Corporate Governance
Annual Report
2020-2021

Approved by the Governing Body on 21 March 2022

Contents

All major documents are contained on the Governors' Website located via the main Middlesbrough College Website at www.mbro.ac.uk and they are also posted on the Board Intelligence Governance Portal.

1 Purpose of the Report

To inform the Governing Body of its activities in 2020/2021, so that it is confident that it has met its statutory duties.

2 Composition and Membership

The Governing Body has previously agreed a composition to meet the requirements of the Instrument and Articles of Government. Full capacity membership is 21.

The Governing Body has fluctuated slightly over 2020/2021 but was at full capacity as of 31 July 2021.

The membership as of the 1 August 2021 was twenty Governors (due to the first student governor ending her tenure as of 31 July 2021).

New Appointments (2020-2021 Academic Year)

Member	Category	Date of Appointment
Morgan McClintock*	College Governor	18.10.20
Shannon Mudd	Student Governor	17.12.20
Caroline Cannon	External Member	22.03.21
Petrina Lynn	College Governor	22.03.21
Mark Ellis	Staff Governor (Business Support)	16.07.21

Morgan McClintock moved from an External Member position to College Governor

Staff Governor new appointment

Following the resignation of the staff governor D Wade in April 2021, an elective process for a Business Support member of staff took place in June 2021 with Mark Ellis -Curriculum (Planning & Monitoring) Officer in Finance & Registry being successful. Mark joined the Governing Body from July 2021 and sits on the Corporate Services Committee.

Re-appointments (2020-2021 Academic Year)

Member	Category	Date of Re-appointment
Carol Cooney	College Governor	20.05.21
Aslam Hanif	External Member	06.07.21

Resignations (2020-2021 Academic Year)

Member	Category	Date of Early Resignation/Reason if appropriate	Date of End of Term of Office
Tony Parkinson	College Governor	14.09.20	31.12.21
David Wade	Business Support Staff Governor	19.04.21	15.12.23

The current Governing Body composition was last updated in February 2022 and this will be updated further in July 2022. It is at full capacity with twenty one members.

3   Governing Body and Committee Attendance

An overview of Committee and Governing Body attendance for 2020/2021 is detailed in *Appendix 1*. During 2018/2019 the Governing Body made a change to the Attendance Policy, thereby removing individual benchmarks for attendance, so these are no longer detailed.

The overall attendance figure is reported below for information. In previous years there had been an overall benchmark for attendance of 80%, with an individual benchmark of 75%.

Continuing on from March 2020, all except 1 meeting was held remotely over 2020-2021 due to the ongoing pandemic (though hybrid meetings and full in-college meetings have been in place 2021-22).

2020/2021	84%
2019/2020	74% not including Covid meetings/78% including Covid
2018/2019	76%
2017/2018	77%
2016/2017	80%
2015/2016	77%
2014/2015	71%

Attendance figures above do **not** include External Members, as their statistics are reported separately.

Attendance figures only include formal meetings of the Governing Body and Committees, and do not reflect attendance at other meetings, such as Employer Liaison Boards, Health and Safety Meetings etc.

Total Number of Formal Meetings

Year	Number of Meetings held
2020/2021	25
2019/2020	30
2018/2019	21
2017/2018	21
2016/2017	21
2015/2016	24
2014/2015	23

As recorded last year, there were more meetings due to those required for Covid reasons. However, during 2020/2021 there was one additional training session and the Strategic Planning Day was split into two meetings. Furthermore, Standards held an additional planning meeting in July 2021.

To note – all meetings of the Governing Body and Committees were fully quorate.

For information, the Attendance Policy as agreed on 19 July 2019 is attached in **Appendix 2**.

4   Committee Structure

The Committee Structure as at 1 August 2020 is detailed below.

Committee	Notes
Appeals Committee (Senior Postholders)	*Meets as and when required.*
Audit and Risk	4 meetings per year.
Corporate Services	3 meetings per year.
Remuneration	1 meeting per year.
Search and Governance	3 meetings per year.
Selection (Senior Posts)	*Meets as and when required.*
Settlement	*Meets as and when required.*
Special	*Meets as and when required.*
Standards	4 meetings per year.(usually 3 but 1 additional 2020-21)

The Committee Structure was last reviewed in 2011/2012 as part of the "Governance with Impact" Project and the Committees have remained in place since that time. This was further

reviewed by the Search and Governance Committee at its meeting on 22 May 2018 where, after discussion, it was determined that no changes would be made at that stage, though using more presentation style updates at Committee, Governing Body and Governing Body Training/Strategic Planning Days has been implemented since that time.

The election of Chair of Governors took place on 15 July 2019, with Rob Davies being appointed from 1 August 2019 to 31 July 2021. On 23 March 2020, this was extended to 31 July 2023.

The election of Vice Chair of Governors took place on 15 July 2019, with Ashley Coleman-Cooke being appointed from 1 August 2019 to 31 July 2021. On 19 October, 2020 (during the 2020-2021 academic year), this was extended to 31 July 2022.

Committee Chairs and Vice Chairs were elected by the Governing Body on 15 July 2019, with the posts being effective from 1 August 2019 to 31 July 2021. These postholders are detailed below..

Committee	Chair	Vice Chair
Audit and Risk	Iain Wright	Ashley Coleman-Cooke
Corporate Services	Peter Studd	Sara Mirsalehi
Remuneration	Heather Ashton	Ashley Coleman-Cooke
Search & Governance	Rob Davies	Ashley Coleman-Cooke
Standards	Ashley Coleman-Cooke	Marina Gaze

Ad hoc Committees *(meet only as and when required)*

Committee	Chair	Vice Chair
Appeals (Senior Postholders)	Peter Studd	Ashley Coleman-Cooke
Selection (Senior Posts)	Rob Davies	Ashley Coleman-Cooke
Settlement	Rob Davies	Ashley Coleman-Cooke
Special	Ashley Coleman-Cooke	Peter Studd

5   Committee Membership

The Committee Membership as at the 31 July 2021 is detailed in *Appendix 3*, and further changes were made post 1 August 2021, which follows in *Appendix 4.*

6   Calendar of Meetings

The 2020/2021 version was approved 23 March 2020.

The 2021/2022 version was approved 22 March 2021

The 2022/2023 version was approved 21 March 2022

7   Standing Orders

The Governing Body has devised a set of Standing Orders, and these were last approved on the 21 March 2019, with the next review due to take place in 2022 as part of its regular cycle.

8   Terms of Reference

The Governing Body has devised a set of Terms of Reference, which were last approved on the 21 March 2019. These are now in a three year approval cycle/as required with the next due March 2022.

As part of the Code of Governance requirements, the Governing Body has reflected on how the Committees have met their Terms of Reference, and whether they remain fit for purpose. This was debated at the Governing Body meeting on the 15 July 2021, when it was agreed that the Committees were meeting their Terms of Reference, but that they should have an earlier review than originally planned and the detailed revisions were approved on 18 October 2021. The next review therefore will be 2024.

As is standard practice, the Audit and Risk Committee consider their Terms of Reference annually (with the latest approved on 15 July 2021).

9   Register of Members' Interests and Eligibility Declaration

The Governing Body has previously agreed that it wishes to review declarations on an annual basis (in July) for Governors and External Members, and this information is held manually and electronically by the Clerk to the Corporation.

Individual Governors must also report changes to their Register of Interests in-between annual updates, so that they can be recorded on the Register of Interests, which is available from the Clerk to the Corporation.

The Register of Interests Policy was updated and approved by the Governing Body on 16 December 2019.

10   Governance Training Activity

Governance Training activity for the academic year 2020/2021 is attached in *Appendix 5* for information.

All training is recorded by the Clerk to the Corporation, and then reported to the Search and Governance Committee termly.

11   Governance Training Plan 2021/2022

The 2021/2022 Governance Training Plan was approved on 15 July 2021 following a recommendation from the Search and Governance Committee, and is attached in *Appendix 6* for information.   The plan has been expanded by the Search and Governance Committee to include a number of training activities, including induction, and also governors' attendance at College celebratory events.

12   Code of Governance

The Governing Body initially adopted the Foundation Code of Governance on 9 May 2012 and then adopted the new AoC Code of Governance on 15 October 2015, which was then re-approved annually for the consecutive three years.

On 15 July 2019 the revised AoC Code of Good Governance was approved for adoption (including Annex 1 – The Senior Post Holders Remuneration Code). Annex 2 (The Code of Governance – Model Statement on the Non Adoption of the HE Senior Staff Remuneration Code) was subsequently approved on 17 October 2019. As part of the requirement for the Remuneration Code, the Remuneration Committee were obliged to produce an annual report which is in *Appendix 7* for information.

The Code of Governance has been widely circulated to all Governors and is posted on the Governance Portal (Board IQ), under the document called *"Key Publications – Governance Documents"* and is on the Reference Library & Publications Shelf. The Code has been further updated during 2022.

13   Public Interest Disclosure Procedure

The Governing Body approves the Public Interest Disclosure Procedure *(Whistleblowing)* every three years.   The last approval was on the 17 December 2020, with the next update scheduled for December 2023.

The Clerk to the Corporation also provides the Governing Body with an annual update of any incidents reported, with the 2020/2021 review being acknowledged by the Governing Body at its meeting on 18 October 2021.

There were no incidents reported.

