

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 July 31st 2019. As required, following receipt by the Governing body, a copy of this report will be forwarded to PAGs at DfES.

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 minimum composition. The Board has resolved to reduce total numbers to 18 from 2016-17.	Confirmed: Staff:.....2 Student:2 CEO:.....1 Business / Employer:13 Total:18
2	Notification of changes resulting from the new determination.	None
3	Confirmation of eligibility of members.	All confirmed via completion of a periodic governance and skills review.
4	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 Executive Directors – confirmed
5	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"> • 08.11.18 • 20.11.18 Strategic Planning • 13.12.18 • 21.02.19 (AGM) • 06.03.18 Strategic Planning • 11.04.19 • 27.06.19 The Annual Public Meeting of the Corporation Board was held on 20.02.19.
6	Confirmation that the governing body has received financial reports at least termly.	Confirmed. Every meeting of the full Grŵp Corporation Board receives copies of current financial reports which include full Management Accounts and up to date forecasts and cash flow with sensitivities. These are scrutinised from differing perspectives by both "Finance & Resources" and "Audit & Risk" Committees prior to presentation to Board.
7	Confirmation that all meetings of the governing body have been quorate.	Confirmed. Average 79% attendance (one member on leave of absence and one deceased mid-term)
8	Confirmation that no payments have been made which remunerate members of the governing body for their services as members.	Confirmed.

	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. None of the Board members mentioned below were involved in the approval of the contracts with the above companies.				
	Connected Member:	Organisation:	Nature	Income £:	Payments £:
	Dr H R Bichan	Colwyn Bay Cricket Club	Trustee	-	150
	Mr Dafydd Evans	North Wales Economic Ambition Board	Member	30,948	-
		ColegauCymru	Director Chair	55,399	-
9	Dilwyn Evans	Anglesey County Council	Audit Committee	229,641	9,785
	Dr G Jones	University of Bangor	Audit Committee	61,692	507,115
		Ysgol Gyffun	Governor	21,733	-
	Ms M Pryor	Anglesey County Council	Employed	229,641	9,785
	Mr H Pugh	NFU	Member	-	299
	Mr A W Thomas	JW Hughes and Co	Partner (retired)	-	5,362
	Mr D W Williams MBE (Deceased)	University of Bangor	Hon Treasurer	-	507,115
		North Wales Police (PACT)	Chairman	5,563	-
	Ms L Joannou	Betsi Cadwaladr Health Board	Employed	223,991	66,513
10	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 monitors quality through its "Curriculum, Students and Standards Committee" which met 3 times in the year.</p> <ul style="list-style-type: none"> • 14.12.18 • 20.03.19 • 12.06.19 		
11	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"> • 25.09.18 • 07.11.18 (interview for SPH) • 29.01.19 • 07.05.19 <p>Meetings of the Audit & Risk Committee were held as follows:</p> <ul style="list-style-type: none"> • 24.10.18 • 05.12.18 • 19.03.19 – Tender for internal / external auditors • 03.04.19 • 26.06.19 		
12	Notification of changes in the chair.		No changes. Dr Roy Bichan continues to act as Chair, Dr Griff Jones as Vice-Chair.		

13	An outline of training provided for Governors.	<p>Each meeting of the Governing body is preceded by training input from appropriate staff and Governors are provided with updates on a wide range of subjects relevant to the operation of the College. This year's topics have included:</p> <ul style="list-style-type: none"> • Welsh Language Awareness for Governors • Acquisition of a private training provider • New Llangefni Engineering Facility • Academic Achievements • ESRC Wales Governance Research Project Update <p>Governors participated in a number of training events held throughout the year. Specific training needs for the Board were identified through a periodic skills audit. Stakeholder engagement and ownership were fostered through "Local College Councils" which have now been established for 7 years; each being Chaired by a Corporation Board member, with the number of Councils extended to include Coleg Menai operations in Ynys Môn and Gwynedd, whilst Denbigh Council joined with Rhyl. Councils bring together a wide range of community, local authority and business representatives from each area served by the college and include students, Directors and Curriculum Leads across the Grŵp. All Councils feed directly up to the Corporation Board.</p>
14	An outline of the training provided for the clerk (now Grŵp Governance Officer).	<p>The Director of Governance & Information (DGI) served his final year as Chair (2009 - 2019) of the FE Governance Network Wales (FEGNW), which had been administered up until 2017 by ColegauCymru. This network meets on 2-3 occasions per annum with training matters in relevant legislation and change are discussed as part of all meetings.</p> <p>The DGI continued to participate as a member of the Impact Panel for the ICSA National Processes and Practices of Governing three year research project in which the Grŵp and one other Welsh FE College are linked. The DGI participated and successfully continued with the "Welsh Language Management Challenge" and "Cymraeg Gwaith 2018-19" and undertook GDPR SAR specialist training with the Clerking Officer, with further on line staff development training in GDPR Data Protection, Unconscious Bias, and e-Diversity modules completed. Both DGI and Clerking Officers are qualified to degree level and hold the CIPFA Certificate in Corporate Governance.</p>
15	Other relevant changes or actions.	The Board continues to operate efficiently through appropriate electronic media.
16	Board has completed a suitable compliance check against the FE Governance Code.	Confirmed. A copy of the checklist / action plan is attached to this report.

