wilkinson from October 2021 until January 2022 and Caroline Oakley from May 2022 to July 2022.
- 3.5 The eligibility of all Board Members during 2021/22 was checked within the parameters of the Instrument and Articles. All Board Members complete an annual declaration to confirm their ongoing eligibility.

4. REGISTER OF INTERESTS OF BOARD MEMBERS AND SENIOR MANAGERS

- 4.1 Board Members are required to complete a Declaration of Interests form on appointment. In addition, Board Members, Senior Managers and the Governance Officer are requested to update their Declaration of Interests forms on an annual basis. The Register of Interests is held by the Governance Officer and is available for public inspection.
- 4.2 Declarations of interests made during meetings of the Board and Committees are reviewed by the Audit Committee on an annual basis.
- 4.3 A Register of Gifts and Hospitality is maintained by the Governance Officer and available for public inspection. The Register is reviewed by the Audit Committee on an annual basis.

5. PAYMENTS TO MEMBERS

- 5.1 No payments, other than eligible expenses incurred, have been made to Members that remunerated them for their services as Members of the Corporation Board. The Principal is salaried and Staff Governors only receive remuneration for their posts as staff of the Corporation.
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- A decorative footer area featuring several overlapping geometric shapes. On the left, a large dark blue trapezoid extends from the bottom edge. To its right, a smaller dark blue triangle points upwards. Further right, a light grey triangle points upwards. At the bottom center, a dark purple triangle points upwards. The background of the footer is white.

6. NOTIFICATION OF AWARD OF CONTRACTS TO MEMBERS

6.1 In the course of the academic year, a number of contracts were awarded to organisations with which Members of the Board were in some way associated. All transactions involving organisations in which a Member of the Board may have an interest are conducted at arm's length and in accordance with the College's financial regulations and normal procurement procedures.

6.2 The College entered into the following transactions with organisations in which a Member of the Corporation Board had an interest:

	Sales to related party		Purchases from related party		Balances (owed to)/ owed by at year end	
	2022	2021	2022	2021	2022	2021
	<u>£'000</u>	<u>£'000</u>	<u>£'000</u>	<u>£'000</u>	<u>£'000</u>	<u>£'000</u>
Details of related party						
Pembrokeshire County Council	513	520	562	625	284	(124)
Milford Haven Port Authority	4	-	93	98	(2)	(2)

7. CHAIR

7.1 Iwan Thomas was appointed Chair of the Corporation Board in 1st August 2021 and has continued in this role throughout 2021/22.

7.2 Dylan Harries was appointed as Chair of the Audit Committee in December 2020 and remains in this role.

7.3 Reportable events were considered by the Corporation Board and Audit Committee and reported to Welsh Government as required.

8. LINK GOVERNORS

- 8.1 The College has had a Link Governor Scheme in place for a number of years. Link Governors play a significant role in developing the effectiveness of the Governing Body and in raising College standards. The scheme assists Governors with developing their understanding of different areas of the College and the College benefits from their expertise, skills and knowledge in an advisory and support capacity.
- 8.2 The Link Governors for 2021/22 were:
- Learners – John Gammon
 - Safeguarding – Caroline Oakley (until July 2022)
 - Compliance – Jon Haswell
 - Staff Experience and Resources- Graham Morgan
 - Business Development – Andy Jones
 - Equality & Diversity and Welsh Language – Cris Tomos (until May 2022)
 - Environment – Iwan Thomas
 - Band B Project – Andrew Phillips
- 8.3 New Link Governors for Safeguarding, Equality & Diversity and Welsh Language have been appointed in preparation for the 2022/23 academic year.
- 8.4 The work of Link Governors include meeting with relevant staff and attending meetings where appropriate, such as Safeguarding Panel, Learner Voice, Risk Management and Environment Committees. Additional examples of the work of Link Governors included, the Link Governor for the Band B Project providing support and guidance to the College Management in taking forward projects.
- 8.5 The value of these roles is recognised by the Board, the Leadership Team and the staff involved. The work of Link Governors will continue during 2022/23 and further opportunities for development will be taken.

