**Corporate Governance
Annual Report
2022-2023**

Approved by the Governing Body on 18 March 2024

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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 Governance Hub SharePoint site.

1   Purpose of the Report

To inform the Governing Body of its activities in 2022/2023, 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. The Instrument and Articles were updated on 14 July 2022 and as part of this membership was increased to 23 as of 14 July 2022.   The number of college governors at full capacity therefore was increased to 18.

The Governing Body has fluctuated slightly over 2022/2023 but was at 20 as of 31 July 2023.

The membership as of the 1 August 2023 remained at 20 Governors, albeit this was resolved with 3 appointments by October 2023 to return the Governing Body to 23.

New Appointments (2022-2023 Academic Year)

Member	Category	Date of Appointment
Matthew Lamb	College Governor	1 August 2022
Jane Castor	College Governor	26 September 2022
Jon Tait	College Governor	26 September 2022
Malcolm King	College Governor	15 December 2022
Max Cameron	Student Governor	15 December 2022
Macy Wild	Student Governor	15 December 2022
Ashley Coleman-Cooke	*External Member	15 December 2022
David Budd	Co-opted Governor	13 July 2023
Taylor Edgcombe	Student Governor	13 July 2023

External Members were renamed Co-opted Governors as of 13 July 2023

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 (2022-2023 Academic Year)

Member	Category	Date of Re-appointment
Rachel Anderson	College Governor	17 October 2022
Robert Davies	College Governor	17 October 2022
Michael Laidler	College Governor	17 October 2022
Sara Mirsalehi	College Governor	17 October 2022
Petrina Lynn	College Governor	21 March 2022
Max Cameron	Student Governor	13 July 2023
Marina Gaze	College Governor	13 July 2023
Phil Sharp	College Governor	13 July 2023

Resignations (2022-2023 Academic Year)

Member	Category	Date of Early Resignation/Reason if appropriate	Date of End of Term of Office
Patrick Lenihan	Student Governor	12 September 2022	
Stuart Green	*External Member	10 January 2023	
Heather Ashton	College Governor		20 March 2023
Macy Wild	Student Governor	18 May 2023	
Sandy Wilson	*External Member		18 May 2023
Andrew Stephenson	*External Member		11 July 2023
Peter Studd	College Governor		11 July 2023
Edward Kunonga	College Governor	11 July 2023	

External Members were renamed Co-opted Governors as of 13 July 2023

The current Governing Body composition was last updated in February 2024 and this will be updated further in July 2024. It is currently at twenty two members with one recent college governor vacancy.

3   Governing Body and Committee Attendance

An overview of Committee and Governing Body attendance for 2022/2023 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 and is a modest increase on the previous year. In previous years there had been an overall benchmark for attendance of 80%, with an individual benchmark of 75%.

Meetings during 2022/2023 were held in College but were hybrid in nature with those unable to attend in person coming in through Teams (although the majority of governors did attend in person).

    2022/2023   79%
    2021/2022   77%
    2020/2021   84% (All meeting remote due to Covid)
    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/Co-opted Governors, 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 2022-23

Year	Number of Meetings held
2022/2023	27
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 Board were quorate during 2022-2023. One Audit and Risk meeting (December 2022) was not quorate. All other Committees were fully quorate during the academic year 2022-23.

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

4 Committee Structure

The Committee Structure as at 1 August 2023 is detailed below.

Committee	Notes
Appeals Committee (Senior Postholders)	*Meets as and when required.*
Audit and Risk	4 meetings per year.
Corporate Services	3 meetings per year.
Higher Education	1 meeting per year
Governing Body	4 meetings per year
Strategic Planning	2 meetings per year
Training / Development Meeting of the Governing Body	1 meeting per year
Remuneration	1 meeting per year.
SAR Validation Meeting	1 meeting per year
Search and Governance	3 meetings per year.
Selection (Senior Posts)	*Meets as and when required.*
Settlement	*Meets as and when required.*
Special	*Meets as and when required.*
Curriculum and Standards	4 meetings per year (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 was to give a final extension to R Davies' 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 to 31 July 2024 (which was confirmed at the 13 July 2022 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 13 July 2023 are as follows:

Committee	Chair	Vice Chair
Audit and Risk	Iain Wright	Rachel Anderson
Corporate Services	Peter Studd (term of office ended 13 July 2023)	Sara Mirsalehi
Higher Education	Morgan McClintock	Petrina Lynn
Remuneration	Sarah Mirsalehi	Petrina Lynn
Search and Governance	Rob Davies	Petrina Lynn
Curriculum and Standards	Petrina Lynn)	Marina Gaze

As of 1 August 2023 with the end of the term of office for Peter Studd a Chair of Corporate Services was sought and Jane Castor took up appointment from 23 October 2023. *(see Appendix 4 for Committee information).*

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

Committee	Chair	Vice Chair
Appeals *(Senior Postholders)*	Chair of Corporate Services Vice Chair of Governors	Vice Chair of Governors
Selection *(Senior Posts)*	Chair of Governors	Vice Chair of Governors
Settlement	Chair of Governors	Vice Chair of Governors
Special	Vice Chair of Governors	Chair of Corporate Services

As of 1 August 2023, with the end of term of Peter Studd, Jane Castor replaced him as Chair and Vice Chair of the relevant committees cited above (see Appendix 4).

