



Corporate Governance Annual Report 2021-2022

Approved by the Governing Body on 13 March 2023

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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 2021/2022, 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 was 21 up to and including 31 July 2022. The Instrument and Articles were updated on 14 July 2022 and as part of this membership was increased to 23 as of 1 August 2022.

The Governing Body has fluctuated slightly over 2021/2022 but was at full capacity as of 31 July 2022.

The membership as of the 1 August 2022 was 21 Governors. The two College Governor vacancies as a result of the increase to numbers approved on 14 July 2022, were approved in September 2022.

New Appointments (2021-2022 Academic Year)

Member	Category	Date of Appointment
Stephen Brown	External Member	16 December 2021
Patrick Lenihan	Student Governor	19 October 2021
Edward Kunonga	College Governor	16 December 2021
Dominic Lusardi	College Governor	16 December 2021
Emma Rennison	College Governor	16 December 2021
James Robson	External Member	16 December 2021

Staff Governor appointment update

Mark Ellis – Curriculum (Planning & Monitoring) Office in Finance & Registry joined the Governing Body in July 2021 and was a member of the Corporate Services Committee for the academic year 2021-22 before resigning his post in September 2022.

After an elective process, Aga Pajura-Jaszczak was appointed to the Governing Body from 17 October 2022 and sits on the Corporate Services Committee.

Re-appointments (2021-2022 Academic Year)

Member	Category	Date of Re-appointment
Caroline Cannon	External Member	21 March 2022
Stuart Green	External Member	18 October 2021
Lee Holdsworth	External Member	18 October 2021
Sharon Lane	College Governor	21 March 2022
Morgan McClintock	College Governor	18 October 2021
Iain Wright	College Governor	18 October 2021

Resignations (2021-2022 Academic Year)

Member	Category	Date of Early Resignation/Reason if appropriate	Date of End of Term of Office
John Autherson	External Member	18 September 2021	
Ashley Coleman-Cooke	College Governor		31 July 2022
Carol Cooney	College Governor	14 October 2021	
Jean Golightly	College Governor		15 October 2021
Lee Holdsworth	College Governor	Moved to External Member 18 October 21	15 October 2021
Shannon Mudd	Student Governor		31 July 2022
James Robson	External Member	15 July 2022	

The current Governing Body composition was last updated in February 2023 and this will be updated further in July 2023. It is currently at full capacity with twenty-three members.

3 Governing Body and Committee Attendance

An overview of Committee and Governing Body attendance for 2021/2022 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%.

Meetings during 2021/2022 were held in College but were hybrid in nature with those unable to attend in person coming in through Teams. When considering the figures, it should be noted that all but 1 meeting in 2020-2021 were remotely held which had a positive effect on attendance. Meetings for 2021-22 were more on a par with 2019/2020.

2021/2022 77%
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 by link governors at other meetings, such as Employer Liaison Boards, Health and Safety Meetings etc. These were reported upon at the July meeting of the Governing Body.

Total Number of Formal Meetings during the academic year 2021-22

Year	Number of Meetings held
2021/2022	28
2020/2021	25
2019/2020	30
2018/2019	21
2017/2018	21
2016/2017	21
2015/2016	24
2014/2015	23

To note – all meetings of the Governing Body and Committees were fully quorate during the academic year 2021-22.

The Attendance Policy was updated during 2022 and is attached in **Appendix 2**.

4 Committee Structure

The Committee Structure as at 1 August 2021 is detailed below.

Committee	Notes
Appeals Committee (Senior Postholders)	<i>Meets as and when required.</i>
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)	<i>Meets as and when required.</i>
Settlement	<i>Meets as and when required.</i>
Special	<i>Meets as and when required.</i>
Curriculum and Standards	4 meetings per year (as includes Curriculum Planning joint meeting with Governing Body in place since June 2021)

The Committee Structure is regularly considered by the Search and Governance Committee and remains fit for purpose.

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.

After consideration by the Search and Governance Committee on 26 September 2022, the recommendation to give a final extension to his term to 31 July 2025 (or earlier should an appropriate replacement be found) was approved on 17 October 2022.

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. A nomination process for Ashley's replacement took place starting in March 2022 with Petrina Lynn being appointed from 1 August 2022 (confirmed at the July meeting of the Governing Body).

Committee Chairs and Vice Chairs are elected on a two year cycle or more regularly as required. The postholders as at July 2022 are as follows:

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
Curriculum and Standards	Petrina Lynn (1 March 2022) Ashley Coleman Cooke (1 August 2021-28 Feb 2022)	Marina Gaze

As of 1 August 2022 with the end of term of Ashley Coleman Cooke, Petrina Lynn who moved into the Vice Chair role took over Vice Chair of Remuneration and Search and Governance. Rachel Anderson took over the Vice Chair of Audit and Risk Committee (**see Appendix 4**).

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

Committee	Chair	Vice Chair
Appeals <i>(Senior Postholders)</i>	Peter Studd	Ashley Coleman Cooke
Selection <i>(Senior Posts)</i>	Rob Davies	Ashley Coleman Cooke
Settlement	Rob Davies	Ashley Coleman Cooke
Special	Ashley Coleman Cooke	Peter Studd

As of 1 August 2022, with the end of term of Ashley Coleman Cooke as Vice Chair of the Governing Body, Petrina Lynn replaced him as Chair and Vice Chair of the relevant committees cited above (**see Appendix 4**).

5 Committee Membership

The Committee Membership as at 31 July 2022 is detailed in **Appendix 3**, and further changes were made post 1 August 2022, which follows in **Appendix 4**.

6 Calendar of Meetings

The 2021/2022 version was approved 22 March 2021

The 2022/2023 version was approved 21 March 2022

The 2023/2024 version was approved 13 March 2023

7 Standing Orders

The Governing Body has devised a set of Standing Orders, and these were last approved on the 17 October 2022, with the next review due to take place in 2025 as part of its regular cycle (or earlier if appropriate).

8 Terms of Reference

The Governing Body has devised a set of Terms of Reference, which were last approved on the 18 October 2022. The Audit and Risk Terms of Reference are considered annually, and the others are in a three year approval cycle/as required with the next due October 2024.

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 14 July 2022, when it was agreed that the Committees were meeting their Terms of Reference.

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 18 October 2021 as part of the Conflicts of Interest Policy.

10 Governance Training Activity

Governance Training activity for the academic year 2021/2022 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 2022/2023

The 2022/2023 Governance Training Plan was approved on 14 July 2022 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 was further refreshed by the AoC during 2021-22 and the update approved by the Governing Body on 21 March 2022. It is available for all governors via the Governance Hub SharePoint site.

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 2021/2022 review being acknowledged by the Governing Body at its meeting on 17 October 2022 in which no incidents had been 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 2021/2022 version having been approved on 15 December 2022.

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	14 July 2022	13 July 2023
Equality Statement and Policy	14 July 2022	13 July 2023
Equality & Diversity Strategic Overview (as part of annual report below)	15 December 2022	December 2023

Equality, Diversity & Inclusion Annual Report	15 December 2022	December 2023
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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 2021/2022 version having been approved 17 October 2022.

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 14 July 2022.

