



COLEG Sir Benfro
Pembrokeshire COLLEGE

Corporation Board Report

Annual Report
1st August 2023 -
31 July 2024



1.0 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 2023 to 31st July 2024.
- 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.

2.0 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 2023/24 is outlined below:
- Principal
 - 2 Staff Members
 - 2 Students Members
 - Up to 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 2024 is attached as Appendix A.
- 2.4 During the academic year there was one Co-opted Member of the Audit Committee and 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.

3.0 Changes to Membership

- 3.1 At end of 2023/24, there were 19 Board Members on the Corporation Board with 1 Local Authority Member vacancy. Following the appropriate election processes, the Student Governors were re-appointed in July 2024 in preparation for the new academic year. A new Business Support Staff Governor was also elected in preparation for the current Governor completing their term of office in September 2024.
- 3.2 The following Board Members were appointed during 2023/24:
- Bradley Cole and Tomos Padel (2 Student Governors for 2023/24)
 - Tom Sawyer (Appointed October 2023)
 - Jo Hendy (Audit Committee Co-optee from December 2023)
- 3.3 The following Board Members left the Board in 2023/24:
- Andy Jones (October 2023, remained co-opted member of Audit Committee until December 2023)
- 3.4 The eligibility of all Board Members during 2023/24 was checked within the parameters of the Instrument and Articles. All Board Members complete an annual declaration to confirm their ongoing eligibility.

4.0 Register of Interest 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.

5.0 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. Student Governors receive remuneration in relation to Learner Executive roles and not for their roles as Student Governors.

6.0 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 Board Member may have an interest are conducted at arm's length and in accordance with the College's financial regulations and procurement procedures.
- 6.2 The College entered into the following transactions with organisations in which a Board Member had an interest:

Related Party Transactions

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

Sales to related party			Purchases from related party		Balances (owed to)/ owed by at year end	
	2024	2023 Restated	2024	2023 Restated	2024	2023 Restated
	£'000	£'000	£'000	£'000	£'000	£'000
Details of related party						
Pembrokeshire County Council	648	383	792	779	(113)	24
Milford Haven Port Authority	17	-	13	-	-	-

There were sales to Carreg Construction of £285 during the year but due to rounding they have not been disclosed above.

7.0 Chair

- 7.1 Iwan Thomas was appointed Chair of the Corporation Board in 1st August 2021 and has continued in this role throughout 2023/24.
 - 7.2 Dylan Harries was re-appointed as Chair of the Audit Committee in December 2022 and continued in this role during 2023/24.
 - 7.3 Reportable events are considered by the Corporation Board and Audit Committee and reported to Welsh Government as required. There were no reportable events during 2023/24.
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8.0 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 2023/24 were:
- Learners – Helen Murray
 - Safeguarding & Welsh Language – Edna Davies
 - Staff Experience and Resources - Graham Morgan
 - Business Development – Tom Sawyer
 - Equality & Diversity – William Bateman
 - Environment – Iwan Thomas
 - Capital Investment Projects – Andrew Phillips
- 8.3 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. 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 2024/25 and further opportunities for development will be taken.

9.0 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 2023/24, the Corporation Board met on 7 occasions on the following dates:
- 17th October 2023
 - 5th December 2023
 - 6th February 2024
 - 26th March 2024
 - 14th May 2024
 - 19th June 2024 (Extraordinary)
 - 9th July 2024
- 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.
- 9.3 A Board Planning session was also held on 19th June 2024 to allow Board Members to discuss key strategic matters in detail in an informal setting. This included a Cyber Security Update, SPARC Presentation, Performance Measures and Curriculum Opportunities.
- 9.4 Overall average attendance of Board Members at meetings of the Corporation Board and its Committees was 78% in 2023/24, compared with 76% for the previous year. Attendance at the Corporation Board was 73%, compared with 71% 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.
- 9.5 The Standing Orders and Terms of Reference are reviewed and approved by the Corporation Board on an annual basis.
- 9.6 The Corporation Board receives financial reports at least once a term. The Budget for 2024/25 academic year was presented to and approved by the Board on 9th July 2024.
- 9.7 The Board receives annual reports for Safeguarding, Health, Safety, Sustainability & Risk, 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.