5   Committee Membership

The Committee Membership as at 21 July 2023 is detailed in *Appendix 3*, and further changes were made post 1 August 2023, which follows in *Appendix 4.*

6   Calendar of Meetings

- The 2022/2023 version was approved 21 March 2022
- The 2023/2024 version was approved 13 March 2023
- The 2024/2025 version was approved 18 March 2024

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 approved most recently on 13 July 2023), and the others are in a three year approval cycle/as required with the next due October 2025.

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 13 July 2023, 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/Co-opted Governors, 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.

Declarations of Interest for Governing Body meetings are recorded at the meeting and cited in the minutes.

The Register of Interests Policy was updated and approved by the Governing Body on 18 October 2021 as part of the wider Conflicts of Interest Policy.

10   Governance Training Activity

Governance Training activity for the academic year 2022/2023 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 and Governing Body termly.

11   Governance Training Plan 2023/2024

The 2023/2024 Governance Training Plan was approved on 13 July 2023 following a recommendation from the Search and Governance Committee and is attached in *Appendix 6* for information. The plan was 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.

This has been completed revised by the AoC in 2023 and will be adopted by the Governing Body on 18 March 2024 for use as of 1 August 2024.

13   Public Interest Disclosure Procedure

The Governing Body approves the Public Interest Disclosure Procedure *(Whistleblowing)* every three years. The last approval was on the 18 December 2023, with the next update scheduled for December 2026.

The Clerk to the Corporation also provides the Governing Body with an annual update of any incidents reported, with the 2022/2023 review being acknowledged by the Governing Body at its meeting on 23 October 2023 in which one incident was received and investigated with the detail and outcome reported to the Chair of Audit and Risk, Chair and Vice Chair of Governors as per the procedures. This was also declared on the Regularity Self Assessment questionnaire.

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 2022/2023 version having been approved on 18 December 2023.

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	13 July 2023	11 July 2024
Equality, Diversity and Inclusion Statement and Policy	13 July 2023	10 July 2024
Equality, Diversity and Inclusion Annual Report (including Strategic Overview)	18 December 2023	16 December 2024

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 2022/2023 version having been approved 23 October 2023.

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 13 July 2023.

The Governing Body has a Link Governor, with the role having been occupied by Phil Sharp since October 2022.

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 Co-opted Governors 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 2024
Governor Nomination Process	13 March 2023	March 2026

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 approved on the 13 March 2023.

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

Any decisions to recruit are initially discussed by the Search and Governance Committee prior to any decisions being made by the Governing Body. This process is managed by the Clerk to the Corporation, with regular updates being communicated through the Search and Governance Committee minutes, Governance Updates or Weekly Governance E-mail.
At the Governing Body meeting of 17 October 2019, it was agreed to involve all governors and external members (co-opted governors) 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 (Co-Opted Governors) 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.

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.

As at 31 July 2023

Role	College Governor
Digital	Dominic Lusardi
English and Maths	Marina Gaze
Equality and Diversity	Sara Mirsalehi
Finance	Rob Davies
ITE	Emma Rennison
Health and Safety	Phil Sharp
Higher Education	Morgan McClintock
Leadership and Management	Rob Davies
Teaching, Learning and Assessment (including provision types of Study Programmes/Apprenticeships and T Levels)	Marina Gaze Jon Tait
Personal Development, Behaviour and Attitudes	Petrina Lynn
Safeguarding / Prevent	Michael Laidler (EM/Co-opted)
International	Phil Sharp
Information, Advice and Guidance Student Voice	Petrina Lynn
Skills Measure and Employer Engagement	Sharon Lane
Adults	Sara Mirsalehi

18 Governance Self-Assessment (including External Governance Review)

External Governance Review
The DfE Guidance on the new requirement for External Reviews stipulates that an external review must take place by July 2024 at the latest and every three years thereafter.

As approved by the Governing Body on 14 July 2022, an External Governance Review was commissioned by the AoC and took place between 9 January 2023 and 28 April 2023 (led by R Lawson) and a full report was shared with the Governing Body and an Action Plan approved.