14   Equality, Diversity and Inclusion

The Governing Body regularly reviews Equality, Diversity and Inclusion at each of its Governing Body meetings, and also receives an Annual Report, with the 2020/2021 version having been approved on 16 December 2021.

The Equality, Diversity and Inclusion Annual Report outlines the progress being made, with further updates being reported via the Equality and Diversity Update Report, which is discussed at every Governing Body meeting.

Equality, Diversity and Inclusion policies and their approval dates are detailed below:

	Date Approved	Next Approval
Equal Pay Statement	15 July 2021	14 July 2022
Equality Statement and Policy	15 July 2021	14 July 2022
Equality & Diversity Strategic Overview (as part of annual report below)	16 December 2021	December 2022
Equality, Diversity & Inclusion Annual Report	16 December 2021	December 2022

The Governing Body has a Link Governor, and the role has been held by Sara Mirsalehi since October 2019.

The Link Governor attends Equality, Diversity and Inclusion Committee meetings and supports the College internally and externally.

15   Health and Safety

The Governing Body regularly reviews Health and Safety at each of its Governing Body meetings, and also receives an Annual Report, with the 2020/2021 version having been approved 18 October 2021.

The Health and Safety Annual Report outlines the progress being made, with further updates being reported via the Health and Safety Termly Update, which is discussed at every Governing Body meeting.

The Health, Safety and Welfare Policy is also updated annually, with the last approval having been on 15 July 2021.

The Governing Body has a Link Governor, with the role occupied by Lee Holdsworth.

The Link Governor attends Health and Safety Committee meetings and supports the College internally and externally.

16   Search and Governance Committee

The Search and Governance Committee does not produce an annual report, as detailed under the Code of Governance, but does ensure through its Terms of Reference *(below)* that it addresses key aspects of Governance:

- To make recommendations on the composition and membership of the Governing Body and Committee Structure.

- To make recommendations on policies and procedures, including the Governor Nomination Process, Skills and Competency On-line form and resulting matrix, Election of the Chair / Vice Chair of Governors, Performance Review of Senior Postholders / Clerk to the Corporation,

Governor Induction Programme, and on-going training of Governors and External Members.

- To develop an annual training plan for Governors and External Members and to keep this under review.

- To keep under review the Governance Framework and make recommendations to the Governing Body for improvement.

The Search and Governance Committee is also responsible for the recruitment and training of Governors and works within the frameworks laid down in a number of key documents, as detailed below:

	Date Approved	Next Approval
Background Information for Governors	23 March 2020	March 2023
Governor Induction Programme	23 March 2020	March 2023
Governor Nomination Process	23 March 2020	March 2023
Equality, Diversity & Inclusion Annual Report, includes the Equality and Diversity Strategic Overview	16 December 2021	December 2022

The Search and Governance Committee updated the key documents in 2015/2016 to include references to Equality and Diversity where appropriate. The Background Information for Governors, Governor Induction Programme and Governor Nomination process were shared with the Search and Governance Committee on the 13 February 2020, with the final versions to be approved on the 23 March 2020 – minor changes having been proposed.

The Search and Governance Committee further considered Governors Induction at its meetings of 20 May 2019, 6 September 2019 and 13 February 2020 with the final document approved by the Governing Body on 23 March 2020.

The Governor Nomination process was updated by the Search and Governance Committee on 13 February 2020 and approved by the Governing Body on 23 March 2021. This incorporated the use of an online system for the Staff Elective processes going forward, after two successful rounds of using the system in the autumn term 2020. This process was used again successfully for the Business Support elections in June 2021.

The Search and Governance Committee also discusses training of Governors, either individually or collectively, and ensures that training is co-ordinated and meets the needs of the Governing Body. Regular reports are shared with the Search and Governance Committee, as part of the Governance report termly for all Governors, with an annual update being shared within the Corporate Governance Annual Report.

Any decisions to recruit are initially discussed by the Search and Governance Committee prior to any decisions being made by the Governing Body. This process is

managed by the Clerk to the Corporation, with regular updates being communicated through the Search and Governance Committee minutes, Governance Updates or Weekly Governance E-mail.

At the Governing Body meeting of 17 October 2019, it was agreed to involve all governors and external members in expressing their views of potential governors with the use of an emailable form. This is now used in all interviews for College Governors and is attached in *Appendix 8.*

The Clerk to the Corporation also ensures that all new Governors are appropriately inducted and supported through their first eighteen months of appointment, with appropriate pre-employment checks being carried out as appropriate.

The Clerk to the Corporation also ensures that any re-appointments are in line with the agreed policy of College Governors and/or External Members serving a maximum of two terms of four years (unless by exception), as agreed in 2011. During 2019-2020 the terms of the Chair and Vice Chair were approved to extend until 31.07.2023 and 31.07.2022 respectively.

17   Link Governors

In addition to the key roles of Chair of Governors, Vice Chair of Governors and Committee Chairs, the Governing Body has allocated a number of key roles to Governors so that they can support other Governors and also support staff, where necessary.

The Search and Governance Committee has developed a Job Description, which was approved by the Governing Body on the 11 July 2016. This was considered still fit for purpose at the Search and Governance meeting of 06 September 2019.

As at 31 July 2021

Role	College Governor
Employer Voice	Sharon Lane
English and Maths	Marina Gaze
Equality and Diversity	Sara Mirsalehi
Finance	Rob Davies
Health and Safety	Lee Holdsworth
Higher Education	Morgan McClintock
Teaching, Learning and Assessment, including Apprenticeships	Ashley Coleman-Cooke Marina Gaze
Personal Development, Behaviour and Welfare	Ashley Coleman-Cooke

Safeguarding Prevent	Carol Cooney
International/TTE	Phil Sharp
Information, Advice and Guidance Student Voice	Petrina Lynn
SEND	Caroline Cannon - EM

18 Governance Self-Assessment

The Governing Body undertook a review of its own performance in 2020/2021, and this included feedback from discussions at the Governing Body meetings on 18 October and 16 December 2021.

1:1 meetings were also held with all Governors in August 2021 with pre meeting forms sent out tailored for the different cohorts of the Governing Body – that of Governors, New Governors and External Members.

The 2020/2021 Governance Self-Assessment was approved by the Governing Body at its meeting on 16 December 2021, with the following grade and Areas for Improvement for 2021-2022 being identified.

	SAR 2020/2021
Overall Effectiveness	Good
Leadership and Management	Good

The Search and Governance Committee continue to be briefed on progress against the Areas for Improvement, and the first review took place on the 7 February 2022, with a further review scheduled for 13 June 2022, which will result in further changes by 31 July 2022.

Areas for Improvement 2021/2022 (as of February 2022)

The format of the areas for improvement was developed to be more user friendly during 2018-19 to include progress areas and RAG progress which was then further split in May 2020 to include both current and expected progress (due to sufficient progress having been made within the time period). In June 2020 it was agreed by the Search and Governance Committee that the document would also include a colour coded direction of travel. The Areas for Improvement are available at *Appendix 10.*

It is intended to review the format and content again at the June meeting of the Search and Governance Committee to specifically consider governor impact.

19 Governance Performance Indicators 2020/2021

The Governing Body refined its Governance Performance Indicators following the Ofsted Inspection in September 2016, and the results for 2020/2021 are attached in *Appendix 9*, with a summary detailed below.

- o **Thirteen** Key Performance Indicators full or sub sections have been **Met**.
- o **One** Key Performance Indicator full is **In Progress** and **One** or sub sections is also in Progress.
- o **No** Key Performance Indicators **Not Met**

20   Management Information

During the 2020/2021 Academic Year, the Governing Body received regular management and associated information from the Clerk to the Corporation, including:

- Senior Leadership Team Minutes
- College Management Team Minutes
- Articles of Relevance and Importance e.g. TES, FE Week
- Government and Funding Body Publications
- AoC Briefings
- Regular Principal/CEO updates

21   Skills and Competency Matrix

The Search and Governance Committee reviews the latest version of the Skills and Competency proforma and resulting matrix at each meeting, with the last review in 2020/2021 being in February 2021.

The framework underwent some significant changes in 2019, which included simplification of the former framework, and movement to an online form that populates a set of graphs and charts, which will be sent out to governors and external members annually for updating. It is also given to upcoming interviewees for College Governor positions. The process continues to be reviewed and refined by the Search and Governance Committee to ensure it remains for purpose.

22   Statement from the Chair of Governors (Rob Davies) 2020-21

2020 / 2021- has once again seen a year of change for the Governing Body, with a number of Governors leaving due to their Term of Office ending, or moving onto pastures new. However, a number of new and talented Governors have joined the Governing Body during 2020 / 2021, which is ensuring that there is a balance of fresh thinking and important continuity. We have focussed this year in appointing new Governors who bring expertise not previously represented within the Governing Body and this year we will continue to focus on filling skills gaps and improving Governing Body diversity.

In recent years our Search and Governance Committee has worked hard to reduce the age profile, broaden diversity, increase the proportion of working governors and improve the Tees Valley presence of the Governing Body. One possible consequence of the strategy is that employed governors may be less able to attend; however we have formed the view that a larger Governing body with current experience and networks more than compensates for a slightly lower overall attendance level. We are pleased to report that this strategy is proving to be successful and our attendance levels have remained relatively static.