The Governing Body has a Link Governor, with the role having been occupied by Phil Sharp since October 2022 (with the resignation of Lee Holdsworth, the former incumbent).

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	13 March 2023	March 2026
Governor Induction Programme	13 March 2023	March 2026
Governor Nomination Process	13 March 2023	March 2026
Equality, Diversity & Inclusion Annual Report, includes the Equality and Diversity Strategic Overview	15 December 2022	December 2023

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 15 February 2023, with the final versions to be approved on the 13 March 2023 – minor changes having been proposed.

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-mai.

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 twelve 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.

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.

As at 31 July 2022

Role	College Governor
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Digital	Dominic Lusardi
Employer Voice	Sharon Lane
English and Maths	Marina Gaze
Equality and Diversity	Sara Mirsalehi
Finance	Rob Davies
ITE and Teaching and Learning	Emma Rennison
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	Petrina Lynn
Safeguarding Prevent	Edward Kunonga
International/TTE	Phil Sharp
Information, Advice and Guidance Student Voice	Petrina Lynn
SEND	Caroline Cannon - EM

The Link roles were further reviewed during 2022-23 to reflect Governor changes and also to ensure greater relevancy to the needs of the College with clearly defined expectations of role members and lead officers.

18 Governance Self-Assessment

The Governing Body undertook a review of its own performance in 2021/2022, and this included feedback from discussions at the Governing Body meetings on 17 October and 15 December 2022.

1:1 meetings were also held with all Governors in August 2022 with pre meeting forms sent out tailored for the different cohorts of the Governing Body – that of Governors, New Governors and External Members.

The 2021/2022 Governance Self-Assessment was approved by the Governing Body at its meeting on 15 December 2022, with the following grade and Areas for Improvement for 2022-2023 being identified.

	SAR 2021/2022
Overall Effectiveness	Good

Leadership and Management	Good
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The Search and Governance Committee continue to be briefed on progress against the Areas for Improvement, and the first review took place on the 15 February 2023, with a further review scheduled for 12 June 2023, which will result in further changes by 31 July 2023.

Areas for Improvement 2022/2023 (as of February 2023)

The format of the areas for improvement was significantly changed during 2022-23 to better align with the College and Department Areas for Improvements document. The Areas for Improvement are available at **Appendix 10**.

19 Governance Performance Indicators 2021/2022

The Governing Body refined its Governance Performance Indicators following the Ofsted Inspection in September 2016, and the results for 2021/2022 are attached in **Appendix 9**, with a summary detailed below.

- **Fourteen** Key Performance Indicators full or sub sections have been **Met**.
- **Two** Key Performance Indicators were **In Progress** (recruitment and election of Chair of the Governing Body; Development and delivery of the 5 year plan (due to be refreshed during 2023 and extended to 2025) and a partial indicator relating to Ofsted 'good' rating – which is on course for the College as a whole but the RI rating for ITE kept this part of the rating as 'in progress').
- **No** Key Performance Indicators **Not Met**

20 Management Information

During the 2021/2022 Academic Year, the Governing Body received regular management and associated information from the Clerk to the Corporation, including:

- Weekly Bulletins which include:
 - Articles of Relevance and Importance e.g. TES, FE Week
 - Government and Funding Body Publications
 - AoC Briefings
 - Regular Principal/CEO updates
- Regular updates as required via email

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.

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) 2021-22

2021 / 2022- 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 2021 / 2022, 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. I would like to say a special thank you to Ashley Colman Cooke who served as my vice chair from 2015 and has given 9 years of service to the Governing Body as Chair of Curriculum and Standards and vice chair of Audit and Risk. I would also thank Petrina Lynn for agreeing to become vice chair of the Governing Body and Chair of Curriculum and Standards.

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. We continue to work hard to improve our diversity of Governing Body membership.

In the latter part of 2021/22, we have reviewed and updated our link governor participation and expect to see this improve the quality of knowledge and governance in future years. We have also introduced an annual higher education committee including a student representative to measure and monitor the progress of our Higher Education courses.

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 77% is slightly lower than the previous year (84%). We have continued to utilize teams meetings where it has the potential to add to the quality of our meetings. As a consequence, 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. The introduction of the Taking Teacher Higher strategy continues to gather pace and is consistently monitored through our Curriculum and Standards committee. Governors are aware of the need to maintain and build on the improvements to date, particularly in the challenging labour market where FE is, along with other sectors, suffering from skills shortages and where staff turnover has risen to

unprecedented levels. This brings a new risk to the organisation and is a key focus of governance going forward.

While the decline in local demographics has finished, there remains uncertainty around the devolvement of adult education budget, the apprenticeship reforms on learner starts and the impact of inflation on all our operating costs and in particular energy prices and salaries, 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.

Given the current level of volatility experienced by the college and the ongoing cyber threats the world is experiencing we have increased our level of monitoring of risks. Our Audit and Risk committee under the stewardship of Iain Wright will play an active role in challenging our management of risk going forward.

Our Strategic Plan remains under constant review and we expect to update it during 2022/23 in the light of the impact of the Local skills and Improvement plan (LSIP) on local employment needs and the recent announcement on a Tees Freeport as well as announcements related to the Government's "balancing up" agenda.

We are pleased to report our Institute of Technology and Digital Centre are complete. We are now considering the redevelopment of our bespoke apprenticeship centre TTE and are expected to finalise our plans for its future in 2022/23.

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 legacy of COVID and the impact of inflationary climate we are now operating in. 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 2021-2022 (Governors and External Members)

Committee	Number of Meetings 2021-22	% Overall Attendance (in brackets are % for 2020-21)
Audit and Risk	4	91% (83%)
Corporate Services	3	87% (89%)
Search and Governance	3	86% (81%)
Curriculum Planning	1	55% Curriculum and Standards 39% GB
Curriculum and Standards	4 (included Curriculum Planning)	70% (83%) (39% GB attended Curriculum Planning)
Governing Body (Ordinary)	4	72% (80%)
Governing Body (Training/Strategic)	3	59% with 71% Governors and 28% EMs (70% of which 83% Governors and 27% EMs)
Remuneration	1	100% (75%)

To Note: - all meetings were quorate for 2021-22

Governor Attendance only

Committee	Number of Meetings 2021-2	% Overall Attendance (in brackets are % for 2020-21)
Audit and Risk	4	85% (81%)
Corporate Services	3	87% (92%)
Search and Governance	3	81% (72%)
Curriculum and Standards	4	77% (85%)
Governing Body (Ordinary/Strat)	7	72% (69%)
Remuneration	1	100% (75%)

	Attendance Rate (Percentage)
Overall Attendance for Governors	2021-2022 - 77% (2020-2021 – 84%) (2019-2020 – 74% excl. Covid Meetings)

Appendix 2

Attendance Policy

Approved by the Governing Body on 14 July 2022

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.

9 Termination of Membership

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

2.(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:

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

b) (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.

c) (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 Governors being Lead Student Union Council Officers if they leave the post of Lead Student Union Council 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 Chair 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 every three years by the Search and Governance Committee ahead of formal approval by the Governing Body or as required.
7. Members of the public can request to attend the meetings of the full Governing Body as observers. They should not attempt to take part in discussion unless invited to do so by the Chair (*as outlined 1.2 of the Policy 'Public Access to the Governing Body Meeting and Publication of Minutes of the Governing Body and its Committees'*). If the conduct of those invited interferes with the operation of the meeting the session could be adjourned if deemed necessary by the Chair and Committee.