The final report is very positive overall and shows a highly effective Governing Body with the achievement of the highest of the three overall judgements being given with the conclusion of the review on Board effectiveness being *'There is strong evidence that the Board is highly proficient and consistently impacts positively on college strategy, effectiveness, and outcomes.'*

Both documents are available on the College website for information: Governance Reports | Governance | Middlesbrough College (mbro.ac.uk)

The seven main recommendations from the External Review report are detailed below:

1. **Recruit more governors to the audit committee.** The committee is effective and very well chaired, but is short of numbers and needs more relevantly-qualified governors to ensure the college's outstanding approach to risk management isn't diluted.

2. **Improve the student voice on the Board and awareness of the student experience.** Attendance by a student governor was described as patchy and more needs to be done to ensure governors meet more students, increasing their knowledge of the college, the student experience and increasing opportunities to triangulate.

3. **Explore how to improve the presentation skills of some managers:** Some managers were observed simply reading out reports rather than summarizing a report, drawing out salient points and then asking for questions.

4. **Look to see if changing dates/times of meetings could improve attendance.** Last measurement of overall attendance recorded was 77 per cent, with a fall from 84 per cent the previous year. Worth exploring whether changing days and/or times would improve governor attendance.

5. **Explore how to improve report writing so background information is more succinct and to the point.** This would ease the burden on busy governors who struggle to read through and understand 200+ pages of agendas, minutes and papers before meetings.

6. **Think about how interaction between governors could be improved.** Several governors in interviews – and through the survey – said they wanted to know more about their fellow governors, and to feel more like a team.

7. **Start planning to recruit a new Chair.** The current Chair is popular and well-respected on the Board and has extended his term of office – however, he will step down form the Board in 2025 and a recruitment process needs to start to replace him.

The three further recommendations within the report (which also form part of the action plan) are:

1. **Ensure any new governors are assimilated quickly into the culture of the board and college**

2. **More explicit collaboration/linkage into other Committees**

3. **Triumvirate meeting diarised**

The actions are fully attended to and monitored through the Governance Areas for Improvement 2023-2024 (*at Appendix 10*). There were no new areas to address with many of the recommendations already in the 2022-2023 Areas for Improvement document, which was reassuring and suggests the Governing Body knows itself well.

The Search and Governance Committee will oversee detailed monitoring of progress with regular reporting into the Governing Body over 2023-2024.

The next External Review will be due January 2026 as per the tri-annual cycle required.

Governance Self Assessment

The Governing Body undertook a review of its own performance in 2022/2023, and this included feedback from discussions at the Governing Body meetings on 23 October and 18 December 2023.

1:1 meetings were also held with all Governors in July 2023 with pre meeting forms sent out tailored for the different cohorts of the Governing Body – that of Governors, New Governors and External Members/Co-opted Governors.

An additional form was sent out with the pre-meeting forms which considered the performance of the Chair of the Governing Body which was received confidentially by the Vice Chair of Governors and Clerk to the Corporation.

The 2022/2023 Governance Self-Assessment was approved by the Governing Body at its meeting on 18 December 2023, with the following grades agreed and Areas for Improvement for 2023-2024 being identified.

	SAR 2022/2023
Overall Effectiveness	Good
Leadership and Management	Good

The Search and Governance Committee continue to be briefed on progress against the Areas for Improvement (2023-2024), and the first review took place on the 21 February 2024, with a further review scheduled for 10 June 2024, which will result in further changes by 31 July 2024.

Areas for Improvement 2023-2024 (as at February 2024)

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 (and associated Areas for Development) are available at ***Appendix 10.***

19   Governance Performance Indicators 2022-2023

The Governing Body refined its Governance Performance Indicators following the Ofsted Inspection in September 2016, and the results for 2022-2023 are attached in ***Appendix 9***, with all sixteen key performance indicators have been **'Achieved'** by December 2023.

20   Management Information

During the 2022-2023 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) 2022-23

2022 / 2023 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 2022 / 2023, ensuring that there is a balance of fresh thinking and important continuity. Over this year we have focussed on appointing new Governors who bring expertise not previously represented within the Governing Body and we will continue to look at filling skills gaps and improving Governing Body diversity going forward.

I would like to say a special thank you to Peter Studd and Heather Ashton who served as Chair of Corporate Services and Remuneration respectively who completed their terms of office during the year.

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 as well as representing LSIP (Local skills Improvement Plan) priority areas on the Governing Body. One possible consequence of the strategy is that employed governors may be less able to attend and lead to a faster churn - 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 and frequent changes. 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 2022/23, we reviewed and updated our link governor participation and expect to see this improve the quality of knowledge and governance in future years. Our newly established Higher Education Committee is working well and we intend to review our approach to HE as a Governing Body in the year to come. We are also reviewing our approach to employer engagement and expect to report on further improvement and coverage in 2023/24

As detailed in this comprehensive overview of activities, 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.