As detailed in this comprehensive overview of activities, pulled together by our competent Clerk to the Corporation, Governors continue to contribute a massive amount of their own time, so that our students and employers can maximise their potential. At this stage, I want to say a huge thank you for the time and commitment that Governors and External Members give to the College and thank our Head of Governance, Zeta Foster, who has had another excellent year in the role. Attendance at 84% is slightly higher than the previous year (78%). However, the quality of Governors' contributions and challenge has continued to improve and this is having a positive impact on the success of our students and the financial strength of the College.

Of course, Governors are only part of the team.

The College is superbly led by Zoe Lewis, who is ably supported by a talented and dedicated group of managers on the Senior Leadership Team and College Management Team, and so we also owe our thanks to them.

We are pleased that further improvements continue to be made since the Ofsted inspection in 2018 graded the College as grade 2 (Good) and whilst our internal SARS process maintained this Grade 2 status, we are seeing greater consistency and improving performance across the College. Governors are aware of the need to maintain and build on the improvements to date, particularly in regard to apprenticeships. This progress needs to be maintained, and rigorously monitored, and this remains a key focus of governance going forward. Our new Teaching and Learning Strategy was launched in the summer of 2021and Governors will play an integral part in measuring progress and ensure its implementation continues to improve all areas.

Following the introduction of the Office for Students, the decline in local demographics, the uncertainty around the devolvement of adult education budget, the apprenticeship levy and the impact of COVID, the management of the financial stability of the College in the future will continue to be given a higher monitoring priority by Governors. This happens within the Corporate Services Committee and the Governing Body, alongside those Governors who have the knowledge and expertise in financial matters. We are pleased to report that the financial status of the College at the end of the year was outstanding and is expected to remain as at least good for the foreseeable future.

Our Strategic Plan remains under constant review and we expect to update it in the light of the impact of COVID on local employment needs and the recent announcement on a Tees Freeport as well as announcements related to the Government's "Levelling Up" agenda.

We have also been successful as part of a north East bid to site an Institute of Technology adjacent to our STEM centre which is in the process of construction as well as a new bespoke T Level digital centre both centres are in the course of construction and remain broadly on target.

These investments reinforce our continued commitment and desire to improve everything we do, will ensure that our students maximise their potential, and move on to their preferred destination, adding value to the economy, either within the Tees Valley or beyond.

My review of the year would not be complete without a mention of the impact of COVID. I cannot express highly enough my thanks and admiration to Zoe and the leadership team, my fellow governors but more importantly our students and staff who have had to adapt to different ways of teaching and learning, significant changing working practices in what is a volatile and uncertain environment.

Once again, thank you.

Here's to an interesting and challenging year ahead!

APPENDIX 1

Attendance Data 2020-2021 (Governors and External Members)

Committee	Number of Meetings 2020-21	% Overall Attendance (in brackets are % for 2019-20)
Audit and Risk	4	**83% (90%)**
Corporate Services	4	**89% (74%)**
Search and Governance	3	**81% (81%)**
Standards	4	**83% (77%)**
Governing Body (Ordinary)	4	**80%(69%)**
Governing Body (Training/Strategic	5	**70% (83% Governors and 27% EMs) (68% Governors 0% External Members)**
Remuneration	1	**100% (75%)**

To Note: - all meetings were quorate

Governor Attendance only

Committee	Number of Meetings 2020-21	% Overall Attendance
Audit and Risk	4	**81%**
Corporate Services	4	**92%**
Search and Governance	3	**78%**
Standards	4	**85%**
Governing Body (Ordinary/Strat)	5	**69%**
Remuneration	1	**75%**

	Attendance Rate *(Percentage)*
Overall Attendance for Governors	2020-2021 – 84% 2019- 2020 - 74% *(exc Covid mtgs)*

Appendix 2

Attendance Policy

Approved by the Governing Body on 15 July 2019

Governors are required to attend meetings of the Governing Body on a regular basis and the promotion of excellent attendance will be encouraged. The importance of attending governor meetings regularly is important to the Governing Body to ensure both quoracy and effective completion of College business.

Due to the varying commitments of Governing Body members there will be no specific targets for Committee or individuals. However, regular failure to attend will be subject to scrutiny and appropriate intervention as deemed appropriate.

The expectation is that all members of the Governing Body commit to attending as many meetings as possible and in line with Instrument 9 of the Instrument and Articles of Government (Item 6.1 of the Standing Orders) below.

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9   Termination of Membership

(1)   A Governor may resign from office at any time by giving notice in writing to the Clerk to the Corporation.

(2)   If at any time the Corporation is satisfied that any Governor:
    (a)   Is unfit or unable to discharge the functions of a Governor; or
    (b)   Has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation:

then the Corporation may by notice in writing remove the Governor from office and the office will then become vacant.

(3)   Any person who is a Governor of the Corporation by virtue of being a member of the staff at the College, including the Principal / Chief Executive, will cease to hold office upon ceasing to be a member of the staff and the office will then be vacant.

(4)   A Student Governor will cease to hold office:
    (a)   At the end of the student's academic year, or at such other time in the year after ceasing to be a student as the Corporation may decide; or
    (b)   If expelled from the College.
    (c)   If in the case of a Student Governor being a NUS Sabbatical Officer they leave the post of NUS Sabbatical Officer.

and the office will then be vacant.

In addition, Governors are encouraged to provide questions and comments on the papers of the meeting they are unable to attend.

1.   The Clerk to the Corporation will advise the Chairman of Governors of those Governors who do not regularly attend.

2. Under special circumstances, if Governors cannot meet the requirements of Instrument 9, other Special Meetings of the Governing Body and meetings of the main Governing Body Committees will count for attendance requirements in the meeting cycle.

3. If Governors are unable to fulfil the attendance requirements due to unforeseen or unavoidable circumstances, Governors may apply for leave of absence by writing to the Clerk to the Corporation and this will then be considered by the Governing Body at the next available meeting.

4. Apologies for absence should be submitted to the Clerk to the Corporation in advance of a meeting. This will then be submitted to the relevant Committee and / or Governing Body meeting.

5. The Clerk to the Corporation will maintain a register of attendance for Governing Body Members Such a register will include details of the total numbers of Governing Body and Committee meetings held during the period, and the total number of meetings attended by each individual member of those Committees. It is expected that the attendance rate will ensure a quorum (Committee and Governing Body) of 40%.

6. The Attendance Policy will be reviewed annually by the Governing Body as part of the Corporate Governance Annual Report or as required.

7. Members of the public can attend the meetings of the full Governing Body as Observers, but should not attempt to take part in discussion.

   Members of the public are made aware of meeting arrangements via the Calendar of Meetings, which is posted on the Governors' Website.

   The Policy on "Public Access to the Governing Body Meeting and Publication of Minutes and Papers of the Governing Body and its Committees" and the document "Calendar of Meetings" are both posted on the Governors' Website.

   At any committee meeting, the attendance of non-members, other than designated officers, must be determined by that Committee prior to the consideration of the Committee's business.

Appendix 3

Committee Membership
(as at 31 July 2021)

Committee Membership as at 31 July 2021

Key: Chair of Committee / Vice Chair of Committee / SLT members

Audit and Risk (6)	Corporate Services (7)	Remuneration (4)	Search & Governance (7)	Standards (12)
Mr I Wright Mr A Coleman-Cooke Ms R Anderson Mr J Autherson *(EM)* Mr S Green *(EM)* Mr L Holdsworth Mrs C Kipling Ms S Marshall	Mr P Studd Ms S Mirsalehi Mrs H Ashton Mr R Davies Mr M Ellis Mrs Z Lewis Mr P Sharp Mr S Wilson *(EM)* Mr P Bland Mrs C Kipling Ms S Marshall Mrs K Parkinson	Mrs H Ashton Mr A Coleman-Cooke Mr R Davies Mr I Wright	Mr R Davies Mr A Coleman-Cooke Mrs H Ashton Mrs Z Lewis Miss S Shepherd *(EM)* Mr P Studd Mr I Wright	Mr A Coleman-Cooke Miss M Gaze Ms C Cannon Mrs C Cooney Ms J Golightly Mrs S Lane Mr M Laidler Ms P Lynn Mrs Z Lewis Mr M McClintock Mr A Stephenson *(EM)* Mr D Still (Staff) Mr J Chance Mr G Cumiskey Mr G Duffy-McGhie

Selection (Senior Posts)		Settlement (3)	Special (3)	Appeals (Senior Postholders) (3)
Chair of Governors Vice Chair of Governors Principal and Chief Executive Chairs of Committees		Chair of Governors Vice Chair of Governors Chair of Corporate Services	Mr A Coleman-Cooke Mr P Studd	Mr P Studd Mr A Coleman-Cooke
(For this Committee, the Chair of Governors is empowered to select a substitute when a Chair of Committee is not available). *(The Principal & Chief Executive is excluded from any recruitment for the post of Principal and Chief Executive and hence the membership profile will reduce by 1)*			*For both the Special and Appeals Committees, an additional member (either the Chair of Remuneration or Audit and Risk) will be added, subject to their availability.*	

To Note:
- **Mr Aslam Hanif** is also an External Member of the Equality & Diversity Committee (this is not a direct sub-committee of the Governing Body).
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Appendix 4

Committee Membership
(as at 1st August 2021)

Committee Membership as at 1 August 2021

Key: Chair of Committee / Vice Chair of Committee / (EM) External Member / SLT members (Officers)