Additionally, "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." (*1.3 of the Public Access to the Governing Body Meeting Policy*). If considered 'confidential' or 'reserved' business then public access would be restricted.

The presence of any members of the public, and the point in the meeting at which they left, shall be recorded in the minutes.

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.

Appendix 3

Committee Membership (as at 13 July 2022)

Committee Membership as at 13 July 2022

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

Audit and Risk (5) Mr I Wright Mr A Coleman-Cooke Ms R Anderson Mr S Green (EM) Mr L Holdsworth (EM))	Corporate Services (11) Mr P Studd Ms S Mirsalehi Mrs H Ashton Mr S Brown (EM) Mr R Davies Mr M Ellis (Staff Bus Supp) Mrs Z Lewis Mr D Lusardi Mr J Robson (EM) Mr P Sharp Mr S Wilson (EM)	Remuneration (4) Mrs H Ashton Ms P Lynn Mr R Davies Mr I Wright	Search & Governance (9) Mr R Davies Mr A Coleman Cooke Mrs H Ashton Mrs Z Lewis Ms P Lynn Mr M McClintock Miss S Shepherd (EM) Mr P Studd Mr I Wright	Curriculum and Standards (11) Ms P Lynn Miss M Gaze Ms C Cannon (EM) Mr A Coleman Cooke Mrs S Lane Mr M Laidler Mrs Z Lewis Mr M McClintock Miss E Rennison Mr A Stephenson (EM) Mr D Still (Staff Academic)
Selection (Senior Posts) Chair of Governors Vice Chair of Governors Principal and Chief Executive Chairs of Committees <i>(For this Committee, the Chair of Governors is empowered to select a substitute when a Chair of Committee is not available).</i> <i>(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)</i>		Settlement (3) Chair of Governors Vice Chair of Governors Chair of Corporate Services	Special (3) Mr A Coleman-Cooke Mr P Studd	Appeals (Senior Postholders) (3) Mr P Studd Mr A Coleman-Cooke <i>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.</i>

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).
- **Mr Edward Kunonga** is a Governor and member of the Safeguarding and Welfare Committee (this is not a direct subcommittee of the Governing Body)

Appendix 4

Committee Membership (as at 1st August 2022)

Committee Membership as at 1 August 2022

Key: **Chair of Committee** / **Vice Chair of Committee** / (EM) External Member

Audit and Risk (4) Mr I Wright Ms R Anderson Mr S Green (EM) Mr M McClintock	Corporate Services (11) Mr P Studd Ms S Mirsalehi Mrs H Ashton Mr S Brown (EM) Mr R Davies Mr M Ellis (Staff Bus Supp) - until 14.09.22 Mr M Lamb Mrs Z Lewis Mr D Lusardi Mr P Sharp Mr S Wilson (EM)	Remuneration (5) Mrs H Ashton Ms P Lynn Mr R Davies Ms S Mirsalehi Mr I Wright	Search & Governance (8) Mr R Davies Ms P Lynn Mrs H Ashton Mrs Z Lewis Mr M McClintock Miss S Shepherd (EM) Mr P Studd Mr I Wright	Curriculum and Standards (9) Ms P Lynn Miss M Gaze Ms C Cannon (EM) Mrs S Lane Mr M Laidler Mrs Z Lewis Miss E Rennison Mr A Stephenson (EM) Mr D Still (Staff Academic)
Selection (Senior Posts) Chair of Governors Vice Chair of Governors Principal and Chief Executive Chairs of Committees <i>(For this Committee, the Chair of Governors is empowered to select a substitute when a Chair of Committee is not available).</i> <i>(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)</i>		Settlement (3) Chair of Governors Vice Chair of Governors Chair of Corporate Services	Special (3) Vice Chair of Governors Chair of Corporate Services	Appeals (Senior Postholders) (3) Chair of Corporate Services Vice Chair of Governors <i>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.</i>

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).
- **Mr Edward Kunonga** is a Governor and member of the Safeguarding and Welfare Committee (this is not a direct subcommittee of the Governing Body)

Appendix 5

Governance Training and Development Plan 2021-2022

Annual Training and Strategic Planning		
14 September 2021 (4 hours)	Governing Body Strategic Planning Session Training and Development included: full strategic plan update; College walkaround; introduction to new senior staff.	Attended by: 16 out of 20 governors and 2 out of the 7 External members
7 February 2022 (3 hours)	Governing Body Development Session Training and Development included: overview including Digital Governance and how we form our judgements; PDBA, Safeguarding training, Implementation (Teaching and Learning update); and Impact (understanding KPIs and Student data)	Attended by: 15 out of 21 governors and 4 out of the 9 External Members
7 May 2022 (4 hours)	Governing Body Strategic Planning Training and Development included: Strategic context and priorities; student destinations; Developing our students; Digital Governance and Financial and Strategic Projects update	Attended by: 13 out of 21 governors and 1 out of 9 External Members
13 June 2022 (3 hours)	Governing Body – Curriculum Planning Governor Update	Attended by: all Curriculum and Standards Committee plus 2 additional Governors
4 March 2022 14 March 2022	1 hour college walk around for Committee members ahead of March committee meetings	Attended by: R Anderson, A Coleman Cooke Attended by: D Lusardi, H Ashton, J Robson, M Ellis, P Studd, R Davies, S Wilson, S Mirsalehi

4 April 2022 (now 16 May 2022)		Attended by: A Stephenson, A Coleman-Cooke, C Cannon, D Still, M McClintock, P Lynn
Governors Social Events		
Thursday 11 November 2021	Brassiere Social Event 6 for 6.30-8.30pm (Governors only)	Attended by: A Coleman Cooke, R Davies, M Gaze, Petrina Lynn, H Ashton, P Sharp, M McClintock, M Ellis, P Lenihan, M Laidler, S Mirsalehi and Z Foster.
Thursday 17 March 2022	Brassiere Social Event 6 for 6.30-8.30pm (Governors/External Members and SLT)	Attended by: A Coleman Cooke, R Davies, P Lynn, P Sharp, M Ellis, P Lenihan, S Mirsalehi, Z Lewis, Z Foster, J Robson, E Kunonga, P Studd, S Lane.
Governance		
<ul style="list-style-type: none"> • Friday 1 October 2021, 1-3pm • Tuesday 25 January 2022, 1-3pm • Monday 23 May 2022, 1-3pm 	Principal and Chairs AoC Regional Meetings (all followed by Chairs Network) Face to Face – New College Durham	Z Lewis R Davies
<ul style="list-style-type: none"> • Monday 4 October 2021 • Wednesday 19 January 2022 • Tuesday 5 April 2022 • Tuesday 28 June 2022 	AoC Clerks Regional Meetings – currently zoom catch ups	Z Foster
15 and 16 November 2021 (2 days) (Training Budget £150)	AoC Annual Student Conference	S Mudd P Lenihan
16 and 17 November 2021 (2 days) (Training Budget £500)	AoC Annual Conference	Z Lewis P Lynn
Friday 12 November 2021, 1.30-4pm Friday 4 February, 1.30-4pm	AoC North Conference – online AoC North Conference - online	Z Foster, M Ellis Z Foster, M Ellis
Friday 3 December, 9.30-12.30pm (Training Budget £50)	ETF Annual Staff Governor Conference – online	D Still M Ellis
Tuesday 18 January 2022 3-4pm	AoC Strategic Governance: Developing a whole college approach to careers education webinar	P Lynn