17	The Grŵp reports fully on its actions on Equality and Diversity, in the operation of governance. A yearly Grŵp Equality and diversity report is produced.	Confirmed.
18	The independence of the DGI is suitably maintained.	Confirmed. DGI's role now includes: Governance, FOI, Data Protection and Complaints.



Signed:

Dated: 12.12.19

Toby G. Prosser, JP
Cyfarwyddwr, Llywodraethu a Gwybodaeth
Director, Governance & Information

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FINAL

Compliance with Draft Code of Good Governance – Grŵp Llandrillo Menai 2019

As at October 2018

Ref:	Requirements	Current status	Development	Timescale	Resp. Person
Element 1: Strategy and Leadership					
1.1	The governing body must formulate and agree the mission and strategy including defining the ethos of the college. The governing body should consider setting down its aspirations for the college in a vision statement.	Compliant in all respects.	New strategy launched in 2019 – 2024 “Improving People’s Futures”		
1.2	The governing body must formally approve the strategic plan. This plan should cover all aspects of the college’s work including partnerships and subsidiary companies. The governing body should ensure that the plan is realistic and underpinned by a financial strategy.	Compliant in all respects.	New strategy launched in 2019 – 2024 “Improving People’s Futures”		
1.3	The strategic plan should be based on an assessment of need. The plan should adequately reflect the interest and views of students, parents, employers and the community.	Compliant in all respects. Consulted upon widely. Strategic Plan accords with Regional Skills Partnership priority areas.	New strategy launched in 2019 – 2024 “Improving People’s Futures”		
1.4	Governing body members should be able to explain the underpinning rationale and be familiar with the supporting evidence base and with the results of any horizon scanning exercises.	Commissioned through LCCs, and articulated through strategic and operational plans.	New strategy launched in 2019 – 2024 “Improving People’s Futures”		
1.5	The governing body should ensure that managers have established an operating plan that identifies those aspects of the strategic plan being implemented in any particular year.	Compliant	This will distil from new operational targets linked to the new strategic plan		
1.6	In order to ensure successful implementation, the governing body must be clear how performance on the strategy will be measured. It should identify and adopt a set of key performance indicators (KPIs) that cover financial health, teaching and learning and student experience and outcomes, staff performance and stakeholder opinions. In doing so the governing body should make clear the division of responsibilities between strategic governance and leadership by the governing body and the operational management and college leadership by the college’s senior management team led by the principal.	Regular KPI steering for SPH, and period monitoring through Chairs Committee and Board.			
1.7	Governing body members should monitor and scrutinise the college’s activities effectively, including using external benchmarks, challenge shortfalls in performance, and ensure that weaknesses are addressed.	Benchmarking regularly and routinely used to monitor performance through FRC and Board.			
1.8	The mission and strategy should be published, refreshed annually, and reviewed at least every three years through a process that involves key stakeholders.	Refreshed and remodelled in 2019, involved wide scale consultation through LCCs, staff and Board	New strategy launched in 2019 – 2024 “Improving People’s Futures”		