Audit and Risk (6)	Corporate Services (8)	Remuneration (4)	Search & Governance (7)	Curriculum and Standards (12)
Mr I Wright	Mr P Studd	Mrs H Ashton	Mr R Davies	Mr A Coleman-Cooke
Mr A Coleman-Cooke	Ms S Mirsalehi	Mr A Coleman-Cooke	Mr A Coleman-Cooke	Miss M Gaze
Ms R Anderson	Mrs H Ashton	Mr R Davies	Mrs H Ashton	Ms C Cannon *(EM)*
Mr J Autherson *(EM)*	Mr R Davies	Mr I Wright	Mrs Z Lewis	Mrs C Cooney
Mr S Green *(EM)*	Mr M Ellis (Staff Bus Supp)		Miss S Shepherd *(EM)*	Ms J Golightly
Mr L Holdsworth	Mrs Z Lewis		Mr P Studd	Mrs S Lane
	Mr P Sharp		Mr I Wright	Mr M Laidler
Mr M Russell	Mr S Wilson *(EM)*			Ms P Lynn
Ms S Marshall				Mrs Z Lewis
Mr R Shuttleworth (as & when)	Mr M Russell			Mr M McClintock
	Mrs A Waller-Amos			Mr A Stephenson *(EM)*
	Mr P Bland			Mr D Still (Staff Academic)
	Ms S Marshall			
	Mrs K Parkinson			Mr S Ankers
	Mr R Shuttleworth (as & when)			Mrs J Cairns
	Mr M Telling			Mr J Chance
				Mr G Cumiskey
				Mr G Duffy-McGhie
				Mrs C Ramsden
				Mrs J Steel
				Mr P Watt
				Mrs C Yule

Selection (Senior Posts)		Settlement (3)	Special (3)	Appeals (Senior Postholders) (3)
Chair of Governors		Chair of Governors	Mr A Coleman-Cooke	Mr P Studd
Vice Chair of Governors		Vice Chair of Governors	Mr P Studd	Mr A Coleman-Cooke
Principal and Chief Executive		Chair of Corporate Services		
Chairs of Committees				

(For this Committee, the Chair of Governors is empowered to select a substitute when a Chair of Committee is not available).

(The Principal & Chief Executive is excluded from any recruitment for the post of Principal and Chief Executive and hence the membership profile will reduce by 1)

For both the Special and Appeals Committees, an additional member (either the Chair of Remuneration or Audit and Risk) will be added, subject to their availability.

To Note: Mr Aslam Hanif is also an External Member of the Equality & Diversity Committee (this is not a direct sub-committee of the Governing Body).

Appendix 5
Governance Training and Development Plan 2020-2021

Annual Training		
18 September 2020 (4 hours)	**Governing Body Strategic Planning Session** **Included: Covid Update and presentation and review of Strategic Plan 2018-2023**	**72% governors; 33% EMs; 63% overall**
22 February 2021 (2 hours)	**Governing Body Development Session** **Training and Development to include: Sector Update from AoC North Lead (C Nicholls); Virtual T&L update; Safeguarding training; TTE update and discussion**	**95% governors, 17% EMs; 77% overall**
19 April 2021	**Governing Body Training Session (governors only)** **Focus: Governing Body Self Evaluation and Good Governance**	**85% governors; 29% EMs; 70% overall**
8 May 2021 (2.5 hours)	**Governing Body Strategic Planning – part 1**	**80% governors; 43% EMs; 70% overall**
24 May 2021 (2 hours)	**Governing Body Strategic Planning – part 2**	**90% governors; 14% EMs; 70% overall**
Governance		
SARs Process – Autumn Term 2020		
Wednesday 21 October 2020	Rob Davies, Ashley Coleman Cooke; Heather Ashton, Peter Studd, Sara Mirsalehi, Dan Still	
Thursday 22 October 2020	Rob Davies, Ashley Coleman Cooke, Sara Mirsalehi, Phil Sharp, Rachel Anderson, Morgan McClintock	
22 September 2020 1-3.30pm **19th January 2021** **23rd March 2021** **Scheduled:** **22nd June 2021**	**Principal and Chairs AoC Regional Meetings** - **currently zoom catch ups**	Zoe Lewis Rob Davies

8 October 2020 10am **9 November 2020 10am** **8 December 2020 10am** **8 March 2021 10am** **7 May 2021 10am** <u>Scheduled:</u> **8 July 2021 10am**	**AoC Governance Professionals Regional Meetings – currently zoom catch ups**	Zeta Foster
18 and 19 January 2021	**Re-scheduled Chairs Development Programme**	Rob Davies
27 January 2021	**AoC Governance Professionals Conference**	Zeta Foster
8 and 9 February 2021 **(2 days online and further networking)**	**AoC Annual Conference** *(usually held in November)*	Zoe Lewis/all SLT/some CMT Rob Davies, Ashley Coleman Cooke, Zeta Foster
19 March 2021 1.30-4.30pm	**AoC North Regional Conference**	Zeta Foster Rob Davies
Induction and Buddy		
Initial standard induction processes and information completed by:		Phil Sharp, Morgan McClintock (regular checks with Head of Governance), Petrina Lynn To be arranged for Caroline Cannon
Mandatory Online Induction Training completed by: **Including**: New Starters; Equality and Diversity; Safeguarding Refresher; Prevent Online, Respect at Work		Phil Sharp, Morgan McClintock, Petrina Lynn <u>To be completed</u> by: Caroline Cannon
8 October 2020	**AoC Induction Training**	Morgan McClintock and Phil Sharp
12 October 2020	**AoC Student Induction Training**	Ana Thompson
24 May 2021	**AoC Induction Training**	Petrina Lynn
5 July 2021	**AoC Induction Training**	Caroline Cannon
Buddy system in place for		Morgan McClintock (with Carol Cooney)

Additional information meetings etc. taken place for:	Petrina Lynn – full day induction 23 April 2021
	Phil Sharp – 27 April 2021 – meetings with C Kipling, Z Foster, S Marshall and P Bland (site tour of strategic projects)
	Caroline Cannon – 14 July 2021 – meeting with J Steel re SEND throughout College

Individual Training		
23 October 2020	**Cyber Security**	Zoe Lewis
8 January 2021	**Workforce Development Day – various online CPD sessions including: MyDay, Digital CPD**	Zoe Lewis, Dave Wade, Dan Still, Zeta Foster
10 March 2021	**Cyber Security slides/session from AoC Northern Conference shared with Corporate Services Committee and I Wright**	I Wright, Peter Studd, Sara Mirsalehi, Heather Ashton, Phil Sharp, David Wade, Sandy Wilson

Mandatory/Refresher Training		
November 2020- onwards	**Respect at Work Training (online)**	All governors and external members **Completion rate: 95%**
December 2020	**Teams Training Refresher videos**	All governors and external members
15 February 2021	**Prevent Update**	All governors and external members
1 March 2021	**Safeguarding – presentation and link to Keeping Children Safe in Education January 2021**	All governors and external members
During 2021	**Prevent (where required as per two year cycle of update)**	Sharon Lane, Iain Wright, Heather Ashton, Jean Golightly

Middlesbrough College

KEY COLLEGE PARTICIPATION EVENTS FOR GOVERNORS AND EXTERNAL MEMBERS ATTENDANCE 2020-2021

DATE	NAME OF EVENT	GOVERNORS ATTENDING
AUTUMN TERM - no live events took place		
3 September 2020	**NE Business Awards** (virtual event)	Rob Davies
SPRING TERM		
14 January 2021	**Tees Businesswoman Awards 2020** (virtual)	Rob Davies, Rachel Anderson, Heather Ashton, Marina Gaze, Sharon Lane, David Wade, Iain Wright, Zoe Lewis.
SUMMER TERM		
7 June 2021	**Tees Valley IoT opening**	Rob Davies, Ashley Coleman-Cooke, James Lees and Rachel Anderson

Appendix 6

Governance Training and Development Plan 2021-2022

Annual Training		
14 September 2021 (4 hours)	**Governing Body Strategic Planning Session** Training and Development to include:	
7 February 2022 (3 hours)	**Governing Body Development Session** Training and Development to include:	
7 May 2022 (4 hours)	**Governing Body Strategic Planning** Training and Development to include:	
13 June 2022 (3 hours)	**Governing Body – Curriculum Planning Governor Update**	
Governance		
Dates TBC– virtual at present	**Principal and Chairs AoC Regional Meetings**	Zoe Lewis Rob Davies
Dates TBC – virtual excepting last meeting of the year	**AoC Clerks Regional Meetings – currently zoom catch ups**	Zeta Foster
Date TBC **(Training Budget £400)**	**AoC Governance Professionals Conference**	Zeta Foster

16 and 17 November 2021 (2 days) (Training Budget £500)	AoC Annual Conference *(usually held in November)*	Zoe Lewis *Governor representative to be determined*
Date TBC Training Budget £500)	AoC Governance Summit	

Induction and Buddy		
Initial standard induction processes and information to be completed by:		
Mandatory Online Induction Training to be completed by: Including: New Starters; Equality and Diversity; Safeguarding Refresher; Prevent Online		
Date to be confirmed	AoC Induction Training	
Buddy system in place for		

Individual Training		
SARs Process – Autumn Term 2021		
Friday 5th November 2021	SARs Meetings	*Governors to be determined – minimum of 2*
Monday 9th November 2021	SARs Meetings	"

Mandatory/Refresher Training*		
Dates/arrangements to be confirmed	Safeguarding	All governors and external members
"	Prevent (where required as per two year cycle of update)	

Mandatory training currently being reviewed by HR – this section to be updated once confirmed

Appendix 7

> **THE FURTHER EDUCATION CORPORATION OF MIDDLESBROUGH COLLEGE**
>
> **Annual Report of the Remuneration Committee**
>
> **2020-2021**

1. Introduction

This report outlines the work of the Remuneration Committee of the FE Corporation of Middlesbrough College during 2020-2021.