During early 2023, the Governing Body had its first External Review which was a comprehensive exercise led by the AoC. The overall conclusion provided a strong evidence base for the positive impact of the Governing Body, its committees and governors themselves and the actions from the review have been embedded in our self assessment going forward.

Attendance at 79% is slightly higher than the previous year (77%) and 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 (which 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 ended, there remains uncertainty around the devolvement of the 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, therefore the management of the financial stability of the College in the future will continue to be given a high 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 good 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 across all Committees and the Board itself with active discussions at every meeting. Our Audit and Risk Committee under the stewardship of Iain Wright will play a pivotal 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 have finalised plans for our bespoke engineering centre TTE and we expect to commence building shortly which is due to be complete and operational by September 2024. The Governing Body intends to turn its intention to the future location of our adult education centre which is located in rented premises with a lease expiry date in 2026 and we hope to be in a position to update our future plans in next year's review.

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, staff shortages in key skills areas 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, and 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 FIGURES 2022-2023

Committee Attendance 2022-2023

Committee	Number of Meetings 2022-23	% Overall Attendance (in brackets are % for 2021-22)
Audit and Risk	4	**72%** (91%)
Corporate Services	3	**88%** (87%)
Search and Governance	3	**83%** (86%)
Curriculum Planning	1	**56% for Curriculum and Standards 43% for all GB** (55% Curriculum and Standards 39% GB)
Curriculum and Standards	3	**64%** (72%) *65% including Curriculum Planning* *(70% including Curriculum Planning)*
Governing Body (Ordinary)	4	**83%** (72%)
Higher Education	1	**75% (first year in operation)**
Governing Body (Training/Strategic)	3	**63% with 70% Governors and 42% EMs** (59% with 71% Governors and 28% EMs)
Remuneration	1	**100%** (100%)

To Note: - all meetings, with the exception of the December 2022 Audit and Risk Committee, were quorate for 2022-23

Governor Attendance only

Committee	Number of Meetings 2022-3	% Overall Attendance (in brackets are % for 2021-22)
Audit and Risk	4	**79%** (85%)
Corporate Services	3	**90%** (87%)
Search and Governance	3	**81%** (81%)
Curriculum and Standards	4 (inclu. Curr plan)	**80% or 84% not including Curr Plan** (77%**)**
Governing Body (Ordinary/Strat)	7	**77%** (72%)
Higher Education	1	**75%** (N/A)
Remuneration	1	**100%** (100%)

	Attendance Rate *(Percentage)*
Overall Attendance for Governors	**2022-2023 – 79%** (2021-22 – 77%) (2020-2021 – 84% (all meetings via Teams) (2019-2020 – 74%)

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 Structure and Membership – 21 July 2023

Key: Chair of Committee / Vice Chair of Committee / (CO) Co-opted Governor

Audit and Risk (6)	Corporate Services (10)	Higher Education (4)	Remuneration (5)	Search & Governance (8)	Curriculum and Standards (10)
Mr I Wright	Chair tbc	Mr M McClintock	Ms S Mirsalehi	Mr R Davies	Mrs P Lynn
Ms R Anderson	Ms S Mirsalehi	Mrs P Lynn	Mrs P Lynn	Mrs P Lynn	Miss M Gaze
Mr D Budd (CO)	Mr S Brown (CO)	Mr R Davies	Ms J Castor	Mrs Z Lewis	Ms M Brant-Smith (CO)
Mr M King	Ms J Castor	Mrs Z Lewis	Mr R Davies	Mr M McClintock	Ms C Cannon (CO)
Mr M McClintock	Mr R Davies		Mr I Wright	Ms S Mirsalehi	Mr D Dodds
Mr A Coleman Cooke (CO)	Mr M Lamb	+ Student Rep		Miss S Shepherd (CO)	Mrs S Lane
	Mrs Z Lewis	Mr B Robinson		Mr I Wright	Mrs Z Lewis
	Mr D Lusardi	Mr P Stone			Miss E Rennison (CO)
	Mrs A Pajura-Jaszczak	Mr O Rodley			Mr D Still
	Mr P Sharp				Mr J Tait

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

To Note:
- *Mr Aslam Hanif* is also a Co-opted Governor of the Equality & Diversity Committee (this is not a direct sub-committee of the Governing Body).
- *Mr Michael Laidler* is also a Co-opted Governor of the College's Strategic Safeguarding Committee (this is not a direct sub-committee of the Governing Body