1.9	The governing body may wish to go further and amplify the mission along the lines of a 'public benefit statement', describing how the college aims to add value to the social, economic and physical well-being of the communities it serves.	Articulated in the Grŵp's Strategic Plan in achieving excellent results for its customers, via 3 Strategic Goals.	Public benefit statement included as part of the annual accounts		
1.10	To secure implementation of the agreed strategy, the governing body must ensure there are effective underpinning policies and systems in place.	Compliant in all respects.			
1.11	The governing body must endorse a set of appropriate policies that describe how the strategy is being implemented. Examples of what may be covered include: access, recruitment, teaching and learning, assessment and validation, use of technology, reward and recognition for students, careers advice and progression, quality and standards, enrichment and citizenship.	Compliant in all respects.			
1.12	The governing body, through constructive challenge and effective support, should monitor policy implementation.	Compliant in all respects. Regular review and monitoring of progress			
1.13	The governing body must be assured that there are management-led policies and systems in place to provide the best learning experience for every student including those undertaking learning activity off-site or provided under a subsidiary or partnership arrangement.	Compliant in all respects.			
1.14	The governing body must ensure they have in place a scheme to actively promote the principle that the Welsh language will be treated no less favourably than the English language when dealing with the public in Wales. The public includes college staff and current students along with prospective students and the public in general in Wales.	Compliant in all respects.			
1.15	The governing body must have close regard to the voice of its students and the quality of the student experience, which should be central to all governing body decisions.	Regular LV reports and Quality benchmarking through CSSC, LCC and learner panels. SU & HE reports to Board at each full meeting. HE and FE Student members on CSSC, Board and LCCs			
1.16	Students should be actively engaged in the college and effective ways should be found to ensure that the student voice is heard through both college and student led processes. The governing body should receive regular reports on how students are being engaged and what impact their voice is having on college life.	Termly Learner Panels. Learner Walks, Student Conference. "You said we did feedback" reports through quality and CSSC. Verbal and reports to every board meeting by SU President and HE Officer			
1.17	The governing body must provide a safe environment and have a robust and regularly assessed and monitored safeguarding policy. This policy may, for example, also include the duties arising from the Counter-Terrorism and Security Act 2015 (or they could be covered in a separate policy).	Safeguarding Lead Governor appointed (Helen Halpin). Prevent training provided for TS and Board members, CEO and DGI undertaken and monitored policy in place.			

1.18	There should be clear and published complaints and whistleblowing procedures. The governing body should receive regular reports on the number and types of complaint and how complaints are resolved.	Compliant in all respects. Both Policies are approved by the Board on a regular basis.	Reviewed 05.19, Annual complaints report to CSSC on 14.11.19		
Element 2: Collectively Accountable					
2.1	The governing body must be collectively accountable for the operation of the college, taking all decisions on all matters within its duties and responsibilities.	All decisions are taken on the principle of collective accountability.			
2.2	Members of governing body must comply with the legislation relevant to their legal form of incorporation. Governing body members are charity trustees and must comply with charity legislation and case law.	Compliant in all respects.			
2.3	The governing body must set out its primary responsibilities in the Articles of Government (or similar legal document) and its rules of governance within the instrument. These should be published widely and be known to all governors. These responsibilities should be supported by a schedule of delegation which sets out how each responsibility is to be met and by whom, including those items which the governing body delegates to the principal.	Compliant in all respects. The Grŵp relies on the basis of the 2006 I&As and is aware of and has accepted the 2014 FHE Act variations. Delegation is specific to each Committee and is articulated via annually reviewed Terms of Reference for each Committee.			
2.4	The governing body must seek assurance that it meets all legal and regulatory requirements imposed on it as a corporate body, and college compliance should be kept under regular review.	Annual IA / EA activity regarding Governance aspects. Highest levels of assurance gained in all respects to date.			
2.5	The governing body should conduct its affairs as openly and transparently as possible; consulting fully on its plans and delivery. The general principles and requirements of the Freedom of Information Act must apply, so that staff and students have access to information about the governing body's proceedings.	LCCs are helpful in this regard. Information Governance is handled by the Director of G&I with full FOI compliance achieved. Agenda summaries are published annually on the Governance website and minutes volumes are open to public inspection by appointment			
2.6	Public reporting is important and contributes to confidence in the sector. An annual members' report and audited financial statements should be made widely available both internally and externally.	Annual report is launched at the Grŵp AGM in February and contains financial and operating overview of the Grŵp. Published on website.			