The report was discussed at the annual meeting of the Remuneration Committee on 13 December 2021 and approved by the Corporation Board on 21 March 2022.

2. Remit and Membership

The remit of the Committee is two-fold:
- to make recommendations to the Governing Body regarding the grading, remuneration, and Conditions of Service of the Senior Postholder (Principal/Chief Executive) and the Clerk to the Corporation.
- to ensure an annual Staff Appraisal of the Senior Postholder (Principal/Chief Executive) and Clerk to the Corporation is carried out, and reported back to the Remuneration Committee, so that a recommendation can be made to the Governing Body on whether a pay award should be made.

In addition, and in response to the AoC Remuneration Code which has been adopted by the Governing Body, the Committee is responsible for the creation of an annual report from 2019 onwards (*as per item 3 below*) and adherence to the Code was presented to the Governing Body on 16 December 2021.

The agreed standard membership of the Committee is:

- Heather Ashton   Chair of Committee (College Governor)
- Ashley Coleman Cooke   Vice Chair of Committee (College Governor/Vice Chair of the Governing Body)
- Rob Davies   Committee Member (College Governor/Chair of the Governing Body)
- Iain Wright   Committee Member (College Governor)

The Principal/Chief Executive, was in attendance only to present her views of the appraisal and did not take part in the wider meeting including that of discussion of her remuneration.

The Head of Governance/Clerk clerked the meeting, but left during discussions concerning her own remuneration and terms and conditions.

The Remuneration Committee only meets once a year in December, unless a special meeting is to be organised. During 2020-2021 this took place on 7 December 2020 and considered the AoC Remuneration Code, the appraisal of the Principal for 2019-2020 and objectives for 2020-2021, the appraisal of the Head of Governance for 2019-2020 and the objectives for the Head of Governance for 2020-2021.

The meeting also considered the Annual Report 2019-2020.

A meeting also took place on 13 December 2021 which considered the draft Annual Report 2020-2021 (including adherence to the Remuneration Code), the 2020-2021 appraisal of both the Principal and Head of Governance and 2021-22 objectives for both.

3. Terms of Reference

The Committee's terms of reference (approved by the Governing Body on 18 October 2021) are below and were amended to ensure adherence with the AoC Senior Post Holder Remuneration Code.

The Remuneration Committee should:

- Have a minimum membership of three, a majority of whom must be Governors, but must not include the Principal / Chief Executive, and should not include Staff Governors.
- Furthermore, the Committee should not be chaired by the Chair of the Governing Body
- Adopt and have due regard to the Colleges Senior Staff Remuneration Code, December 2018.

The Committee has:

- The right to investigate any activity within its Terms of Reference.
- The right to access all the information and explanations it considers necessary, from whatever source to fulfil its remit.
- A responsibility to maintain its independence and objectivity in appointing members.
- A responsibility to include individuals with an appropriate mix of skills and experience to allow it to discharge its duties effectively. Collectively, members of the Remuneration Committee should have recent, relevant experience in HR, Reward, Organisational Development, Finance and Governance. The Committee should also consider the development of members and put in place appropriate training to ensure their skills and knowledge are up to date. Where the Remuneration Committee identifies a gap in its existing skillset, training and development should be provided to address this in the first instance.

The Remuneration Committee's remit is:

To be fully appraised of remuneration benchmarks via the AoC annual College Senior Pay Survey, and of College practice and procedures, to assist with informing recommendations to the Governing Body regarding remuneration of Senior Postholders.

To make recommendations to the Governing Body at least once a year in December regarding the grading, remuneration, and Conditions of Service of the Senior Postholders and the Clerk to the Corporation.

Annually, to give full assurance to the Governing Body that the Committee is adhering to the AoC Remuneration Code and that is has been successfully applied to the work of the Committee

To ensure an annual Staff Appraisal of the Senior Postholders and Clerk to the Corporation is carried out, and reported back to the Remuneration Committee, so that a recommendation can be made to the Governing Body on whether a pay award should be made.

To produce an annual Remuneration Report as required by the AoC Remuneration Code (2018) for Governing Body approval and publication within the Corporate Governance Annual Report which will include:

- terms of reference for the Committee
- membership of the Committee
- reference to the College Remuneration (Pay) Policy
- application of the AoC Remuneration Code
- detail of the Principal's Performance Review
- detail of the Clerk's Performance Review
- the Principal/Chief Executive's remuneration over a two year period
- the Principal/Chief Executives' expenses over a two year period
- any other pertinent information

The Clerk to the Corporation should act as Clerk to this Committee but the Remuneration Committee should retain the ability to call on an External Clerk should this become necessary from time to time.

4. Remuneration Policy

The Corporation's approach to remuneration for Senior Postholders is consistent with all staff and is directly linked to appraisal as per the Appraisal Policy (October 2021).

5. Application of the Remuneration Code

As part of the adopted AoC Code of Good Governance adopted by the Governing Body on 15 July 2019, the AoC Remuneration Code should be successfully applied to the work of the Committee and reported to the Governing Body.

By applying the Code the Committee would ensure that the three key elements of the code (below) are applied to all of its processes:
- a fair, appropriate and justifiable level of remuneration
- procedural fairness
- transparency and accountability.

This adherence to the Code was presented and approved as correct by the Governing Body at its meeting on 16 December 2021 and is detailed in full below.

Key 'musts' in apply	Evidence	Comply – Y/N
Remuneration must be linked to the value, … delivered by the individual within their role	Over time the minutes of the Remuneration Committee and subsequent reporting to the Governing Body, has shown that decisions about appraisal and any related remuneration have been directly linked to the performance of the CEO in her role	Y
Remuneration must consider matters of equality, diversity and inclusion with a view to ensuring that there are no biases	Matters of equality, diversity and inclusion are demonstrated through all aspects of remuneration. This is shown directly by: - the use of external benchmarking data in relation to any considerations of salary - The College's Equality Policy and Statement. Middlesbrough College has in place a Single Equality Scheme and	Y

	Action Plan that is linked to the College Strategic Plan and its Mission Statement and is informed by the Equality Act 2010 and associated legislation - all policies and procedures, including those relating to pay and appraisal of all staff, conform to the Equality Act as above and all have an Equality Impact Assessment attached to them. - the Gender Pay Gap is reported to the Governing Body annually by HR - the varied make-up of the membership of the Remuneration Committee	
Any severance payments must be reasonable and justifiable	Annually, the Executive Director of HR prepares and delivers an annual report on all severance payments to the Governing Body which is considered in detail (for 2020-2021 this was 18 October 2021) by College Governors.	Y
Remuneration Committees must be independent, competent and should not be chaired by the Chair of the Governing Body	The terms of reference evidence that the Committee is as outlined and is not chaired by the Chair of the Governing Body	Y
The Chief Executive must not be a member of the Remuneration Committee	The terms of reference evidence that the Chief Executive is not a member of the Remuneration Committee	Y
The process for setting remuneration must be transparent. For Senior Post Holders there must be a college level justification for remuneration that relates to the competitive environment, the values of the roles and institutional performance	This is evidenced in the papers of the Remuneration Committee which outlined an independent, fair and transparent methodology and application and where monetary values are discussed these are clearly benchmarked and justified. For the CEO (who is the only senior post holder within the Remuneration Committee's remit) institutional performance is directly linked to her performance and is evidenced clearly through the objectives set which are linked directly to the strategic plan and objectives of the College	Y
The remuneration of the Chief Executive must be separately justified, published and related to the remuneration of all staff within the organisation	Details of remuneration for the year ended 31 July 2021 are set out in note 7 of the 2020 / 2021 Financial Statements	Y
Each college must publish a readily accessible annual statement, based on an annual report to its governing body containing: a) a list of Senior Post Holders within the remit of Remuneration Committee; b) its policy on the remuneration for post holders within the remit of Remuneration Committee;	The Remuneration Committee will publish a separate annual statement which will be presented to the Governing Body March 2022. However, the majority of information has been widely reported throughout the year in a transparent fashion specifically: the Terms of Reference, previous recommendations of the Remuneration Committee and the annual Financial Statements.	Y

c) its choice of comparator college(s)/organisation(s); d) its policy on income derived from external activities; e) the pay multiple of the Chief Executive / Principal and the median earnings of the institution's whole workforce, illustrating how that multiple has changed over time and, if it is significantly above average, an explanation of why; and f) an explanation of any significant changes	The key detail in relation to the pay multiple of the Chief Executive and median earnings and agreement to adherence to the code is also within the Annual Financial Statements. Directly quoted from the Annual Statutory Accounts 2020-2021 is the following which demonstrates key elements of the statement clearly: **'Remuneration Committee** The Remuneration Committee comprises four members of the Governing Body as at 31 July 2021, and its responsibilities are to make recommendations to the Governing Body on the remuneration and benefits of the Principal / Chief Executive (*Accounting Officer*), Senior Postholders (if applicable) and the Clerk to the Corporation. The Principal / Chief Executive (*Accounting Officer*) is a Senior Postholder. There are no other Senior Postholders as at the 31 July 2021. Details of remuneration for the year ended 31 July 2021 are set out in note 7 of the 2020 / 2021 Financial Statements'	

6. Senior Post Holder (Principal/Chief Executive) Performance Review

Individual objectives are agreed for the Principal/Chief Executive on an annual basis with the Chair and Vice Chair of the Governing Body.