9. MEETINGS OF THE CORPORATION BOARD

- 9.1 In accordance with the Instrument and Articles of Government, the Corporation Board meets at least once in every term and holds such other meetings as may be necessary. During 2021/22, the Corporation Board met on 6 occasions on the following dates:
- 19th October 2021
 - 7th December 2021
 - 8th February 2022
 - 29th March 2022
 - 10th May 2022
 - 12th July 2022
- 9.2 All meetings of the Corporation Board and its Committees held during the year were quorate. Hybrid meetings were held, allowing Board and Committee Members the option to join meetings virtually or in person. In some instances, meetings were completely virtual when it suited members of the Committee or cases of Covid-19 were rising significantly in the area.
- 9.3 Overall average attendance of Board Members at meetings of the Corporation Board and its Committees was 79% in 2021/22, compared with 76% for the previous year. Attendance at the Corporation Board was 80%, compared with 72% for the previous year. The Search and Remuneration Committee monitors attendance on a six-monthly basis and actions are taking accordingly for any areas of concern. The option of virtual attendance at meetings has improved attendance, as the flexibility assists Board Members who have other commitments.
- 9.4 The Standing Orders & Terms of Reference are reviewed and approved by the Corporation Board on an annual basis. At the start of 2021/22, a revamped version of the Standing Orders & Terms of Reference was approved in replacement of the Corporate Governance Model and Governance Framework. The document is more streamlined and provides all the relevant information in one document.
- 9.5 The Corporation Board receives financial reports at least once a term. The Financial Planning Strategy and Budget for 2022/23 was presented to and approved by the Board on 12th July 2022. A sensitivity analysis was also presented to demonstrate the impact of different scenarios on key financial areas of the College.
- 9.6 The Board receives annual reports for Safeguarding, Health, Safety & Sustainability, HR, Whistleblowing, FOI and Welsh Language Standards. The Corporation Board also receives an annual report on Equality and Diversity, which reports on the progress made against each of the objectives within Pembrokeshire College's Strategic Equality Plan and is published on the College website.

10. COMMITTEES

10.1 As required by the Instrument and Articles of Government, there is both a Search and Remuneration Committee and an Audit Committee. Meetings of the Search and Remuneration Committee are scheduled on a half-termly basis and additional meetings are held as and when required. The Committee met on 6 occasions during 2021/22. In line with the Code of Good Governance for Colleges in Wales, the Committee produces an annual report for the Board.

10.2 The Audit Committee met 4 times during 2021/22. It meets once a term plus the presentation of accounts meeting. As required by the Audit Code of Practice, the Audit Committee produces an annual report for consideration and approval by the Corporation Board and submission to Welsh Government.

10.3 Other Committees of the Corporation Board are: Quality and Standards Committee and A Level Centre Committee. These Committees usually meet on a termly basis. The Corporation Board requires all of its committees to produce an annual report, which has been completed for 2021/22. The Annual Reports are available on the College website.

10.4 The Pembrokeshire College Advisory Forum (PCAF) was formed in 2014. Its acts as an advisory and consultative body to the Corporation Board and includes representatives from the local businesses and the community sector. The President of PCAF has observer status on the Board and reports back to the Board the views of the Forum and delivers key messages to the Forum. The President's role as a conduit for two-way communication ensures there is ongoing engagement with stakeholders. The Forum meets on a termly basis.



11. BOARD MEMBER TRAINING AND DEVELOPMENT

- 11.1 Newly appointed Board Members receive induction training and are sign posted to key documents, such as the Instrument and Articles, Standing Orders, Memorandum of Financial Understanding and the Code of Good Governance. All these documents are available on the Governor Team Site and hardcopies are provided on request. In addition, new Members of the Audit Committee receive a Finance Induction.
- 11.2 There is a training programme in place for Corporation Board Members which includes both mandatory and optional training. Board Members are requested to complete the mandatory training within a reasonable period of time. Additional training and briefings are provided for Board Members as required. During 2021/22, Board Members were invited to access online sessions in relation to Safeguarding Best Practice, Finance and Supply Chain Fraud. The Corporation Board also received a briefing on progress around the implementation of the Additional Learning Needs and Educational Tribunal (Wales) Act.
- 11.3 Board Members access their papers and other relevant information via an online team site. The site provides a secure one stop shop for documents and information for Board Members to access.
- 11.4 Board Members are invited to and attend College events, such as Graduation, award evenings and conferences. There had been limited events held over the last couple of years due the Covid-19 restrictions. Board Members were pleased to see events start to take place again during 2021/22.
- 11.5 The Chairman undertook a self-assessment review of the Corporation Board over the summer 2022. The review focused on a survey of Board Members and one to one follow up as required. The outcomes and recommendations of the review will be considered by the Corporation Board during 2022/23, and an action plan developed. The action plan will incorporate any outstanding actions from previous reviews. Progress against the action plan is monitored by the Board on a six-monthly basis.
- 11.6 The College internal auditors review elements of Governance on an annual basis as part of the Internal Audit Plan. Review areas include, Performance Management, Strategic Planning and Board Effectiveness on a rolling programme.