2.7	The annual Governors' report should be published and include a section that sets out the governance arrangements - including the extent to which this Code has been adopted - and the policies on public disclosure.	GO report received annually in October / November by Board – same submitted to DfES with annual returns. Also articulated in annual accounts	GO report to include compliance statement with regard to the Code citing this appraisal – actioned.		
2.8	The governing body should ensure that students and the public are given honest, accurate and timely information about all aspects of provision and that the governing body has the necessary information to be able to challenge.	Regular planned marketing activity and social media engagement. Issues covered off at LCC meetings and in employer engagement events.			
2.9	Governing body members are required to fulfil their duties in line with accepted standards in public life. Governing body members must avoid conflicts of interest and act solely in the interests of the college at all times. Governors, whose views are not consistent with the decisions of the governing body as a whole, must abide by the principle of collective decision-making and stand by the decisions of the governing body.	Declarations of interest are a standing item in all meetings. A public Register of Member's interests is published on the Grŵp Governance webpage.			
Element 3: Financial Strategy and Audit					
3.1	The governing body must adopt a financial strategy and plan which is compatible with the duty to ensure sustainability and solvency of the college and, in doing so, ensure that effective control and due diligence takes place in relation to all matters including acquisitions, subcontracting and commercial activity. The governing body must set and approve the annual budget. Responsibility for its approval must be reserved for the collective decision of the governing body, without delegation.	Compliant in all respects. Evidenced through financial and risk monitoring through FRC and ARC activity. Same reports (often updated) are also received at each Board meeting.			
3.2	The governing body must adopt effective systems of control and risk management that promote value for money, efficient use of the capital estate and technology, meet mandatory audit requirements, and produce accurate and quality-assured college data.	VFM policy established and resourcing / procurement regularly monitored through FRC. Mandatory audit requirements are monitored by ARC			
3.3	The governing body must ensure compliance with the financial memoranda and must understand and meet the conditions of funding, as set by the funders.	Monitoring through FRC and ARC. Regular IA and EA engagement. Private session held with auditors prior to each ARC meeting to clear any issues outside management.			
3.4	The governing body must inform the sponsoring division of the Welsh Government of any "materially adverse" change in the college's circumstances.	Compliant in all respects. Matters periodically reported through PAG's auditor as necessary.			
3.5	Colleges must have financial regulations and appropriately documented delegations and procedures, approved by the governing body, which specify its financial responsibilities and authority and those of its committees and its staff.	Compliant in all respects.			

3.6	The governing body should ensure that they have confidence in the arrangements for the provision of accurate and timely financial information and, therefore, also in the financial systems used to generate such information.	Compliant in all respects. Recent engagement by FRC chair has helped to steer appropriateness and clarity of information received by Board.		
3.7	Day-to-day financial control should be exercised by the staff of the college under delegation from the governing body and Principal. Responsibility for financial management and advising on financial matters is generally delegated through the Principal to a senior member of staff such as a director of finance (or equivalent).	Compliant in all respects. Delegated through ED Corporate Services.		
3.8	The governing body must ensure that a statement on internal controls explaining the risk management arrangements that are in operation is contained in the corporate governance section of the audited financial statements.	Compliant in all respects. Articulated in ARC report to Board annually and within the Annual Accounts		
3.9	The governing body must comply with the funders mandatory requirements relating to audit including adherence to the relevant audit guide which sets out the minimum requirements. This may differ for (FEI's) and it is important that the FEI's board is clear on their responsibilities and delegated functions. The governing body should approve an annual audit plan linked to the college's risk register and be confident in the expertise and quality of any internal auditors engaged by the college. The governing body should consider using different sets of expertise for different audit requirements.	Compliant in all respects. I&E Audit Plans reviewed and agreed annually by ARC and ratified by Board.		
3.10	The audit committee must support the governing body and the Principal by reviewing the comprehensiveness, reliability and integrity of assurances including the college's governance, risk management and internal control framework and produce an annual audit report for the governing body.	Compliant in all respects.		
3.11	The governing body must ensure effective arrangements are in place for the management and quality assurance of data. This assurance should include a statement on data quality from the audit committee. The governing body should use the college annual report to account to all stakeholders for the performance and prospects of the college as well as to demonstrate compliance with statutory and regulatory requirements.	Compliant in all respects. External audit data return completed and signed off annually.		
3.12	Colleges are dynamic and progressive. They grow, innovate and adapt to the changing circumstances. This responsiveness should be encouraged because, going forward, collaborative and commercial relationships will be central to ensuring the college's financial sustainability. The governing body should facilitate and enable this activity.	Compliant in all respects.	NWT Ltd (private training provider) acquired February 2019. DGI acts as Company secretary and all Directors are Grŵp Executive / Board.	
3.13	In establishing new business, the governing body must ensure effective governance arrangements are put in place with appropriate control, reporting and delegation systems. The governing body should ensure that particular scrutiny is exercised on new and external activities with significant potential financial or reputational risks. Where such activities involve commercial transactions, care must be taken to ensure that arrangements conform to the requirements of charity law and regulation.	Work in progress – in collaboration with new partners. Teaming agreement signed with Babcock presently	NWT Ltd (private training provider) acquired February 2019. DGI acts as Company secretary and all Directors are Grŵp Executive / Board. Company independently audited and run.	