Tuesday 1 February 2022 Wednesday 2 February 2022 (both am) (Training Budget £125)	AoC Governance Summit	Z Foster
Tuesday 26 and Wed 27 April 2022 (am) (Training Budget £200)	AoC Governance Professionals Conference	Z Foster
Monday 13 June 2022 5-7pm	AoC Finance and Audit Committee Chairs Network (first meeting)	I Wright
Wednesday 15 June 2022 (10-12 zoom)	AoC Northern Ofsted Roadshow (Principal, Chairs and Governors)	R Davies, P Lynn
Induction and Buddy		
Initial standard induction processes and information completed by:		M McClintock – 8 September 2021 S Brown, D Lusardi – 2 March 2022 J Robson and E Kunonga – 8 March 2022
Mandatory Online Mandatory Induction Training to be completed by: Currently includes: IT Acceptable Use Policy and Practice; Safeguarding; Prevent; Equality and Diversity including LGBT Awareness and to include Whistleblowing		Completed by: D Lusardi, P Lynn, S Brown, E Rennison, D Lusardi, C Cannon, J Robson, E Kunonga
Monday 22 November, 1.30-3pm Monday 7 March, 1.30-3pm	AoC Induction Training	M Ellis J Robson, D Lusardi, E Kunonga
Friday 26 November 10-12pm	AoC Student induction – online	S Mudd P Lenihan
Buddy system in place for		
Individual Training		
SARs Process – Autumn Term 2021		
Friday 5th November 2021 Monday 8th November 2021	SARs Meetings	R Davies, A Coleman Cooke, P Lynn, H Ashton, C Cannon (EM), M McClintock, P Sharp, S Mirsalehi, P Studd, D Still, M Ellis.

KEY COLLEGE PARTICIPATION EVENTS FOR GOVERNORS AND EXTERNAL MEMBERS ATTENDANCE 2021-2022

DATE	NAME OF EVENT	GOVERNORS ATTENDING
AUTUMN TERM (August – December)		
Monday 20th September 2021 6.15-9.30pm	Middlesbrough Civic Community Awards	Michael Laidler Zoe Lewis
Thursday 23 rd September 2021 6.30- 11.00pm	North East Business Awards, Hardwick Hall	Zoe Lewis
Friday 24th September 2021	TTE Consultation Event	Sharon Lane Phil Sharp
Tuesday 19th October 2021 6.00 – 8.00pm	Northern Skills Group Apprenticeship Awards, Rockcliffe Hall	Zoe Lewis Ashley Coleman-Cooke
Tuesday 9th and Wednesday 10th November 2021	Graduation Ceremonies (Town Hall)	Rob Davies Morgan McClintock Ashley Coleman Cooke
Saturday 27th November 2021 6.30-10pm	Tees Valley BME Awards, Jury's Inn.	Zoe Lewis Sara Mirsalehi (there as a winning nominee)
SPRING TERM (January – Easter)		
Wednesday 16 February 9.00-10.00 am	IUPAC Global Women's Breakfast Event	Sara Mirsalehi
Monday 21 March 9.00-1.00 pm	Employment Law Breakfast Seminar	(Sharon Lane accessing the info as cannot attend)
Wednesday 27 April 2022 (10.00 - 1.30 pm)	Official Opening of the Digital Centre (Middlesbrough College)	Ashley Coleman-Cooke Rob Davies Peter Studd Dominic Lusardi

DATE	NAME OF EVENT	GOVERNORS ATTENDING
Thursday 28 April 2022 (6.30 - 10.00 pm)	Tees Tech Awards, Hardwick Hall	Dominic Lusardi
SUMMER TERM (Easter – July)		
Thursday 23 June 2022	North East Awards Tees Valley Heat (Middlesbrough College)	Peter Studd

Appendix 6

Governance Training and Development Plan 2022-2023

Annual Training and Strategic Planning		
26 September 2022 (4 hours)	Governing Body Strategic Planning Session	Attended by:14 governors and 2 external members.
15 February 2023 (3 hours)	Governing Body Development Session	Attended by 19 governors and 4 external members
5 May 2023 (4 hours)	Governing Body Strategic Planning	
12 June 2023 (3 hours)	Governing Body/Curriculum and Standards Committee – Curriculum Planning	
Governors Social Event		
Thursday 10 November 2022	Brassiere Social Event 6 for 6.30-8.30pm (Governors/External Members)	Ashley Coleman-Cooke, Aga Pajura-Jaszczak, Iain Wright, Sara Mirsalehi, Dominic Lusardi, Zeta Foster, Stephen Brown, Matthew Lamb, Jane Castor, Phil Sharp, Sarah Shepherd, Peter Studd, Zoe Lewis, Rob Davies

Governance related Training/Networking

October 2022 13 December 2022 7 February 2023 9 May 2023	Principal and Chairs AoC Regional Meetings (all followed by Chairs Network)	Zoe Lewis Rob Davies
11 October 2022 (zoom) 13 December 2022 28 February 2023 16 May 2023	AoC Governance Professionals Regional Meetings	Zeta Foster
7 November 2022 (5-7pm zoom)	AoC Chairs of Finance and Audit Network	Iain Wright, Peter Studd
15 and 16 November 2022 (2 days) (Training Budget £500)	AoC Annual Conference	Zoe Lewis, Ben Robinson +Matthew Lamb
25 November 2022	AoC Regional Governance Conference	Zeta Foster
13 December 2022	AoC/Stone King webinar on College Reclassification	Zeta Foster
23 January 2023	Eversheds Reclassification Workshop 4-6 pm	Zoe Lewis, Petrina Lynn, Zeta Foster
24 and 25 January 2023 (Training Budget £200)	AoC Governance Professionals Conference	Zeta Foster
3 March 2023	AoC Regional Governance Conference	Zeta Foster
12 June 2023	ESFA Annual Strategic Conversation	Rob Davies, Petrina Lynn, Zoe Lewis

Induction and Buddy

Initial standard induction processes and information completed by:	Matthew Lamb (12 Sept 22), Jon Tait (October 22), Aga Pajura-Jaszczak, Jane Castor (November 22), Macy Wild (Dec 22), Max Cameron (Feb 23), M King (Feb 23)
Mandatory Online Mandatory Induction Training to be completed by new governors post training session Feb – April 2023: New platform including: IT Acceptable Use Policy and Practice; Safeguarding; Prevent; Equality and Diversity including LGBT Awareness and Whistleblowing	-