For 2020-2021 these were agreed in October 2020 and came to the Remuneration Committee for discussion and approval on 7 December 2020.

The appraisal of 2020-2021 was later approved by the Governing Body on 16 December 2021 after the annual meeting with the Chair and Vice Chair on 8 November 2021 and consideration by the Remuneration Committee on 13 December 2021.

7. Head of Governance (Clerk to the Corporation) Performance Review

Individual objectives are agreed for the Head of Governance (Clerk to the Corporation) on an annual basis with the Chair and Vice Chair of the Governing Body.

For 2020-2021 these were agreed in October 2020 and came to the Remuneration Committee for discussion and approval on 7 December 2020.

The appraisal of 2020-2021 was later approved by the Governing Body on 16 December 2021 after the annual meeting with the Chair and Vice Chair on 8

November 2021 and consideration by the Remuneration Committee on 13 December 2021.

8. Chief Executive's Remuneration

In addition to the assessment of performance the Committee considered the Chief Executive's pay.

As outlined in the Financial Statements 2020-2021:

'No compensation for loss of office was paid during the current year or prior year to former key management personnel.

The governing body adopted the AoC's Senior Staff Remuneration Code on 15 July 2019 and will assess and report pay in line with its principles in future. The Governing Body also adopted Annex 2 of the AoC's code which outlines the justification of the non-adoption of the CUC Higher Education Staff Remuneration code.

The remuneration package of the Principal / Chief Executive and Clerk to the Corporation, is subject to annual review by the Remuneration Committee of the governing body who use benchmarking information to provide objective guidance. This is reported and approved by the Governing Body annually in line with the principals of the AoC's Senior Staff Remuneration Code.

The Principal / Chief Executive remuneration package remains below the median further education sector turnover benchmark for a college of this size.

The Principal / Chief Executive and Clerk to the Corporation reports to the Chair of Governors, who, with the Vice Chair of Governors, undertakes an annual review of performance against the College's overall objectives using both qualitative and quantitative measures of performance.'

The figures provided show remuneration over the previous two years:

Emoluments of the Chief Executive/Principal	1 January 2020 – 31 December 2020	1 January 2021 – 31 December 2021
Salary	£140,000	£142,800
Performance Related Pay	-	-
Benefits	-	-
Pension Costs	£21,000	£22,000
Total	**£161,000**	**£164,800**

9. External Appointments and Expenses

For all contracts, including that of the Senior Postholder, the following pertains '*you must not, without the written consent of the Corporation, undertake any employment or engagement which might interfere with the performance of your duties or conflict with the interests of the Corporation.*'

Additionally, all staff '*are required to notify the Principal / Chief Executive (or Chair of the Governing Body in the case of the Principal) of any employment or engagement which you intend to undertake whilst in the employment of the Corporation (including any such employment or engagement which commenced before your employment under this contract). The Principal / Chief Executive will then notify you within 10*

working days whether such employment or engagement is prohibited by paragraph 17.1'.

Expenses

The College has an approved Travel, visits, hospitality and expense claims procedure which is applicable for all staff (and governors where appropriate) and is available from the Clerk to the Corporation upon request. It is a public document on the College staff portal.

Expenses incurred by the Principal, all in respect of College business, and approved by the Chair of the Governing Body for 2019-2020 and 2020-2021 were as follows:

EXPENSES	
2019-2020	**£1,212.10** Costs associated with attendance at regional and national policy forums and sector conferences
2020-2021	**£264.30** Costs associated with attendance at regional and national policy forums and sector conferences

10. Other Matters pertaining to the Remuneration Code

The Corporation does not currently run a performance related scheme.

The Corporation is bound by the accounts direction for Further Education Colleges and in line with transparency, the Principal and Chief Executive's salary is reported via the Financial Statements and comparators made to the median remuneration of staff of the College. The pay multiple of the Chief Executive is also included in the annual report and financial accounts. No significant changes for 2020-2021 are reported.

In relation to comparator organisations, the Committee uses the AoC Senior Staff Pay annual survey and other comparable data that it considers appropriate.

11. Conclusion

The Remuneration Committee can confirm that through its work, that the Board of Governors has due regard for the expectations of the Code through the implementation and adherence of the Code.

Heather Ashton   Signature:

_____

Chair of the Remuneration Committee   Date: 16.12.2021

Middlesbrough College

Appendix 8

EMAIL PROFORMA FOR GOVERNORS IN RECRUITMENT OF POTENTIAL GOVERNORS OR EXERNAL MEMBERS

The following proforma is to be emailed to all current governing body and external body members ahead of any proposed interview process.

The proforma should be returned via email by an agreed date to the Head of Governance, Zeta Foster (z.foster@mbro.ac.uk).

Alternatively, this could be reported to the Chair of Governors.

CONFIDENTIAL

Name of Candidate for Interview:

Date of proposed Interview:

TO BE COMPLETED by current governor or external member

Please tick or highlight the relevant response:

   a) I know the candidate and support their interview

   b) I know the candidate and have reservations regarding their appointment*

   c) I do not know the candidate and therefore cannot comment

- If answered b)
The reason(s) are:

_____

_____

Signed by: **Date: _____**

Received by the Head of Governance/Chair of Governors   **Date: _____**

Appendix 9

Governance Performance Indicators 2019/2020

APPENDIX 9

GOVERNANCE PERFORMANCE INDICATORS 2020-2021

Composition and Membership Indicators

Performance Indicator	Target / Measure	Target Met	Comment
Achievement of composition.	100% filled against vacancies being filled within one termly cycle.	**Met**	As at 31 July 2021 the Governing Body was 100% filled with the approved appointment of M Ellis as Business Support Governor.
Attendance/Participation both overall and individual **Including:** • **Training** • **College Community/Celebratory** • **SARs**	Sufficient to ensure quoracy of all committee meetings and the effective completion of Corporation business and ensure that governors are attending in line with expectations/individual commitments Attendance figures will be recorded for all meetings both as a whole Committee and individually. However, there will no longer be a set target for either, rather there will be an ongoing promotion of excellent attendance. The expectation is that all members of the Governing Body commit to attending as many meetings as possible and in line with Item 6.1 of the Standing Orders (Attendance at Meetings). Where governors fail to attend in line with Item 6.1 (i.e. being absent from meetings without the permission of the Corporation for a period longer than six months) membership may be terminated.	**Met**	The promotion of excellent attendance would be the focus of this indicator. Due to the varying commitments of Governing Body members specific targets were formally removed as of 2018-2019 in order to support a large, flexible and dedicated Governing Body. Governors are encouraged to provide questions and comments on the papers of the meeting they are unable to attend and there has been good evidence of this. Governors' attendance is part of the discussion on all Search and Governance Committee meetings to ensure that individual attendance is appropriate and absence approved where necessary. Within 2020-21 there were no instances where individual absence was determined as an issue under 6.1 of the Standing Orders. Individual attendance was discussed with governors during the annual individual

Performance Indicator	Target / Measure	Target Met	Comment
	Attendance forms part of the annual 1:1 meetings so the Chair and Vice Chair are appraised of extenuating circumstances. Throughout 2020-21 there will be a truncated programme of events for Governors depending up on Covid restrictions Attendance at (at least) one SARs session over a two year period, unless impossible due to professional commitments		meetings. Overall, across the Governing Body and its Committees attendance was 84% which is very positive. The only caveat to this was that meetings were largely remote. Whilst there were few opportunities for celebrating success in College during 2020-21 the Executive Director of Marketing did ensure some governors could attend the small number of events which took place (often remotely). Most governors have been able to attend a SARs session on a two year cycle. The SARs process will likely be in mid November 2021 which may allow more governors to attend this year
Meeting Quoracy.	100%	**Met**	Meetings in 2020-21 have all been fully quorate. All but one (Audit and Risk in September) had been fully virtual via Teams.
To ensure that the Governing Body reviews, at least every three years, the following: • **Standing Orders.** • **Terms of Reference.**	Review every three years with a review in 2019, and the next review in 2022.	**Met**	The Governing Body approved all of the documents on the 21 March 2019, with the next review scheduled for 2022 (as most policies and procedures have been extended to a 3 year review period) unless otherwise required. Audit and Risk Terms of Reference were updated and approved on 15 July 2021 and a full review of Terms of Reference which were formally approved on 18 October 2021 GB meeting.
To ensure that the Governing Body reviews, at least every two years, the following: • **Election of Chair and Vice Chair of Governors.**		**Met**	The terms of office of the Chair and Vice Chair were extended and approved formally during 2020 (Chair until July 2023 and Vice Chair until July 2022, both subject to the proviso that either position would be relinquished should a suitable candidate