3.14	New ventures (such as acquiring new companies or creating colleges in other countries) present colleges with both opportunities and significant challenges and risks. The governing body must ensure that not only does it approve such strategic developments, but also that the executive produces regular reports on the performance of all strategic partnerships and external businesses.	Compliant - See 3.13			
3.15	For all subsidiary entities, (for example, separate operating companies or charitable trusts) the governing body should: <ul style="list-style-type: none"> Ensure that the entity's governing body possesses the attributes necessary to provide proper stewardship and control; Appoint suitably qualified directors or trustees to the entity who are not members of the governing body or staff/students of the college; and Ensure that the entity's governing body conducts business in accordance with a recognized and appropriate code of governance. 	Current Cwmni Prentis Menai and North Wales Trading Ltd activity is monitored through their own and Grŵp Boards which comply with Companies House regulations and operate under correct Articles of Association. Colsol Wales remains dormant, and is unlikely to be initiated at this stage.			
3.16	Where the governing body governs through a group structure, the governing body should be clear about its responsibilities in relation to any other corporate governance arrangements and associated reporting and should document and publish these relationships.	Activity from subsidiaries monitored directly though Grŵp Board.			
Element 4: Teaching and Learning					
4.1	The governing body must foster exceptional teaching and learning. The governing body must , where appropriate, seek to secure coherent provision for students that leads to further learning or apprenticeships and/or employment. The governing body must ensure appropriate mechanisms are in place for effective oversight of the quality and inclusivity of the learning experience.	Full curriculum and resultant manpower planning evidenced to the Board regularly. Quality monitored through CSSC and Governance through ARC and Chairs.			
4.2	The governing body should ensure the college's self-assessment report is benchmarked against national norms and is detailed enough to provide governors with the assurance they need that the learning experience is being monitored and the appropriate learning resources have been made available.	College SAR (through PERs) produced by Quality and regularly reported upon at Board. Separate Board assessment confirms compliance and metrics			
4.3	The governing body should look to the senior leadership team to provide external validation of any internal teaching and assessment observation reports and, where weaknesses are found, make sure the executive quickly takes action.	Compliant in all respects.			
4.4	The governing body should be alert to college issues and use various methods to meet with students, staff, parents and employers, such as learning walks and having link governors.	Learning Walks partially established. Practicalities of using link Governors debated at length, local engagement through LCC / Learner Panel Chairs is effective			

4.5	In agreeing the human resource/workforce strategy, the governing body should ensure it reflects the ethos of the college and aids excellence in quality, teaching, learning and assessment.	Compliant in all respects.	New Director of HR appointed.		
4.6	The governing body should be aware of new initiatives in teaching and learning, for example blended and/or virtual learning and, through careful appraisal, consider their adoption. The governing body must be aware of the expectations of external bodies and in particular their expectations of good quality. Governing body members should be able to explain how they benchmark quality and student achievement.	Compliant in all respects. Monitored through CSSC. Grŵp is leading the way in Sgiliaeth on line activity and video-teaching at Dolgellau.			
4.7	The governing body should see the results of student surveys including destination data and be able to monitor improvement plans.	Compliant in all respects. Monitored through CSSC			
4.8	To ensure a quality learning experience, the governing body should use best practice when overseeing the recruitment, development and performance of teaching and support staff. Appropriate key performance indicators (KPIs) should be developed to monitor quality and progress.	Compliant in all respects. Regular staff 1:1 appraisals system in place.			
Element 5: Responsiveness					
5.1	The governing body must ensure that the college is responsive to the community and relevant employment trends including building strong two-way relationships with employer-led local groups. To facilitate student progression to further study or employment, the governing body should ensure the college has in place a range of strategies for engaging with employers, universities and other stakeholders.	Compliant in all respects. Employer engagement managed through Busnes@glmm brand via Business Development Advisors. Recent MOUs signed with Glyndŵr and Bangor Universities. Seek advice of LCCs and LSBs for local employment needs			
5.2	The governing body should ensure that the college is well informed about the various local, national and business stakeholders it serves, including having a dialogue with the colleges and universities that are engaged in partnership and progression.	Compliant in all respects.			
5.3	The college should have systems in place which facilitate engagement with external stakeholders regularly, proactively and effectively so that it can identify and prioritise their present and future needs for education and training and discuss how they can best be met. These relationships need to be two-way.	Compliant in all respects. via LCC activity and through subject area focus groups. Copious social media campaigns undertaken, World Skills entries and winners			
5.4	Stakeholders comprise all those organisations, individuals and groups of individuals that the governing body intends should benefit from the college's services. These stakeholders might include: prospective students, schools, colleges and universities, parents, local and regional authorities, employers of all sizes and their representative bodies, and other public service agencies such as Jobcentre Plus, healthcare, police and prison services.	Compliant and recognised in all respects. Public AGM and regular LCC activity promotes awareness of local issues and developments.			