November 2022 January 2023 AoC Induction Training	AoC Induction	Aga Pajura-Jaszczak Emma Rennison, Jon Tait <i>To be arranged for: Jane Castor, Malcolm King</i>
Tbc	AoC Student induction – online	To be arranged for Macy Wild and Max Cameron March 2023
Tbc (Training Budget approx £600)	AoC Chairs Development Programme	<i>To transfer into 2023-24/as appropriate</i>
Tbc (Training Budget – unknown)	Governance Professionals accredited training	<i>3 possible levels (L5-7)</i>
Individual Training		
SARs Process – Autumn Term 2022		
Monday 3 October 2022 Tuesday 4 October 2022	SARs Meetings	All day - Stephen Brown, Rob Davies, Mathew Lamb, Petrina Lynn, Dominic Lusardi <u>Partial sessions</u> – Sarah Shepherd, Andrew Stephenson, Dan Still All day – Rob Davies, Phil Sharp, Peter Studd <u>Partial sessions</u> – Matthew Lamb, Petrina Lynn, Sharon Lane
15 December 2022	Governor Training (SharePoint) 3.45 - 4.45 pm	Rob Davies, Matthew Lamb, Peter Studd
Mandatory Training - two year cycle from September 2022)		
Tuesday 31 January 2023 4-5pm Teams	Thrive platform training for New Governors	Matthew Lamb, Jon Tait, Ashley Coleman Cooke, Sharon Lane, Jane Castor, Peter Studd, Malcolm King
Thursday 9 February 2023 5.30-6.30pm Teams	Thrive platform training for all Governors and External Members	Andrew Stephenson, Stephen Brown, Caroline Cannon, Rob Davies
At Induction	<ul style="list-style-type: none"> - IT Acceptable Use Policy and Practice - Safeguarding - Prevent - Equality and Diversity including LGBT Awareness - Whistleblowing 	<u>To note:</u> If new or existing governors have already completed the required training within part of their working role/other roles, Z Foster/HR will quality assure their evidence (ideally certification) and if deemed appropriate that

All Governors on a two year cycle	3 of the following: <ul style="list-style-type: none"> - Health and Safety - Safeguarding - Equality and Diversity - Prevent - Data Protection - Cyber Security 	<p>element of training will not need to be repeated for the purposes of the College mandatory training cycle</p> <p>Thrive training to be completed post training on a two year cycle after sessions in Jan-Feb 2023</p>
Additional optional training	<ul style="list-style-type: none"> - Anti Bribery - Sexual Victimization and Harassment <p>+ possible other modules as appropriate.</p>	

Appendix 7

THE FURTHER EDUCATION CORPORATION OF MIDDLESBROUGH COLLEGE

Annual Report of the Remuneration Committee

2021-2022

1. Introduction

This report outlines the work of the Remuneration Committee of the FE Corporation of Middlesbrough College during 2021-2022.

The report was discussed at the annual meeting of the Remuneration Committee on 12 December 2022 and approved by the Corporation Board on 13 March 2023.

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 15 December 2022.

The agreed standard membership of the Committee is:

- Heather Ashton Chair of Committee (College Governor)
- Petrina Lynn Vice Chair of Committee (College Governor/ Vice Chair of the Governing Body)
- Rob Davies Committee Member (College Governor/Chair of the Governing Body)
- Sara Mirsalehi Committee Member (College Governor)
- 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 2021-2022 this took place on 13 December 2021 and considered the AoC Remuneration Code, the appraisal of the Principal for 2020-2021 and objectives for 2021-2022, the appraisal of the Head of Governance for 2020-2021 and the objectives for the Head of Governance for 2021-2022.

The meeting also considered the Annual Report 2020-2021.

A meeting also took place on 12 December 2022 which considered the draft Annual Report 2021-2022 (including adherence to the Remuneration Code), the 2021-2022 appraisal of both the Principal and Head of Governance and 2022-23 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 it 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 2022).

5. Application of the Remuneration Code

As part of the adopted AoC Code of Good Governance adopted by the Governing Body on 21 March 2022, 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 15 December 2022 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	<p>Matters of equality, diversity and inclusion are demonstrated through all aspects of remuneration. This is shown directly by:</p> <ul style="list-style-type: none"> • 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 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 	Y

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 2021-2022 this was 17 October 2022) 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	<p>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.</p> <p>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</p>	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 2022 are set out in note 7 of the 2021 / 2022 Financial Statements	Y
<p>Each college must publish a readily accessible annual statement, based on an annual report to its governing body containing:</p> <p>a) a list of Senior Post Holders within the remit of Remuneration Committee;</p> <p>a. b) its policy on the remuneration for post holders within the remit of Remuneration Committee;</p> <p>a. c) its choice of comparator college(s)/organisation(s);</p> <p>a. d) its policy on income derived from external activities;</p> <p>a. 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</p>	<p>The Remuneration Committee will publish a separate annual statement which will be presented to the Governing Body March 2023.</p> <p>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.</p> <p>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.</p> <p>Directly quoted from the Annual Statutory Accounts 2021-2022 is the following which demonstrates key elements of the statement clearly:</p> <p>Remuneration Committee The Remuneration Committee comprises five members of the Governing Body as at 31 July</p>	Y

significantly above average, an explanation of why; and f) an explanation of any significant changes	<p>2022, and its main responsibility is to make recommendations to the Governing Body on the remuneration and benefits of the Principal/Chief Executive (<i>Accounting Officer</i>), Senior Postholders (if applicable) and the Head of Governance/Clerk to the Corporation. It is also responsible for producing an annual report on the business of the Committee, to comply with the AoC Code of Good Governance, Annex 1 (The Colleges' Senior Post Holder Remuneration Code).</p> <p>The Principal/Chief Executive (<i>Accounting Officer</i>) is a Senior Postholder.</p> <p>There are no other Senior Postholders as at the 31 July 2022.</p> <p>The Head of Governance/Clerk to the Corporation is not a designated Senior Postholder.</p> <p>Details of remuneration for the year ended 31 July 2022 are set out in note 7 of the 2021/2022 Financial Statements.</p>	
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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 2021-2022 these were agreed in November 2021 and came to the Remuneration Committee for discussion and approval on 13 December 2022.

The appraisal of 2021-2022 was later approved by the Governing Body on 15 December 2022 after the annual meeting with the Chair and Vice Chair on 10 November 2022 and consideration by the Remuneration Committee on 12 December 2022.

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 2021-2022 these were agreed in November 2021 and came to the Remuneration Committee for discussion and approval on 13 December 2021.

The appraisal of 2021-2022 was later approved by the Governing Body on 15 December 2022 after the annual meeting with the Chair and Vice Chair on 10 November 2022 and consideration by the Remuneration Committee on 12 December 2022.

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 2021-2022:

'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 2021 – 31 December 2021	1 January 2022 – 31 December 2022
Salary	£142,800	£150,000
Performance Related Pay	-	-
Benefits	-	-
Pension Costs	£21,706	£22,800
Total	£164,506	£172,800

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 2020-2021 and 2021-2022 were as follows:

EXPENSES	
2020-2021	£264.30 Costs associated with attendance at regional and national policy forums and sector conferences
2021-2022	£749.50 Costs associated with attendance at regional and national policy forums and sector conferences

10. **Other Matters pertaining to the Remuneration Code**

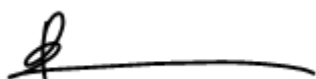
The Corporation does not currently run a performance related scheme.