Key: Chair of Committee / Vice Chair of Committee / (CO) Co-opted Governor

Audit and Risk (6)	Corporate Services (9)	Higher Education (4)	Remuneration (5)	Search & Governance (7)	Curriculum and Standards (9)
Mr I Wright Ms R Anderson Mr D Budd (CO) Mr M King Mr M McClintock Mr A Coleman Cooke (CO)	Chair tbc Ms S Mirsalehi Mr S Brown (CO) Ms J Castor Mr R Davies Mr M Lamb Mrs Z Lewis Mr D Lusardi Mrs A Pajura-Jaszczak Mr P Sharp	Mr M McClintock Mrs P Lynn Mr R Davies Mrs Z Lewis + Student Rep Mr B Robinson Mr P Stone Mr O Rodley	Ms S Mirsalehi Mrs P Lynn Ms J Castor Mr R Davies Mr I Wright	Mr R Davies Mrs P Lynn Mrs Z Lewis Mr M McClintock Ms S Mirsalehi Miss S Shepherd (CO) Mr I Wright	Mrs P Lynn Miss M Gaze Ms C Cannon (CO) Mr D Dodds Mrs S Lane Mrs Z Lewis Miss E Rennison (CO) Mr D Still Mr J Tait

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

To Note:

- **Mr Aslam Hanif** is also a Co-opted Governor of the Equality & Diversity Committee (this is not a direct sub-committee of the Governing Body).
- **Mr Michael Laidler** is also a Co-opted Governor of the College's Strategic Safeguarding Committee (this is not a direct sub-committee of the Governing Body)

Appendix 5

Governance Training and Development Plan 2022-2023

Annual Training and Strategic Planning		
26 September 2022 (4 hours)	**Governing Body Strategic Planning Session**	70% attendance for Governors 29% for External Members
15 February 2023 (3 hours)	**Governing Body Development Session**	78% attendance for Governors 50% for External Members
5 May 2023 (4 hours)	**Governing Body Strategic Planning**	62% attendance for Governors 44% for External Members
12 June 2023 (3 hours)	**Governing Body/Curriculum and Standards Committee – Curriculum Planning**	55% attendance for Committee members + 36% of the remaining Governing Body cohort
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
20 March 2023 17 April 2023 22 May 2023	**AoC Chairs and Vice Chairs Meetings (Zoom)**	Petrina Lynn Petrina Lynn Rob Davies
11 October 2022 (zoom) 13 December 2022 16 May 2023 (in person)	**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
12 June 2023	**ESFA Annual Strategic Conversation**	Rob Davies, Petrina Lynn, Zoe Lewis
15 June 2023	**AoC Summer Policy Forum (London)**	Rob Davies, Zoe Lewis
	Induction and Buddy	
Initial standard induction processes and information completed by:		Matthew Lamb (12 Sept 22), Jon Tait (October 22), Jane Castor (November 22), Macy Wild (Dec 22), Max Cameron (Feb 23), Malcolm King (Feb 23)
Mandatory Online Mandatory Induction Training to be completed by new governors post training session (31 Jan/9 Feb) 2023: New platform expected to include: IT Acceptable Use Policy and Practice; Safeguarding; Prevent; Equality and Diversity including LGBT Awareness and Whistleblowing		-
November 2022 **January 2023** **June 2023**	**AoC Induction**	Aga Pajura-Jaszczak Emma Rennison, Jon Tait Malcolm King, Jane Castor
Tbc	**AoC Student induction – online**	To be arranged for Max Cameron 2023
Tbc (Training Budget approx £600)	**AoC Chairs Development Programme**	*To transfer into 2023-24/as appropriate*
	Individual Training and Development (College Based)	
SARs Process – Autumn Term 2022		
Monday 3 October 2022 **Tuesday 4 October 2022**	**SARs Meetings**	<u>All day</u> - Stephen Brown, Rob Davies, Mathew Lamb, Petrina Lynn, Dominic Lusardi <u>Partial sessions</u> – Sarah Shepherd, Andrew Stephenson, Dan Still <u>All day</u> – 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

1 November 2022 1 March 2023 14 June 2023	SLT Risk Management Group attendance	Rachel Anderson Rob Davies, Ashley Coleman Cooke Rob Davies
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	**IT Acceptable Use Policy and Practice** **Safeguarding** **Prevent** **Equality and Diversity including LGBT Awareness** **Whistleblowing**	To note: 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 element of training will not need to be repeated for the purposes of the College mandatory training cycle
All Governors on a two year cycle	3 of the following: - Health and Safety - Safeguarding - Equality and Diversity - Prevent - Data Protection - Cyber Security	Thrive training to be completed post training sessions in Jan-Feb 2023
Additional optional training	- Anti Bribery - Sexual Victimization and Harassment possible other modules as appropriate.	