5.5	The main purpose of these discussions is to ensure the college's programme is relevant and seen to be responsive to local needs and the needs of the students whose next step will be further progression into college, university, work-based apprenticeships and/or employment. The governing body should also consider community and commercial use of the college's assets and facilities.	Compliant		
5.6	The governing body should publish on the college website (at least annually) an account of the college's engagement with the main communities that it serves; the progress made towards meeting their needs for education and training and how it aims to meet future needs.	Summaries of LCC activity on Governance website.		
5.7	The governing body should ensure that arrangements are in place to assess the extent to which the stakeholders served by the college are satisfied with the services provided. Each college should discuss with stakeholder and community representatives the coverage and timing of any reports, and should offer them opportunities to discuss its reports more fully.	Not currently undertaken formally. Survey has been conducted through LCC's and could be repeated. Employer Surveys WBL feedback provided.		
Element 6: Equality and Diversity				
6.1	The governing body 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. The governing body must promote equality and diversity throughout the other 6 elements.	Compliant in all respects. Board recognises need for greater female engagement and to lessen the age profile. Demographics for the are also considered.		
6.2	The governing body should approve and review the college's equality and diversity strategy and adopt agreed performance indicators for implementation.	Compliant.		
6.3	The governing body has a number of legal obligations in relation to equality and diversity which it must understand and comply. These go much further than avoiding discrimination and require the active promotion of equality in a number of defined areas. The governing body must therefore ensure that agreed policies are progressed and actioned throughout the college. The governing body may also wish to consider advice issued by government departments and other agencies on equality, diversity and safeguarding.	Compliant in all respects.		
6.4	The governing body should ensure that the HR strategy takes into account equality and diversity. Specific equality and diversity responsibilities fall on the remuneration committee (or equivalent) in respect of the determination of pay and other rewards. This committee's report to the governing body should explain how its decisions take account of the college's equality and diversity policy.	Compliant in all respects.		
6.5	The governing body and, where it exists, the search committee (or equivalent) should agree its own approach to equality and diversity in relation to appointing new members, and should take full regard of the implications of the college's overall equal opportunity and diversity policy, including any measurable objectives that may be relevant.	Compliant in all respects. Managed through Chairs Committee.		

6.6	It is important that the governing body reports fully on its actions on equality and diversity in the operation of governance. The annual report should include a description of its policy, including any measurable objectives, and should outline progress on implementation. For those colleges that produce a separate equality and diversity report that addresses such matters, a simple cross reference would be sufficient.	An annual equality and diversity report addresses such matters.	The annual report should include a cross reference to the Grŵps Equality and diversity Report.		
Element 7: Effective Governance					
7.1	The principles of effective governance are the same for all governing boards. However, because of the different legal structures this section is for GFEC's but the concept behind each statement should also be considered and adapted by FEI boards. The Governing body must ensure that there are organised and clear governance and management structures with well-understood delegations, including regularly reviewing governance performance and effectiveness.	Compliant in all respects. Board Blueprint evidences this.			
7.2	The governing body and its committees should be of an appropriate size and have the appropriate balance of skills, experience and knowledge to enable them to discharge their duties and responsibilities effectively.	Compliant in all respects. Recent monitoring activity through Chairs Committee and "20:20 Vision" report considered by Chairs			
7.3	For GFEC's the principal should be a governor, but subject to the articles of government may elect not to serve. The governing body must include student and staff governors and appoint a clerk. For GFEC's the clerk (DGI) should be independent, report directly to the governing body, and have the appropriate skills and experience to facilitate effective governance.	Compliant in all respects.			
7.4	The full governing body should meet as often as is required to undertake its responsibilities. The governing body should have rules for the conduct of its meetings. Members should attend all meetings where possible, and the governing body must establish the number and category of members constituting a quorum.	Compliant in all respects. Standing Orders and TORs agreed annually.			
7.5	There should be a presumption of openness and engagement, with all matters open to discussion by the whole governing body. Occasionally there will be matters where specific governors should not be party to discussions; these should be dealt with either by 'conflict of interest' declarations, or by enforcing agreed policy on the confidentiality of business.	Compliant in all respects.			
7.6	The governing body may delegate some of its activities to committees and/or the chair, but should agree a formal schedule of matters reserved for collective decision.	Compliant in all respects. In Terms of Reference.			