12. GOVERNANCE OFFICER TRAINING AND DEVELOPMENT

12.1 The Governance Officer undertook the following training and development during 2021/22 (as noted, she was on maternity leave for most of the year):

- Attendance at meetings of the FE Governance Network
- Safety Media online courses in Information Security

13. OTHER RELEVANT MATTERS OR SIGNIFICANT ACTIONS

13.1 In addition to routine matters and standing items, some of the key items considered by the Corporation Board included:

- Band B Projects updates and decisions on direction and funding for projects
- The Coronavirus pandemic recovery continued to have an impact on the operation of the College during 2021/22. An update on the impact of the pandemic and actions taken by the College have been regularly reported to the Board
- Approval of the new Standing Orders & Terms of Reference
- Updates on the implementation of the new WBL5 contract
- Technical Universities Institutions
- Capital Maintenance Programme
- Strategic Alliance Coleg Sir Gar

13.2 The Board has considered some important matters during 2021/22 resulting in some key decisions. The Board is supported by its Committees, the Leadership Team and the Governance Officer. The Board will continue its strategic overview of the core business of the College and provide effective scrutiny and challenge during 2022/23. Any areas for development will be addressed as necessary.

13.3 Two key matters scrutinised by the Board were:

- Technical Universities Institutions – a partnership approach to developing and delivering applied technical higher education through a collaborative structure.
- Strategic Alliance with Coleg Sir Gar - to establish a Deed of Association between the two colleges creating a framework for mutual collaboration. The Colleges will work together to take forward the strategic vision for the creation of a new college alliance, delivering transformational changes in the communities they serve and establishing a strong platform for possible future collaborative developments.

13.4 Some major capital projects were completed during 2021/22, including the new Engineering Building, new Independent Living Skills Centre at Withybush, Plumbing Assessment Centre and expansion of electrical workshop area. The Board monitored progress of these projects during the year. Where necessary, the Board provided guidance and made decisions on key matters to ensure the end result was fit for purpose for different cohorts of learners.

14. KEY ITEMS FOR THE BOARD FOR 2022/23

- 14.1 The Board will continue to monitor the impact of the Coronavirus Pandemic and support and instruct the College Management as required.
- 14.2 Developments of alternative income streams and commercial activities remain on the Board agenda.
- 14.3 Monitor the progress of the Strategic Alliance with Coleg Sir Gar and Technical Universities Institutions.
- 14.4 Review and update the College's Strategic Plan and Estates Strategy.
- 14.5 The impact of cost of living increases on both learners and staff.
- 14.6 The Board continues to look for opportunities to strengthen the voice of learners and staff and actions have already been taken to address this.
- 14.7 Board Members have identified that due to the restrictions from the Coronavirus Pandemic they have not had the same opportunities to get to know each other. Events will be arranged during 2022/23 for Board Members to develop relationships and recognise each other's skills and experience.
- 14.8 Succession planning for Board Members and key roles remains on the agenda for the Board and Search and Remuneration Committee.



15. STATEMENT OF ASSURANCE

- 15.1 The independence of the Governance Officer (and temporary Governance Officer) has been suitably maintained during 2021/22.
- 15.2 The Governance Officer confirms that, as far as she can be reasonably be expected to be aware, all Corporation activities during the year 2021/22 have complied with the requirements of the Instrument and Articles of Government of Pembrokeshire College and its Standing Orders & Terms of Reference. The majority of the expectations of the Code of Good Governance in Wales have also been met.
- 15.3 This report was submitted to the Governing Body on 6th December 2022 and was approved.

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Catherine Freeman
Governance Officer
December 2022

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Iwan Thomas
Chairman of the Corporation Board
December 2022