Performance Indicator	Target / Measure	Target Met	Comment
• **Election of Committee Chairs.**		<td style="background:green"></td>	be identified and approved by the Governing Body. Review of Committee membership including leadership was also reviewed and approved on 19 October 2020 with a further review by S&G on 14 September 2021
To ensure that the Search and Governance approves the following in providing assurance to the Governing Body: • **Skills and Competency Matrix** • **Training Needs Analysis** • **Training Plan** • **Governing Body Membership** • **Code of Governance Review.**	To be undertaken annually, and also reviewed at all Search and Governance Committee meetings, as appropriate. Code of Governance Review	**Met**	- Skills and Competency – a revised matrix has been used as of July 2021 which was further tweaked September 2021 - The revised AoC Code of Governance was approved by the Governing Body on 15 July 2019. An updated Code is being drafted by the AoC with a likely implementation date of 2022 - The Training Plan 2020-21 was approved on 16 July 2020 and the 2021-22 Training Plan was approved on 15 July 2021 - Governing Body membership is under constant review and action by S&G Committee - The Code of Governance mapping exercise was reviewed on 14 September 2021 by S&G Committee and approved by Governors on 18 October 2021
To ensure that the Chair of Governors holds annual review meetings with all Governors and External Members, and feeds back any key emerging issues to the Search and Governance Committee and/or the Clerk to the Corporation.	Annual reviews carried out and feedback to Search and Governance Committee and / or the Clerk to the Corporation.	**Met**	The Chair and Vice Chair of Governors met with Governors and External Members during August/September 2021, and outcomes were discussed and relevant actions/recommendations made during the Search and Governance Committee meeting of 14 September 2021. Where appropriate, outcomes were be used to shape the 2020/2021 Governance Self-Assessment Report and 2021/2022 Areas for Improvement
To ensure that the Remuneration Committee undertakes the	Principal and Clerk Objectives set for 2020-2021 would be appraised during the	**Met**	- Appraisals for the Principal and Clerk took place on 8 November 2021

Performance Indicator	Target / Measure	Target Met	Comment
annual appraisal of the Principal/Chief Executive, Clerk to the Corporation and any other Senior Postholders, with a view to make a recommendation on a Pay Award and agree future objectives. **To ensure that the Remuneration Committee produces and publishes an annual report which fits in with the AoC Remuneration Code adopted by the Governing Body on 15 July 2019**	Autumn Term 2021 by the Chair and Vice Chair Chair of Governors to report to Remuneration Committee and Governing Body annually. Annual Report is produced, approved and published annually.		- The 2020/2021 Staff Appraisal was shared with the Remuneration Committee on 13 December 2021, with recommendations approved by the Governing Body on 16 December 2021. - The 2020-2021 report was approved by the Remuneration Committee on 13 December 2021 and will be published and approved thereafter within the Corporate Governance Annual Report in March 2022

College Performance Indicators

Performance Indicator	Evidence	Target Met	Comment
To ensure good governance supports the College in the development and delivery of its Five Year Strategic Plan.	Annual Review of Mission Statement, Strategic Objectives and Strategic Plan. Termly strategy review progress reports. Set and achieve a stretching set of Key Performance Measures *(KPMs)*, which ensure the College is above National rates in all it does.	**In Progress** *This target remains in progress due to the 5 year nature of the strategic plan.*	- The Governing Body had reviewed progress against the plan 18 September 2020, 8 May 2021, 14 September 2021 - An updated Strategic Plan was approved on 17 December 2020. - The Governing Body received termly updates in 2020-21 on how well the College is progressing against its Key Performance Measures and in addition, two Strategic Planning meetings took place during May 2021 ensuring Governors were fully up to date. - The Standards Committee, in its role of monitoring progress with regards to student outcomes, also monitored carefully the progress being made, especially with regards to English and Maths, Value Added and Teaching and Learning. - Standards Committee had an additional planning meeting in July 2021 to ensure future reports and planning were

Performance Indicator	Evidence	Target Met	Comment
			appropriate (both in relation to College KPMS/Curriculum Intent and also OFSTED/EIF/OfS and any other external requirements.
To ensure good governance supports the College in maintaining at least Ofsted GOOD at each inspection.	College Self-Assessment Report and Quality Improvement Plan approved and monitored in-year. Governance Self-Assessment Report and Quality Improvement Plan approved and monitored in-year. Ofsted Inspection Report (s). Termly updates to Standards Committee and / or Governing Body meetings. Key Performance Measures set annually and reviewed termly by the Standards Committee and / or Governing Body.	**Met**	Self-Assessment Validation panels took place on 8 and 9 November 2021 The 2020/2021 Governance Self-Assessment was approved 16 December 2021 The Ofsted Report – September 2018 returned the College to a grade of 2 (Good) The TTE Monitoring Ofsted Inspection produced a positive report. The Curriculum and Standards Committee and Governing Body continue to received updates with regards to Ofsted, particularly in light of the new framework from September 2021 (EIF) and a planning meeting in July 2021 ensured future reports/requirements were in place for the academic year 2021-22. The Governing Body approved the Colleges 2020/2021 Key Performance Measures (KPMs) on 17 December 2020, and monitored these at Curriculum and Standards and Governing Body meetings throughout the cycle
	Action Plan from ITE Ofsted Inspection	**In Progress**	Progress has been made and an Action Plan confirmed post ITE Ofsted Inspection ready for further inspection in 2022.
To ensure good governance supports the College in	Education Funding Agency Letter confirming that the College is maintaining **Good** going forward (2018/2019 onwards)	**Yes**	The Five Year Financial Plan 2020/2021 to 2023/2024 was approved by the Corporate Services Committee and Governing Body on the 6 and 16 July 2020 respectively.

Performance Indicator	Evidence	Target Met	Comment
maintaining Good Financial Health.			The Governing Body received the confirmation that its 2018/2019 forecast outturn was "Good" and "Good" for 2019/2020 budget. An update was given on 7 December 2020 to the Corporate Services committee where it was confirmed that the College had gone into 'outstanding' financial health by 31 July 2020. An update was given to the Corporate Services Committee on 13 December 2021 which confirmed formally that 2020/2021 was in 'outstanding' financial health
	Revenue and Capital Budgets approved by 31 July.		The 2021/2022 Capital Budget was approved on the 15 July 2021, following discussion with the Corporate Services Committee on the 5 July 2021.
	Bi-monthly management accounts		Bi-monthly management accounts will be shared with the Corporate Services and Governing Body depending on how the meetings were scheduled
	Corporate Services and Governing Body Committee meetings.		The Corporate Services Committee and Governing Body continue to closely monitor the finances of the College, with the detailed discussion taking place at the Corporate Services
	Annual Financial Statements approved with unqualified audit opinion by 31 December (2020-21)		The 2020/2021 Financial Statements wa approved by the Audit and Risk Committee *(3 December 2021)* and Corporate Services Committee *(13 December 2021)*, and signed off by the Governing Body 16 December 2021. This would include clear audit opinions from both the Internal Auditor and Financial Statements Auditor

Performance Indicator	Evidence	Target Met	Comment
To ensure good governance supports the College in ensuring that staff and students are safeguarded at all times.	Safeguarding Termly reports to the Governing Body	**Met**	The Governing Body receives termly reports in Safeguarding at each Governing Body meeting. Governors received a virtual safeguarding presentation in March 2021 and were further updated in detail on 24 May 2021 (Strategic Planning) and 15 July 2021.
	Safeguarding Annual Report 2020-2021		The 2020-21 Annual Safeguarding Report was approved by the Governing Body form approval on 18 October 2021.
	Health and Safety Termly reports to Governing Body		The Governing Body receive termly updates on Health and Safety.
	Health and Safety Annual Report 2020-2021		The 2020-2021 Health and Safety Annual report was approved by the Governing Body on 18 October 2021
	Health and Safety Nominated Governor.		Lee Holdsworth is the Nominated Governor and also chairs the Health and Safety Strategic Committee, with regular reports to the Governing Body being provided on progress being made. Lee Holdsworth joined the Governing Body on the 16 October 2017 and became External Member in October 2021, and currently is a Health and Safety Adviser within his company
	Safeguarding Link Governor		Carol Cooney was the Link Safeguarding Governor for 2020-21
To ensure good governance supports the College in meeting the needs of its diverse community and affords equality of opportunity for all	Equality and Diversity Termly reports to Governing Body.	**Met**	The Governing Body to receive termly updates on Equality and Diversity, including progress with the Action Plan

Approval of various policies, including Equality Statement and Policy, was |

Performance Indicator	Evidence	Target Met	Comment
	Equality and Diversity Nominated Governor.		approved at the 15 July 2021 meeting of the Governing Body.

The Governing Body at its meeting on 17 October 2019 confirmed Sara Mirsalehi as the new link governor. |
| | Equality and Diversity Annual Report 2020-21 | | Was approved by the Governing Body on 16 December 2021 |
| | Equality and Diversity data to be obtained on the Governing Body with possible resulting actions as necessary | | Data collection issued in the Autumn Term 2020 and shared with the S&G Committee on 22 February 2021. Data sought on new governors thereafter.

Consideration of E&D within future recruitment of Governors and External Members would take place regularly by the Search and Governance Committee |
| **To ensure robust risk management processes are in place to assist the College in meeting its Strategic Plan and Governing Body Objectives.** | Strategic Risk Register, Senior Leadership Team Risk Management Group Minutes, Risk Management Annual Report, and other associated documents discussed at least termly by the Audit and Risk Committee, which then provides the Governing Body assurance through its Annual Report of the Audit and Risk Committee. | **Met** | Risk Management forms an agenda item on all meetings of A&R Committee and is preceded by the SLT Risk Management Group meetings. The resulting register is part of all GB papers for all governors.