KEY COLLEGE PARTICIPATION EVENTS FOR GOVERNORS AND EXTERNAL MEMBERS ATTENDANCE 2022-2023

DATE	NAME OF EVENT	GOVERNORS ATTENDING
AUTUMN TERM (August – December 2022)		
27 September 2022	Tees Business Woman Award	Sharon Lane (speaker)
8 November 2022	Graduation Ceremonies (Town Hall)	Petrina Lynn
9 November 2022	Staff Council Meeting (Digital Improvements Workshop)	Dominic Lusardi
11 November 2022	Remembrance Service	Peter Studd
19 November 2022	International Men's Day, Brasserie	Dominic Lusardi
22 November 2022	TTE Relocation Employer Update	Sharon Lane
25 November 2022	BME Awards	Sara Mirsalehi
SPRING TERM (January – Easter 2023)		
13 February 2023	Student Leaders Conference (MFC)	Zoe Lewis, Zeta Foster, Petrina Lynn
13 February 2023	Strategic Planning Consultation	Sharon Lane, Rachel Anderson
SUMMER TERM (Easter – July 2023)		
2pm – 24 April 2023	TTE Ground Breaking Ceremony	Zoe Lewis, Rob Davies, Sharon Lane
8 June 2023	Tees Tech Awards	Zoe Lewis, Dominic Lusardi

Appendix 6 - GOVERNING BODY TRAINING PLAN and PARTICIPATION 2023-2024

Annual Training and Strategic Planning		
25 September 2023 (4 hours)	**Governing Body Strategic Planning Session**	**60% attendance for Governing Body** **50% attendance for Co-opted Governors**.
21 February 2024 (3 hours)	**Governing Body Development Session**	**73% attendance for Governing Body** **14% attendance for Co-opted Governors**
11 May 2024 (4 hours)	**Governing Body Strategic Planning**	
10 June 2024 (3 hours)	**Governing Body/Curriculum and Standards Committee – Curriculum Planning**	
Governors Social Event		
24 October 2023	**Brassiere Social Event 6 for 6.30-8.30pm** (Governors/Co-opted Governors)	Petrina Lynn, Sarah Shepherd, Zeta Foster, Morgan McClintock, Zoe Lewis, Marina Gaze, Rob Davies, Sara Mirsalehi, Phil Sharp, Max Cameron, Dominic Lusardi, Matthew Lamb, Aga Pajura-Jaszczak, Taylor Edgcombe, David Budd, Jane Castor, Stephen Brown.
Governance related Training/Networking		
Monday 18 September 2023 Monday 20 November 2023	**AoC Chairs and Vice Chairs Meetings (Zoom)**	Petrina Lynn Petrina Lynn, Rob Davies
Tuesday 26 September 2023	**AoC Audit Masterclass 4-5.45pm (zoom)**	Malcolm King, Zeta Foster
Thursday 28 September 2023 Thursday 23 November 2023 Thursday 25 January 2024	**AoC Staff Governor Network**	Dan Still Dan Still (elected Chair) Dan Still

Tuesday 10 October 2023 10-11.30 **Tuesday 12 December 2023 10-11.30** **Tuesday 5 March 2024 10-11.30** **Tuesday 18 June 2024 all am**	**AoC Governance Professionals Regional Meetings (**Zoom excepting the June meeting which is in person)	Zeta Foster
Friday 23 February 2024 1.30-4 pm	**AoC Governance Conference – Funding and Financial Challenges for Governors** (Zoom)	Rob Davies, Zoe Lewis, Aga Pajura-Jaszczak, Ian Wallace, Laura Woods
Tuesday 31 October 2023 **Tuesday 30 January 2024** **Tuesday 7 May 2024**	**Principal and Chairs AoC Regional Meetings (all followed by Chairs Network)**	Rob Davies, Zoe Lewis Petrina Lynn
Wednesday 11 Octo 2023 (5-6 pm) **Monday 5 February 2024 (5-6 pm)** **Monday 24 June 2024 (5-6 pm)**	**AoC Curriculum and Quality Chairs Network**	Petrina Lynn Petrina Lynn
Monday 27 November 2023 (5-6 pm) **Tuesday 12 March 2024 (5-6 pm)**	**AoC Chairs of Finance and Audit Network**	Jane Castor *Iain Wright booked on event*
Wednesday 6 March (3-4 pm) Wednesday 8 May (3-4 pm)	**AoC Student Governor Networks**	*To be arranged for: Max Cameron and Taylor Edgcombe*
13 and 14 November 2023 **(Training Budget £500)**	**AoC Student Annual Conference**	Max Cameron, Taylor Edgcombe
14 and 15 November 2023 (2 days)	**AoC Annual Conference**	Zoe Lewis, Ben Robinson, Aimey Adamson
7 December 2023 am only	**ETF Staff Governor Conference (online)**	Dan Still, Aga Pajura-Jaszczak
10 January 2024 (10-2 pm) London	**ETF Student Governor Training**	Max Cameron
TBC – 2024 **(Training Budget £150-200)**	**ETF/IoT Award for Further Education Governance Professional (Award FEPG)**	Zeta Foster
24 April 2024 (11am tbc)	**ESFA Annual Strategic Conversation**	Rob Davies, Petrina Lynn, Zoe Lewis
	Induction	
Initial standard induction processes (half day SLT/College event) and information completed		Darush Dodds, David Budd – College induction 22 Sept 23 Imran Anwar – College induction 11 October 23 and 28 November 2023 Ian Wallace and Laura Woods – College induction 28 November 2023