10.0 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 seven occasions during 2023/24. 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 2023/24. 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 have been completed for 2023/24. 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.

11.0 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. The training programme was reviewed by the Search & Remuneration Committee during 2023/24 and some changes were made to the delivery of the mandatory elements. Additional training and briefings are provided for Board Members as required. Board Members are also able to access CPD opportunities through the College staff training days if they wish to do so. The Board has received several updates as part of Board meetings, including Equality and Diversity and Safeguarding.
- 11.3 Colegau Cymru has started to rollout sector wide training for Governors across the FE Sector. College Governors have been invited to attend online training sessions and recording of the sessions and the presentations are available on the Governor Team Site for Board Member who wished to access them. During the year there were three Colegau Cymru online training sessions on ALN, Finance and Future Generations Commissioner's Update. In addition to this, they have also started to produce a regular newsletter for Governors and are now supporting a Chairs' Network.
- 11.4 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.

11.0 Board Member Training and Development continued

- 11.5 Board Members are invited to and attend College events, such as Graduation, award evenings and conferences.
- 11.6 The Chair undertook a self-assessment review of the Corporation Board over the summer 2024. 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 2024/25 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.
- 11.7 The College's internal auditors, Wylie Bisset, undertook an internal audit of Corporate Governance in February 2024 and the overall conclusion was a strong level of assurance. There were two low grade recommendations, both of which have been addressed.

12.0 Governance Officer Training and Development

- 12.1 The Governance Officer undertook the following training and development during 2023/24:
- Attendance at meetings of the FE Governance Network
 - BLG – Governors Anti Racism Training
 - Attended the Colegau Cymru Governors Training Sessions
 - Corporate Risk Training
 - Internal CPD training

13.0 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:

- Capital Investment Projects updates and decisions
- Financial wellbeing of staff and students
- Updates on the development and implementation of Medr (the Commission for Tertiary Education and Research)
- The appointment of the Assistant Principal Finance and Resources

13.2 The Board has considered some important matters during 2023/24 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 2024/25. Any areas for development will be addressed as necessary.

13.3 Key matters scrutinised by the Board included:

- The development and approval of the new Estates Strategy and Strategic Outline Programme for submission to Welsh Government.
- The appointment of the Assistant Principal Finance and Resources following the restructure of the Leadership Team.
- Welsh Government funding pressures

13.4 The Board approved an ambitious new Estates Strategy in December 2023 as well as the Strategic Outline Programme (SOP) for submission to Welsh Government, which was subsequently approved.



13.0 Other Relevant Matters or Significant Actions continued

- 13.5 Significant work has been undertaken during the academic year to strengthen staff and learner voice on the Board. This work has included the establishment of a Learner Executive made up of Learner Ambassadors from across the College and chaired by the Student Governors. A Staff Forum has been established which is chaired by the Staff Governors to provide a direct link to the Board. Both Student and Staff Governors present an update on activity to the Quality and Standards Committee at each meeting and in addition they provide an annual overview to the Board at the end of the academic year. The Board held a question and answer with the Learner Executive which was well received by all and allowed Board Members to hear directly from learners and answer some of their questions.
- 13.6 The Chair's Award continued in 2023/24, which recognises staff who had gone that extra mile throughout the year. Three winners were chosen by a panel of Board Members to recognise their work and commitment to the College. This has benefitted staff morale and panel members have appreciated the opportunity to hear about how staff are making a positive contribution to the culture of the College.

14.0 Key items for the Board for 2024/25

- 14.1 Clearer understanding and development of alternative income streams is an area the Board has identified as a priority for 2024/25.
- 14.2 The Board will continue to monitor the implementation of Medr and potential changes in the sector, including any changes in expectations for governance.
- 14.3 Continued development and strategic decision making around the Strategic Outline Programme (SOP) for College's Estates Strategy following approval of the SOP from Welsh Government.
- 14.4 Strategic decisions linked to the current and upcoming skill needs of the area.
- 14.5 Succession planning for Board Members and key roles remains on the agenda for the Board and Search and Remuneration Committee.