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 2021-2022 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: 15.12.2022

Appendix 8

EMAIL PROFORMA FOR GOVERNORS IN RECRUITMENT OF POTENTIAL GOVERNORS OR EXTERNAL 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 2021-2022

COLOUR KEY to Target Met Column

○ GREEN	Target met/complete
○ LIGHT GREEN	On Target to be met
○ AMBER	In progress
○ RED	Not met/little progress

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	100% filled at 31 July 2022 For 2022-23 academic year: With 1 college governor vacancy, 1 staff governor vacancy and 2 student governor vacancies recruited to during the Autumn term, the Governing Body is at full complement as of 15 December 2022.
Attendance/Participation both overall and individual Including: <ul style="list-style-type: none"> • Training • College Community/Celebratory • SARs 	<p>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</p> <p>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.</p> <p>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</p>	Met	<p>The promotion of excellent attendance would be the focus of this indicator.</p> <p>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.</p> <p>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.</p> <p>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 2021-22 there were no instances where individual absence was</p>

	<p>than six months) membership may be terminated.</p> <p>Attendance forms part of the annual 1:1 meetings and personal discussions where necessary so the Chair and Vice Chair are appraised of extenuating circumstances.</p> <p>Regular invites to celebratory events over the year</p> <p>Attendance at (at least) one SARs session over a two year period, unless impossible due to professional commitments</p>		<p>determined as an issue under 6.1 of the Standing Orders.</p> <p>Individual attendance figures were provided for the summer meetings.</p> <p>Throughout 2021-22 governors have been invited to a number of events and all such events have been represented by at least 1 governor</p> <p>Governors' attendance at the November SARs 2021 was very positive.</p> <p>The SARs in October 2022 were attended by eleven governors. Over the two years (2021-22 and 2022-23 only two governors were unable to attend either year's sessions)</p>
Meeting Quoracy.	100%	Met	Meetings in the academic year 2021-22 were fully quorate.
<p>To ensure that the Governing Body reviews, at least every three years, the following:</p> <ul style="list-style-type: none"> • Standing Orders. • Terms of Reference. 	Review every three years with review in 2021-2022.	Met	<p>The Terms of Reference were updated for all Committees on 18 October 2021.</p> <p>The Instrument and Articles were approved on 14 July 2022 and subsequently the Standing Orders approved in October 2022.</p>
<p>To ensure that the Governing Body reviews, at least every two years, the following:</p> <ul style="list-style-type: none"> • Election of Chair and Vice Chair of Governors. • Election of Committee Chairs. 		Met for Vice Chair	<p>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 be identified and approved by the Governing Body)</p> <p>The Nomination Process for the election of Vice Chair of the Governing Body concluded with only 1 candidate (Petrina Lynn) and the appointment was confirmed as per the I&A on 14 July 2022.</p>

		Met for committee Chairs	Review of Committee membership was considered at each S&G meeting and approvals sought as appropriate.
		In Progress for Chair	Recruitment of Chair is still in progress. However, as an interim measure the current Chair's tenure was approved for extension until 31 July 2025 (subject to the same proviso detailed above) on 17 October 2022
<p>To ensure that the Search and Governance approves the following in providing assurance to the Governing Body:</p> <ul style="list-style-type: none"> • Skills and Experience Matrix • Training Needs Analysis • Training Plan • Governing Body Membership • Code of Governance Review. 	<p>To be undertaken annually, and also reviewed at all Search and Governance Committee meetings, as appropriate.</p> <p>Code of Governance Review</p>	Met	<ul style="list-style-type: none"> - Skills and Competency – revised matrix approved and in use with ongoing further tweaks for 2021-22 - The revised AoC Code of Governance was approved by the Governing Body on 21 March 2022. - The Training Plan 2021-22 was approved on 15 July 2021 - Training needs analysis was considered by S&G on 13 June 2022 and the training plan approved by the Governing Body on 14 July 2022 - Governing Body membership is under constant review and action by S&G Committee with approvals to the Governing Body as appropriate - The Code of Governance mapping exercise was reviewed in September 2022 by S&G Committee and approved by Governors in October 2022
<p>To ensure that the Chair and Vice of Governors holds annual review meetings with all Governors and External Members and feed back any key emerging issues to the Search and Governance Committee and/or the Clerk to the Corporation.</p>	<p>Annual reviews carried out and feedback to Search and Governance Committee and / or the Clerk to the Corporation.</p>	Met	<p>The Chair and Vice Chair of Governors met with Governors and External Members during on 15 July and 8 August 2022, with the outcomes being used to shape the 2021/2022 Governance Self-Assessment Report, 2022/2023 Areas for Improvement and to inform training where appropriate. This was verbally reported at the S&G meeting in September 2022 with plans for themed training in place for February training day in 2023.</p>

<p>To ensure that the Remuneration Committee undertakes the 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.</p> <p>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</p>	<p>Principal and Clerk Objectives set for 2021-2022 would be appraised during the Autumn Term 2022 by the Chair and Vice Chair</p> <p>Chair of Governors to report to Remuneration Committee and Governing Body annually.</p> <p>Annual Report is produced, approved and published annually.</p>	<p>Met</p>	<ul style="list-style-type: none"> - Appraisals for the Principal and Clerk took place 8 November 2021. - The 2021/2022 Staff Appraisal was shared with the Remuneration Committee in December 2021, with recommendations approved by the Governing Body in December 2021. - The 2020-21 Remuneration report was approved by the Remuneration Committee in December 21 and thereafter in March 22 as part of the Corporate Governance Annual Report and published accordingly - The 2021-22 report was approved by the Remuneration Committee on 12 December 2022 and set to be approved thereafter within the Corporate Governance Annual Report in March 2023 for publication - Appraisals for Principal and Clerk took place on 10 November 2022 with final approvals by the Remuneration Committee on 12 December and GB on 15 December 2022.
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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.	<p>Annual Review of Mission Statement, Strategic Objectives and Strategic Plan.</p> <p>Termly strategy review progress reports.</p> <p>Set and achieve a stretching set of Key Performance Measures (KPMs), which ensure the College is above National rates in all it does.</p>	<p>In Progress</p> <p>Refreshed 5 year plan extended until July 2025</p>	<ul style="list-style-type: none"> The Governing Body had reviewed progress against the plan at every Governing Body meeting in 2021-22 and considered it again in detail at the Strategic Planning Day where it was agreed to refresh the plan and extend until 2025. A further update would be given in February 2023 with final approval expected in July 2023 The Governing Body received termly updates in 2021-22 on how the College was progressing against its Key Performance Measures. A final outturn was given on 17 October 2022 with key points below noted: <ul style="list-style-type: none"> Level 3 value added could be an area of focus for 2022-23 along with some A level subjects (becoming an increased focus on taking teaching higher CPD, in particular in relation to retrieval practice and preparation for exams. 16-18 awards are also below national rates although the focus generally for school leavers is on certificates and diplomas. Work experience was as having been affected by COVID and as therefore requiring improvement in the coming year. The other KPI which is significantly negatively deviating from our target, is staff turnover which remains our biggest area of focus. All other KPIs were positive <p>The Curriculum and 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. This has been supplemented for</p>