Mandatory Online Mandatory Induction Training to be completed by new governors : including: IT Acceptable Use Policy and Practice; Safeguarding; Prevent; Equality and Diversity including LGBT Awareness and Whistleblowing		In progress for all of above
Meeting Chair of Governors		Imran Anwar – November 2023 Darush, David, Ian and Laura to be arranged
Regular meetings with Mentor (Chair of Committee) as of March 2024 – to be arranged for all		
Monday 27 November 2023 (1.30 – 4 pm) Monday 15 January 2024 (1.30 – 4 pm) Monday 18 March 2024 (1.30 –4 pm) Tuesday 26 March 2024 (1.30-4 pm)	**AoC Induction**	David Budd Darush Dodds, Ian Wallace, Laura Woods *Imran Anwar booked on event* *Jane Castor booked on event*
Tbc (Training Budget approx £500)	**AoC Chairs Development Programme**	
Individual Training and Development (College Based)		
Wednesday 13 September 2023 (1.00 – 5.30 pm)	**Departmental Curriculum SAR & QuiP Meetings**	Dan Still (1.00 – 5.30 pm) Aga Pajura-Jaszczak, Zoe Lewis;
Thursday 14 September 2023 (8.30 – 5.00 pm)	**Departmental Curriculum SAR & QuiP Meetings**	Dan Still (8.30 – 12.30 noon) Aga Pajura-Jaszczak, Zoe Lewis;
Friday 15 September 2023 (8.30 – 4.00 pm)	**Departmental Curriculum SAR & QuiP Meetings**	Dan Still (8.30 – 4.00 pm), Malcolm King (8.30 – 10.30 am), Aga Pajura-Jaszczak, Zoe Lewis;
Tuesday 24 October 2023	**SARs Meeting**	Jane Castor, Rob Davies, Marina Gaze, Matthew Lamb, Petrina Lynn, Morgan McClintock, Phil Sharp, Dan Still, Aga Pajura-Jaszczak, Zoe Lewis, David Budd.
18 September 2023 **21 November 2023** **27 February 2024** **4 June 2024**	**SLT Risk Management Group attendance**	Rob Davies Morgan McClintock Malcolm King *Ian Wallace due to attend*
13 March 2024	**Refresh induction with SLT (optional for established governors)**	*Rob Davies* *Ashley Coleman Cooke*
Mandatory Training - two year cycle		
At Induction	• IT Acceptable Use Policy and Practice • Safeguarding • Prevent • Equality and Diversity including LGBT Awareness	To note: 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

	• Whistleblowing	certification) and if deemed appropriate that element of training will not need to be repeated for the purposes of the College mandatory training cycle
All Governors on a two year cycle	**3 of the following:** • Health and Safety • Safeguarding • Equality and Diversity • Prevent • Data Protection • Cyber Security • Bribery	
Additional optional training	Sexual Victimization and Harassment + possible other modules as appropriate.	

KEY COLLEGE PARTICIPATION EVENTS FOR GOVERNORS AND CO-OPTED GOVERNORS 2023-2024

DATE	NAME OF EVENT	GOVERNORS ATTENDING
AUTUMN TERM (August – December 2023)		
Thursday 12 October 2023 (1-2 pm)	Colleges' Week (Digital Innovation talk to students)	Imran Anwar
Friday 10 November 2023 (9-4 pm)	Student Leaders Conference	Petrina Lynn (9.30-10.30am), Max Cameron, Taylor Edgcombe
Friday 10 November 2023 (10.30-11.30 am)	Remembrance Ceremony	Matthew Lamb, Petrina Lynn
Thursday 16 November 2023 all am	HE Graduation Ceremony – Town Hall	Petrina Lynn, Morgan McClintock
SPRING TERM (January – Easter 2024)		
Tuesday 6 February 2024 (8.30 – 1.15 pm)	Careers Advisers Day	Petrina Lynn
Monday 13 March 2024 (4pm tbc)	Informal meet with student class reps (ahead of Governing Body meeting)	

Appendix 7

THE FURTHER EDUCATION CORPORATION OF MIDDLESBROUGH COLLEGE
Annual Report of the Remuneration Committee
2022-2023

1.   Introduction

This report outlines the work of the Remuneration Committee of the FE Corporation of Middlesbrough College during 2022-2023.