15.0 Statement of Assurance

- 15.1 The independence of the Governance Officer has been suitably maintained during 2023/24.
- 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 2023/24 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 3rd December 2024 and was approved.

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 Catherine Freeman
 Governance Officer
 December 2024

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 Iwan Thomas
 Chair of the Corporation Board
 December 2024

Appendix 1**Pembrokeshire College Members of the Corporation Board as at 31st July 2024**

Governor	Date of (Re) Appointment	ToF	End of ToF	Committees	Notes
Iwan Thomas	Aug 2023 2nd term	4 yrs	Aug 2027 Chair – Aug 2025	Chair - Corporation Board Chair - Search & Remuneration	Review June 2027 Review Chair May 2025
John Gammon	Dec 2023 2nd term	4 yrs	Dec 2027	ALC Committee	Review Oct 2023
Graham Morgan	May 2021 2nd term	4 yrs	May 2025		Review Apr 2025
Andrew Phillips	Dec 2021 2nd term	4 Yrs	Dec 2025		Review Oct 2025
Dylan Harries	Jan 2024 2nd term	4 yrs	Jan 2028	Chair of Audit Committee	Review Nov 2027
Marc Blockwell	Jan 2024 2nd term	4 yrs	Jan 2028	Audit Committee	Review Nov 2027
Lisa Gostling	Oct 2021 1st term	4 yrs	Oct 2025	Search & Remuneration	Review Jul 2025
Sarah Rowland Jones	Dec 2021 1st term	4 yrs	Dec 2025		Review Jul 2025
Louise Wilkinson	May 2021 1st term	4 yrs	May 2025	Quality & Standards	Review Apr 2025
Edna Davies	Jul 2022 1st term	4 yrs	Jul 2026		Review May 2026
Helen Murray	Mar 2023 1st term	4 yrs	Mar 2027		Review Jan 2027
Tom Sawyer	Oct 2023	4 yrs	Oct 2027	Search & Remuneration	Review Aug 2027
Local Authority Governors					
Steven Richards-Downes	Jan 2024 2nd term	4 yrs	Jan 2028	Chair - ALC Committee	Review Nov 2027
Cllr Guy Woodham	Oct 2022 1st term	4 yrs	Oct 2026	Chair – Q&S Committee ALC Committee	Review Aug 2026

Staff Governors					
Will Bateman	Jul 2022	4 yrs	Jul 2026	Q&S Committee	Review May 2026
Charlie Royal	Sept 2020 2nd term	4 yrs	Sept 2024	Q&S Committee	Review Jun 2024
Barry Walters	Jul 2018			Search & Remuneration ALC Committee Q&S Committee	Principal
Student Governors					
Bradley Cole	Aug 2023	1 yr	Jul 2024	Q&S Committee	Student Gov elected each academic year
Tomos Padel	Aug 2023	1 yr	Jul 2024	Q&S Committee	Student Gov elected each academic year
Audit Co-optee					
Jo Hendy	Jan 2024	4 yrs	Jan 2028	Audit Committee	
Observer – President of PCAF					
TBC		2 yrs		Pembrokeshire College Advisory Forum	In the process of appointing new President

Recent Changes					
Wendy Goldsworthy	Mar 2023	4 yrs	Resigned Jan 2024	Observer President of PCAF	
Andy Jones	May 2021 2nd term	4 yrs	Resigned Oct 2023	Audit Committee	Remained co-op- tee on Audit Committee until Dec 2023
Jonathan Haswell	Oct 2018 2nd term	4 yrs	Oct 2022	Audit Committee	Completed term
Samuel Lowe (Student Gov)	Aug 2022	1 yr	Jun 2023	Q&S Committee	Completed term
Jake Aldred (Student Gov)	Aug 2022	1 yr	Jun 2023	Q&S Committee	Completed term



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