During 2020-21 the Audit and Risk Committee agreed to send a representative to the SLT Risk Management meetings wherever possible (and did so in November 2020 and March 2021) |
| | External Audit Reports and Internal Audit Reports | | External and Internal Audit Reports were fully considered by the Audit and Risk Committee as per the approved respective cycles during 2020-21. There were no audits outstanding. |
| | Risk Management Plan and Risk Management Policy approved by 31 July. | | The Risk Management Plan for 2021/2022 was approved on 15 July 2021 after consideration by the Audit and Risk Committee on 18 June 2021. |

Performance Indicator	Evidence	Target Met	Comment
	Annual Report of the Audit and Risk Committee 2020-21 approval		The annual report of Audit and Risk for 2020-2021 was considered and approved by the Governing Body 16 December 2021. Risk Management forms an agenda item on all meetings of A&R Committee and is preceded by the SLT Risk Management Group meetings. The resulting register is part of all GB papers for all governors.

COLOUR KEY to Target Met Column
- GREEN   Target met/complete
- LIGHT GREEEN   On Target to be met
- AMBER   In progress
- RED   Not met/little progress

Appendix 10

These Areas for Improvement have been developed following a number of 1:1 meetings with Governors and External Members in August 2021, and following discussion at Search and Governance Committee on 14 September 2021 and the Governing Body on 18 October 2021 and 16 December 2021.

The format of the Areas of Improvement was developed to be more user friendly during 2019-2020 including progress areas and RAG progress, and this has further developed for 2021-22 with greater narrative and a 'direction of travel' arrow for clearer interpretation.

Area for Improvement	Impact	Where and How?	Progress	Direction of Travel *see key
Monitor and Support QUIP Improvements / developments: **WEAKNESSES** • → Significantly improve apprenticeship achievement rates / securing a grade 2 at next Ofsted Inspection • → Improve the quality of the ITE curriculum and achieve at least an OFSTED grade of Good on re-inspection • → Continue to improve quality of Access provision Maintain attainment and progress of GCSE and A levels to above pre-COVID levels **DEVELOPMENTS** • → Improve HE satisfaction rates to top decile and highest in the Tees Valley • → To focus on exam skills for qualifications reliant on year-end Exams • → Attendance still requires some improvement, especially in maths and English sessions • → Improve inclusivity (reduce early dropout rate and improve progression rates in some departments for Study Programmes) • → Improve information and its usage to maximise sustained	Progress across the main areas for Improvement Ensuring areas to watch are closely monitored and plans adapted accordingly Retention and attendance across all areas	**Curriculum and Standards Committee** • → QUIP detailed key areas of focus for improvement approved by GB on 16. 12. 2021 • → Responsible for ensuring an appropriate framework is in place to improve and quality assure teaching and learning across the college group and for holding the management team to account for its intent, implementation and impact • → Suggesting external reviews as required • → monitor progress in relation to Ofsted and are appraised of key changes and actions in relation to the inspection of ITE and more widely in relation to new EIF. • → Apprenticeship achievement rate under pressure due to COVID impact on some sectors. **Governing Body KPMs** • → All areas being monitored by the Curriculum and Standards Committee at each meeting • → Principal gives regular updates on key developments and actions at each ordinary GB meeting **Link Governors** • → The role of link governors continues to evolve particularly with reporting back to the GB which will be through a proforma style report and also later in 2021-22 a brief report from all link governors on their work (including in relation to QUIP).	Action plans are in place for all areas of improvement and are being implemented. Governors are being updated as appropriate through Curriculum and Standards Committee and Governing Body Board meetings. Monitoring at November C&S meeting with revisions to the QUIP agreed and reported at December 2021 GB meeting An updated set of link governors were approved on 16 December 2021. Link Governors are filing reports where appropriate	↑

destinations of all provision types¶ • → Develop and implement a careers strategy for the College¤				¤
Monitor and Support the Colleges significant Development Plans 21/22 ¶ ¶ • → Reduce inconsistency of teaching and learning, and the development of knowledge, skills and behaviours between departments¶ • → Increased focus on Personal Development and Employability and expand enrichment opportunities in Study Programmes¶ • → Deliver the Digital Strategy ¶ • → Implement the new Teaching & learning Strategy ¶ • → Complete roll out of SfP and focus on wellbeing ¶ • → TTE relocation¤	¤	Curriculum and Standards monitors the Teaching and Learning strategy implementation and PDEP¶ ¶ Monitoring and Support through Audit and Risk and Corporate Services Committees for the Digital Strategy¶ ¶ Corporate Services monitors and supports progress with SfP rollout¶ ¶ TTE relocation is supported and monitored through Corporate Services and the Board¶ ¶ T Level delivery is supported and monitored through Curriculum and Standards and also the Board as a whole¤	At the November meeting Curriculum and Standards received updates and discussed/monitored action in relation to T&L; PDEP and T-Level delivery¶ ¶ Audit and Risk have had two meetings with a focus on the Digital Strategy and suggestions for improvement. It will continue to monitor and support implementation and progress. Corporate Services received Draft Digital Strategy at its meeting on 13 December.¶ ¶ Corporate Services in December received and discussed reports and progress for Digital; SfP/wellbeing and TTE relocation.¶ The Governing Body would also be appraised and involved in the ongoing digital strategy (which would include digital governance changes) at its meeting on 7 February 2022¤	¶ ¶ ¤
**Continuing from 2021** ¤
Recruit Chair and Vice Designates ¤	Chair Designate in place by 31.07.2023 or earlier ¶ ¶ Vice Chair Designate in place by 31.07.2022 or earlier¶ ¤	Search Committee and network conversations¶ • → Ongoing item for debate and action on S&G agendas • → One to One conversations in the summer are progressing current interest regarding Chair/Vice Chair and Committee Chair positions with Vice Chair of Governing Body determined as a priority for 2021-22¶ • → Additionally, movement in governor recruitment may develop further alternatives for succession planning¤	Search Committee meeting September to progress this item with Vice Chair to be the priority for the coming year. A nomination process will be approved at the GB meeting of 21 March 2022 concluding at the GB meeting of 14 July 2022¶ ¶ Governor recruitment gave a successful return on November with 3 new Governors and 2	¶ ¶ ¤

			new External Members joining to strengthen succession planning and wider governance	
Increasing Opportunities to Celebrate College Success	At least 1 governor to attend every College celebration¶ ¶ ¶ ¶ Governor awareness of success	It is hoped a full return to governors' opportunities will occur during 2021-22 and this has started slow but positively during the first term.¶ ¶ The Clerk works closely with the Head of Marketing to ensure appropriate events are advertised to Governors.¶ ¶ Wider successes are reported through the weekly bulletin and Principal's updates, which gives Governors some additional knowledge of successes on a regular basis – a recent example is the email sent about examination results in the summer of 2021	This was progressing well and an update was given at the December 2021 meeting by the Head of Governance.¶ ¶ ¶ ¶ Weekly bulletins had been revised to be more user friendly during Term 1	⬆
Covid Recovery¶	A safe and productive campus, learning and work experience for all staff, students and users of the College¶ ¶ An ongoing sound financial situation ¶ ¶ Ensuring the curriculum post Covid is appropriate for both students and the local economy¶	The Governing Body approved the measures for 2021-22 at its meeting of 15 July 2021.¶ ¶ The College continues to test and monitoring of staff, students and contractors and regularly assesses the risk through the Strategic Risk Registers (monitored by the Audit and Risk Committee).¶ ¶ Governors will be regularly appraised of any required management of continued disruption as appropriate through the regular communication and Committee channels.	There remains the potential for business interruption this year, but plans are well embedded now to slip online if needs be.¶ ¶ December 2021 – a return to some restrictions were absorbed well by the College staff and students¶ ¶ 27 January 2022 – a return to Phase A restrictions were shared and implemented within the College community as per Government directives	⬆
IT Infrastructure and Cyber Security¶	A protected, effective and future proofed environment for students, staff and all users.	The College will continue to annually reaccredit against Cyber Essentials (T2) and Cyber Plus (T3)¶ ¶ The Director of IT will lead the progress against the Digital transformation Strategy once endorsed by the Governing Body and provide regular updates on the action plan¶ ¶ Capital projects will be completed in year to renew the network Infrastructure to ensure resilience¶ ¶ The Audit & Risk Committee will continue to monitor the IT security plan and DR arrangements¶ ¶ RMSUK Audits will be carried out in 2021 in relation to MC Click learner laptop scheme in relation to IT asset management¶	Regular progress and monitoring by Governors through the various committees has taken place to support the various digital strategies and would be ongoing.¶ ¶ ¶ ¶ ¶ This was a regular item for the Committee	⬆

		Progress will be measured by Corporate Services, Audit and Risk and the whole Governing Body on a regular basis.°		
Increasing the Diversity of the Board	A more diverse board able to better represent the diversity of the staff, student and community Key objectives relate to ethnicity, and disability (followed by ensuring an effective wide age range of succession planning	This continues to be a regular discussion at Search and Governance Committee and upcoming future recruitment will consider diversity as a key aspect of the process. Monitoring remains in place and E&D data is updated regularly to support actions.	Recruitment November 21 allowed for some development in this area but it remains an active part of future recruitment considerations	⬆

*KEY to Progress and Direction of Travel Columns

Colour Code: → → **Green** = succeeding → → → → **Amber** = some progress/results not yet confirmed → **Red:** little progress

Direction of Travel – Colour Code as above +: → upward arrows moving in right direction → arrows down – no progress since last update/lack of progress/delayed