7.7	At a minimum this should include final decisions on: <ul style="list-style-type: none"> Vision, mission and strategy. The review and approval of the college's annual revenue and capital budgets and cash forecasts together with its audited financial statements. The appointment and (if necessary) dismissal of the principal, senior post holders or the clerk. 	Compliant in all respects.	New SPH appointed February 2019 through Chairs Committee.		
7.8	The governing body should determine in writing the terms of reference, membership and delegated authority of all committees and set clear arrangements for their reporting back.	Compliant in all respects.			
7.9	The governing body must determine the pay and conditions of service of the principal, other senior post holders and the clerk and may establish a remuneration committee to advise the governing body. Remuneration decisions should be informed by benchmarking data and by a recent performance appraisal.	Compliant in all respects. Managed through the Chair's Committee.			
7.10	Where severance payments are under consideration, advice should be taken from the external auditor to ascertain the legitimacy of any proposed payment. The reports on matters to do with remuneration and severance should provide sufficient detail to enable the full governing body to satisfy itself that the recommendations and resulting decisions made have been compliant with its policies. In line with the funding agreement, the governing body must draw any payments to the attention of the college's regulatory auditors.	Compliant in all respects. VR scheme approved by Board on each occasion and financial impact is reported back on each occasion through CEO's report.			
7.11	The governing body must appoint a chair from amongst its external members. One or more vice-chairs or deputy chairs should be appointed to act in the absence of the chair. The process by which the chair is nominated and elected should be agreed by the governing body as a formal part of the college's governance procedures and s/he should have a role description agreed by the governing body.	Compliant in all respects.			
7.12	The chair is responsible for the leadership of the governing body and ultimately to the stakeholders for its effectiveness. The chair should take particular care that the governing body observes the values of college governance, as set out in this Code.	Compliant.			
7.13	The chair is a non-executive role and should not be drawn into day-to-day management. S/he should promote the effective and efficient operation of the governing body, ensuring that members work together effectively.	Compliant			
7.14	The chair should foster a supportive and constructively challenging working relationship particularly between the chair, vice-chair, principal and the clerk but also involving other members of the governing body and the senior leadership team.	Compliant in all respects.			
7.15	The chair should ensure that there is effective communication between the governing body and all its stakeholders, both internal and external.	Compliant			
7.16	The chair is responsible for providing support to the principal and the clerk as required, and for leading the regular assessment of their performance, drawing on the views of other governors.	Compliant in all respects.			

7.17	Governing body members should be committed and contribute proactively to meetings, and be seen as advocates of the college. They should bring their knowledge and expertise to the table and be there to support and challenge the executive by ensuring the student interest is always put first.	Compliant in all respects.			
7.18	All members should be able to allocate sufficient time to undertake their duties effectively. The governing body should agree an indication of the time expected of its members together with an appropriate role description.	Compliant in all respects.			
7.19	Members must act in the best interest of the college, rather than selectively or in the interests of a particular constituency. Members must act with honesty, frankness and objectivity, taking decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.	Compliant in all respects.			
7.20	The governing body should set out in writing and regularly review agreed governance procedures, often described as Standing Orders. These should include levels of delegated authority and of any sub-delegations.	Compliant in all respects.			
7.21	The Principal must be responsible for the executive management of the college and its day-to-day direction. S/he should understand and respect the role of the governing body and ensure that appropriate matters are brought to the governing body taking advice of the clerk and senior leadership team as necessary. The specific responsibilities of the Principal in relation to governing body business must include: <ul style="list-style-type: none"> ◀ Ensuring that governing body decisions are implemented through the college's management structure. ◀ Advising the governing body as required. ◀ Undertaking the role of the accounting officer. 	Compliant in all respects.			
7.22	The Principal is also responsible for prompt and coherent management reports to governors on the college's activities and prospects, including the emergence of major new risks and opportunities; and for facilitating appropriate opportunities for governing body members to see first-hand the work of the college and meet with students and staff.	Compliant in all respects.			
7.23	The GFEC governing body must appoint a person to act as the clerk / governance officer to the corporation. In dealing with governing body business, the clerk should be solely responsible to the governing body and have a direct reporting line to its chair. The governing body must protect the clerk's ability to carry out his/her responsibilities, including appropriate training and development and ensuring adequate time and resources to undertake the role effectively.	Compliant in all respects.			
7.24	The clerk must inform the governing body if s/he believes that any proposed action would exceed its powers or involve regulatory risk or (where the clerk has other management responsibilities at the college) if there is a potential conflict of interest between his/her clerking and management roles.	Compliant in all respects.			
7.25	The governing body should adopt a formal and open policy for recruiting governors. This policy should include: <ul style="list-style-type: none"> ◀ A regular review of the existing governing body to ensure that it has the appropriate diversity of skills, experience, and backgrounds to provide strong governance, and to identify any need for new governors with particular skills. 	Compliant in all respects. 20:20 report considered by Chairs and Board in late 2019.			