			all Governors with a curriculum planning meeting on 13 June 2022 (which will be an annual event)
<p>To ensure good governance supports the College in maintaining at least Ofsted GOOD at each inspection.</p>	<p>College Self-Assessment Report and Quality Improvement Plan approved and monitored in-year.</p> <p>Governance Self-Assessment Report and Quality Improvement Plan approved and monitored in-year.</p> <p>Ofsted Inspection Report.</p> <p>Termly updates to Curriculum and Standards Committee and / or Governing Body meetings.</p> <p>Key Performance Measures set annually and reviewed termly by the Curriculum and Standards Committee and / or Governing Body.</p> <p>Action Plan from ITE Ofsted Inspection</p>	Met	<p>Self-Assessment Validation panels took place in October 2022 with positive governor involvement.</p> <p>The 2021/2022 Governance Self-Assessment was approved December 2022 with ongoing monitoring by the Curriculum and Standards Committee</p> <p>The Ofsted Report – September 2018 returned the College to a grade of 2 (Good). Work is underway to prepare the College for its next inspection likely 2023.</p> <p>The Curriculum and Standards Committee and Governing Body continue to receive updates with regards to Ofsted.</p> <p>The Governing Body approved the College's 2021/2022 Key Performance Measures (KPMs) on 16 December 2021 and monitored these at Curriculum and Standards and Governing Body meetings throughout the cycle with final outturn detailed on 17 October 2022 (as outlined in above indicator)</p> <p>The second inspection of ITE took place in May 2022 receiving a further RI judgement, and whilst there had been progress there would be another in 2023. A detailed action plan was shared with the Curriculum and Standards Committee at its July meeting with an update on progress in December 2022.</p>
		In Progress ITE Inspection	
<p>To ensure good governance supports the College in maintaining Good Financial Health.</p>	<p>Education Funding Agency Letter confirming that the College is maintaining at least Good going forward (2018/2019 onwards)</p>	Met	<p>The Five-year Plan 2021/2022 to 2024/2026 was approved by the Corporate Services Committee and Governing Body on the 5 and 15 July 2021 respectively.</p>

	<p>Revenue and Capital Budgets approved by 31 July.</p> <p>Bi-monthly management accounts</p> <p>Corporate Services and Governing Body Committee meetings.</p> <p>Annual Financial Statements approved with unqualified audit opinion by 31 December (2021-22)</p>		<p>An update was given on 13 December 2021 to the Corporate Services Committee confirming the College received the "Outstanding" for 2020/2021 outturn and 'Good' financial health for 2021/2022 budget. This was confirmed by the ESFA letter received in May 2022 which was shared at Audit and Risk, Corporate Services and Governing Body meetings in July 22.</p> <p>The 2022/2023 Capital Budget was approved at Corporate Services/ Governing Body joint meeting on 4 July 2022 with confirmation received at the Governing Body meeting of 14 July 2022.</p> <p>Bi-monthly management accounts were shared with the Corporate Services and Governing Body throughout 2021-22.</p> <p>The Corporate Services Committee and Governing Body monitored the finances of the College, with the detailed discussion taking place at the Corporate Services meetings and with the Link Governor for Finance and the Head of Finance and Registry.</p> <p>The 2021/2022 Financial Statements were approved by the Audit and Risk Committee (9 December 2022) and Corporate Services Committee (12 December 2022) and signed off by the Governing Body 15 December 2022 and included clear audit opinions from both the Internal Auditor and Financial Statements Auditor</p>
<p>To ensure good governance supports the College in ensuring that staff and students are safeguarded at all times.</p>	<p>Safeguarding Termly reports to the Governing Body</p> <p>Safeguarding Link Governor</p>	<p>Met</p>	<p>The Governing Body receives termly reports in Safeguarding at each Governing Body meeting. Governors received Safeguarding training on 7 February 2022.</p> <p>Edward Kunonga was the Link Safeguarding Governor 16 December 2021 until December 2022, with Michael Laidler taking over</p>

	<p>Safeguarding Annual Report 2021-2022</p> <p>Health and Safety Termly reports to Governing Body</p> <p>Health and Safety Annual Report 2021-2022</p> <p>Health and Safety Link Governor.</p>		<p>thereafter. The role includes attending the Safeguarding meetings for the College and liaising at least half termly with the Safeguarding Team</p> <p>The 2021-22 Annual Safeguarding Report was approved by the Governing Body in October 2022.</p> <p>The Governing Body receive termly updates on Health and Safety.</p> <p>The 2021-2022 Health and Safety Annual report was approved by the Governing Body in October 2022</p> <p>Phil Sharp replaced Lee Holdsworth as Health and Safety Link Governor and is represented on the Health and Safety Strategic Committee, with regular reports to the Governing Body being provided on progress being made</p>
<p>To ensure good governance supports the College in meeting the needs of its diverse community and affords equality of opportunity for all</p>	<p>Equality and Diversity Termly reports to Governing Body.</p> <p>Equality and Diversity Link Governor.</p> <p>Equality and Diversity Annual Report 2021-22</p> <p>Equality and Diversity data to be obtained on the Governing Body</p>	Met	<p>The Governing Body receives termly updates on Equality and Diversity, including progress with the Action Plan</p> <p>Approval of various policies, including Equality Statement and Policy, approved annually, at the 14 July 2022 meeting of the Governing Body.</p> <p>The Governing Body at its meeting on 17 October 2019 confirmed Sara Mirsalehi as the link governor.</p> <p>The E&D Annual Report 2021-22 was approved by the Governing Body December 2022 for publication</p> <p>A refreshed data collection to be issued in June 2022 (bi-annual process) and shared with the S&G Committee on 26 September 2022 which showed improvement on earlier data. Data sought on new governors thereafter</p>

<p>To ensure robust risk management processes are in place to assist the College in meeting its Strategic Plan and Governing Body Objectives.</p>	<p>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.</p> <p>External Audit Reports and Internal Audit Reports</p> <p>Risk Management Plan and Risk Management Policy approved by 31 July.</p> <p>Annual Report of the Audit and Risk Committee 2021-22 approval</p>	<p>Met</p>	<p>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. All SLT risk management meetings have taken place for the current year and were reported to the Audit and Risk Committee.</p> <p>Audit and Risk Committee did an Energy Costs deep dive for their July meeting and will do similar activities going forward.</p> <p>External and Internal Audit Reports fully considered by the Audit and Risk Committee as they occurred and as per the approved respective cycles during 2021-22.</p> <p>The Risk Management Plan for 2022/2023 was approved on 14 July 2022 after consideration by the Audit and Risk Committee on 8 July 2022.</p> <p>The annual report of Audit and Risk for 2021-2022 was considered and approved by the Governing Body 15 December 2022.</p>
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Appendix 10