	<ul style="list-style-type: none"> ❖ The process for searching for new governors and for selecting applicants. ❖ The process for nominating and appointing staff and student governors. 				
7.26	The governing body may set up a search committee that could undertake a variety of functions on behalf of the governing body. This could include reviewing governing body membership and succession planning, operating the recruitment procedure, undertaking an assessment of governing body performance, governing body member development and dealing with employment or contractual issues for the clerk, including recommending his/her appointment.	Compliant in all respects. Managed through the Chair's Committee			
7.27	The process and criteria by which a chair is appointed should be agreed by the whole governing body. The process should be undertaken by the search committee or a group established for the purpose. The governing body must also confirm the appointment where it has been carried out by a sub-group or committee.	Compliant in all respects. New Board Chair and Vice-Chair to be elected in January 2020.			
7.28	The search committee should produce an annual report which describes the work of the committee, including the governing body's recruitment policy and practices, a description of its policy on equality and diversity and any measurable objectives that it has set together with progress in their implementation. If there is not a separate report then the college's annual report should cover these areas.	Not currently undertaken. Report considered to be superfluous.			
7.29	The governing body should satisfy itself that plans are in place for an orderly succession of its membership, so as to maintain an appropriate balance of skills and experience with the progressive refreshing of key roles. Where the governing body has the power to co-opt committee members in an advisory role, similar consideration should be given.	Compliant in all respects. See "20:20 Vision" report.			
7.30	The governing body must have the power to remove any of its members from office and should consider doing so if a member breaches the terms of his/her appointment	Compliant in all respects.			
7.31	All members, excluding the principal, should be appointed for a given term, which should be renewable subject to satisfactory performance. Renewal should not be automatic and should only take place after proper consideration of the governor's attendance, contribution to the work of the college and assessment against the skills audit. Governors should not normally serve for more than two terms (or a maximum of eight years) except where subsequently undertaking a new and more senior role, for example as chair. There are variations in the length of term for which chairs are appointed - whether it is annually or after a four year term, reappointment should only take place after consideration is given to college need and performance.	Compliant however 2 x 4 year terms being the norm may need extension to provide continuity and stability following merger. Matters covered off by the Chair's Committee who have resolved that members are to be appointed on a 2,3 4 year rolling cycle moving forward, to provide greater opportunity for review.			
7.32	The governing body should adopt policies and procedures for reimbursing the travel and other incidental expenses of members. The governing body must seek Charity Commission approval if they wish to remunerate external members for being a trustee/governor.	Compliant. Governors not remunerated presently.			

7.33	The chair and clerk should ensure that new governing body members receive a full induction on joining the governing body, and should regularly refresh their skills and knowledge through development activities and briefing funded by the college.	Compliant			
7.34	All governing body members should ensure that individually and collectively they have or acquire sufficient understanding of the work of the college and the educational landscape to be able to engage fully in the affairs of the governing body. The clerk should keep records of the development activity of all governing body members.	Compliant in all respects. Board development sessions prior to each board meeting.			
7.35	The governing body must regularly review its effectiveness ensuring continuous improvement, thereby not only enhancing its own performance but providing an example to the college. The review should include an assessment of performance against the values and principal responsibilities set out in this Code.	Last Board SAR completed in late 2017. New review is planned for Summer 2020.			
7.36	The governing body should define in writing and regularly review the respective responsibilities of the chair, the principal, the clerk, and individual governors.	Compliant in all respects. Job specification present for- Chair, Vice Chair, GO, CO and CEO. Job description not considered appropriate for Board members as role defined in the code. Job descriptions are able to be updated on a rolling basis as necessary			
7.37	The governing body should annually reflect on the extent to which its committees have met their terms of reference and remain fit for purpose.	All TORs are reviewed at the beginning of each academic year.			
7.38	In reviewing its effectiveness, the governing body should reflect on the success of the college as a whole in meeting strategic objectives and associated performance measures and the contribution the governing body has made to that success. The governing body should, where possible, benchmark its performance and processes against other comparable colleges and relevant institutions outside the FE sector.	Compliant. Tracking against strategic and operational objectives regularly considered. 2019-24 Strategic Plan spawned operational and risk planning overseen by the Board.			
7.39	Account should be taken of the views of the executive and relevant bodies and of staff, parents, trustees, employers and student communities. Any review should include an external perspective, for example by using a suitable external facilitator or a suitably experienced governor and/or clerk from another college. The timing should be in line with the production of the college annual self-assessment.	LCC's are fit for purpose in this regard.			
7.40	Acting on the outcomes of effectiveness reviews is as important as undertaking them. The outcomes and associated actions should be published widely, including in the annual report.	Not currently undertaken as not considered relevant to external publication.			