Governance Self Assessment Areas for Improvement 2022-2023

A	B	C	D	E	F	G	H	I
Areas for Improvement (What is the issue?)	Root causes (What caused the issue?)	Actions (What are you going to do about it? What is going to change to address the root causes?)	SMART target (What would success look like?)	Progress measures (How will progress and impact be measured throughout the year?)	Strategic lead	Operational lead	Update	Evidence (How do you know?)
Succession Planning for Chair	Term of office for Chair of Governing Body is within the exceptional (3rd) and term. Succession planning has been unsuccessful from the current Governing Body.	1) Extend the term of office for the current chair to 31 July 2025 to allow further time for succession planning activity 2) A full review by the Search and Governance Committee February and June 2023 to develop an appropriate action plan	A new chair is in place by July 2025	1) Clear action planning comes out of February meeting to progress (minuted and shared with Governors through recommendations) 2) Progress assessed through actions agreed during 2023 Search and Governance meetings (Feb and June) 3) Appropriate interviewing for candidates takes place as per actions agreed	Search and Governance Committee	Head of Governance	Off Track	Other than extension of current term of office, no process/actions have yet been determined
Improve further the diversity of the Governing Body	The diversity of the Board changes with each resignation, appointment and election. The primary focus with recruitment has been to fill skills and experience gaps. For college governors and external members there is some flexibility with candidates but for staff and student governors the elective processes at election.	1) Use the Equality and diversity data annually to assess the Governing Body and determine areas of need (e.g. age, sex, ethnicity, disability) 2) When considering candidates be proactive in relation to the data gaps, alongside the appropriate consideration of skills and experience as required 3) Longer term (2024 -) develop a system to support future governors (including: students, parents, local community)	Governing Body equality data would be more varied at each point of retrieval (currently bi-annually) and greater reflect the local community/student and staff bodies	1) Annual equality and diversity data collection collated and analysed/regular skills and competency matrices (termly) updates for new appointments move data in a positive direction (June 2023)	Search and Governance Committee	Head of Governance	On Track	Recruitment of two student governors in December 22 broadened age range and recruitment of two female governors (1 college and 1 staff) has started to even the male/female balance
Improve further the Student Voice on and with the Governing Body	Student Governor processes ran slightly late in 2022 and a further resignation occurred September 2022. During Covid and immediately thereafter Governors were remote with virtual meetings with fewer opportunities to come into college for walkthroughs/celebratory events and this has not returned to full capacity.	1) Student Governors appointed and inducted onto the Governing Body 2) Dedicated use of Link Governors with clear expectations for each role including reporting mechanism 3) Annual Walkabouts for every governor; enhanced opportunities to attend participatory events in and for the College	Student governors vacancies are filled/Governors regularly are in college/Link Governors in college termly (or as per expectation for role)/Student Voice issues are discussed at GB	1) Student Governor vacancies are filled and students fulfil their term of office 2) Attendance by Students Governors is raised (with at least 1 student attending each meeting) 3) Quality of discussion on student voice issues at GB are reported, minuted and actioned where applicable 4) Link Governor roles better developed with College leads with actions reported on to GB	Head of Governance/Head of Student Engagement/VP Students and Communication	Head of Governance/Link Officers	On Track	Student governors are being inducted during Spring term 2023 Link Governors defined roles/expectations shared Jan 23 and with all GB Feb 23 for immediate action thereafter Link Governor activity and participatory activities reported in Governance report termly to GB
Enhance management of risks by full board and sub committees (given the heightened external risks at the current time)	The complex external environment (Brexit, Post Covid, Ukraine, Energy and Cost of Living Crisis, Political, DfE, Reclassification of Colleges) has necessitated the need for greater governor awareness at every committee of the risk agenda.	1) A new report created for GB meetings summarising strategic risks which is verbally reviewed by Governors at end of the meeting (in light of decisions made) 2) Z Lewis too continue to verbally identify top risks for sub committees with verbal discussion at the end confirming risks/noting new or requiring action by SLT risk management group 3) Governor attendance at SLT risk management meetings (a member of A&R and Chair/Vice Chair wherever possible) 4) throughout the GB reporting cycle increasing the communication of cyber risk and developments 5) Audit and Risk Committee to have dedicated cyber security training from an external agency 6) SLT to present risk registers to Search and Governance Committee from June 2023 onward.	Greater shared understanding of strategic risks - Key Strategic Risks known, understood and discussed at every meeting of the GB with relevant actions feeding back into SLT Risk Management and the risk registers as appropriate	1) Strategic risks on every agenda. Impact measured by discussion and resulting changes to risk registers 2) Governor rep at each SLT risk management meeting 3) Cyber security training takes place with greater questioning/support by committee on this risk going forward	Principal/CEO/VP Finance and Registry	Head of Governance	On Track	All meetings have had strategic risk item at start and end with productive discussion/action as evidenced by minutes. November 2022 meeting of SLT risk management had governor in attendance. JISC Cyber Security training has been commissioned with date pending
Improve understanding and scrutiny of Higher Education regulatory reforms	Higher Education previously reported via Curriculum and Standards only (and GB as required)	1) Create a new HE committee to consider all aspects of HE governance, quality, strategy and process which will feed into the wider committee structure 2) Have an HE student representative on the Committee (Student Voice)	HE Committee established within the Committee structure feeding into the GB reporting system	The first meeting takes place Feb 23 with recommendations to GB in March 23. Impact measured by higher profile and understanding of HE within GB discussion (C&ST/GB) and monitoring of actions of the Committee	Head of Governance/HE Link Governor	Director of HE	On Track	Meeting has been set up and committee now in formal cycle (approved October 2022).
Increased Governor Involvement and understanding with Teaching, Learning, Assessment and Ofsted	New governors without dedicated TLA knowledge and theme from 1:1 meetings suggested a wider need for greater whole GB understanding especially with Enhanced Inspection; new T&L Strategy etc.	1) Full training session for Feb 2023 on TLA/quality of education/enhanced inspection/areas for improvement to give a good grounding for all 2) Clear expectations for link governors determined, shared (with all Feb 23) and into practice. Evidence collated on visits 3) Wider opportunities for governors into college - walkthroughs (to be at least annual) and participatory events increased	All Governors have a clear understanding of TLA/College Aft/Ofsted/Link Governor roles/are in college more	Initial feedback from Feb training/Link Governors in college as planned/greater involvement of GB in life of college	Deputy Principal/Head of Governance	Head of Governance	On Track	Initial GB feedback received and actions from Feb training session implemented (minuted)/Link Governors fulfilling role expectations and evidence documented and shared with GB via Governance report/ 1:1 proformas show governors understand key TLA and Ofsted issues better/participation recording shows annual walkthroughs and participatory events increased
Monitor Improvements to written and verbal feedback to writers on progress	Governors reported some issues with consistency in report writing and length of papers at 1:1 meetings and through feedback	3) Deputy Principal and Principal advising and reviewing all reports/Head of Governance improving templates to ensure consistency, accuracy and overall strengthening of reports for every committee and sub committee	Improved structure and content of all papers/reduced size	Progress will be measured after each set of reports with improvements made as required (as per the cycle of meetings)/ Impact measured through better discussion and decision making by the GB	Deputy Principal/Principal/Head of Governance	Head of Governance/report writers	On Track	Term 1 reports were more consistent and less repetitive. Board papers were shorter overall/ initial feedback from governors noted some improvements with minor suggestions to some reports articulated and recorded within minutes/MA