The report was discussed at the annual meeting of the Remuneration Committee on 11 December 2023 and approved by the Corporation Board on 18 March 2024.

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 Head of Governance/Clerk to the Corporation.
- to ensure an annual Staff Appraisal of the Senior Postholder (Principal/Chief Executive) and Head of Governance/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 18 December 2023.

The agreed standard membership of the Committee is:

- Sara Mirsalehi   Chair of Committee (College Governor)
- Petrina Lynn   Vice Chair of Committee (College Governor/
                              Vice Chair of the Governing Body)
- Jane Castor   Committee Member (College Governor/Chair of Corporate Services)
- Rob Davies   Committee Member (College Governor/Chair of the Governing Body)
- Ian Wallace   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 2022-2023 this took place on 12 December 2022 and considered the AoC Remuneration Code, the appraisal of the Principal for 2021-2022 and objectives for 2022-2023, the appraisal of the Head of Governance for 2021-2022 and the objectives for the Head of Governance for 2022-2023.

The meeting also considered the Annual Report 2021-2022.

A meeting also took place on 11 December 2023 which considered the draft Annual Report 2022-2023 (including adherence to the Remuneration Code), the 2022-2023 appraisal of both the Principal and Head of Governance and 2023-24 objectives for both.

3.   **Terms of Reference**

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

The Remuneration Committee should:

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

The Committee has:

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

The Remuneration Committee's remit is:

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

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

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

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

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

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

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

4.   **Remuneration Policy**

The Corporation's approach to remuneration for Senior Postholders is consistent with all staff and is directly linked to appraisal as per the Appraisal Policy (October 2023).

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 18 December 2023 and is detailed in full below.

Key 'musts' in apply	Evidence	Comply – Y/N
Remuneration must be linked to the value, … delivered by the individual within their role	Over time the minutes of the Remuneration Committee and subsequent reporting to the Governing Body, has shown that decisions about appraisal and any related remuneration have been directly linked to the performance of the CEO in her role	Y
Remuneration must consider matters of equality, diversity and inclusion with a view to ensuring that there are no biases	Matters of equality, diversity and inclusion are demonstrated through all aspects of remuneration. This is shown directly by: • the use of external benchmarking data in relation to any considerations of salary • The College's Equality Policy and Statement. Middlesbrough College has in place a Single Equality Scheme and 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 Group Director of HR prepares and delivers an annual report on all severance payments to the Governing Body which is considered in detail (for 2022-2023 this was 23 October 2023) 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	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.	Y

environment, the values of the roles and institutional performance	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	
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 2023 are set out in note 7 of the 2022 / 2023 Financial Statements	Y

Each college must publish a readily accessible annual statement, based on an annual report to its governing body containing:
a) a list of Senior Post Holders within the remit of Remuneration Committee;
    a.   b) its policy on the remuneration for post holders within the remit of Remuneration Committee;
    a.   c) its choice of comparator college(s)/organisation(s);
    a.   d) its policy on income derived from external activities;
    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 significantly above average, an explanation of why; and
    b.   f) an explanation of any significant changes
	The Remuneration Committee will publish a separate annual statement which will be presented to the Governing Body March 2024.
	
	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.
	
	The key detail in relation to the pay multiple of the Chief Executive and median earnings and agreement to adherence to the code is also within the Annual Financial Statements.
	
	Directly quoted from the Annual Statutory Accounts 2022-2023 is the following which demonstrates key elements of the statement clearly:
	
	'Remuneration Committee
	The Remuneration Committee comprises five members of the Governing Body as at 31 July 2023, and its main responsibility is to make recommendations to the Governing Body on the remuneration and benefits of the Principal/Chief Executive (*Accounting Officer*), Senior Postholders (if applicable) and the 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).
	
	The Principal/Chief Executive (*Accounting Officer*) is a Senior Postholder.
	
	There are no other Senior Postholders as at the 31 July 2023.
	
	The Head of Governance/Clerk to the Corporation is not a designated Senior Postholder.
	
	Details of remuneration for the year ended 31 July 2023 are set out in note 7 of the 2022/2023 Financial Statements.
		Y

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 2022-2023 these were agreed in November 2022 and came to the Remuneration Committee for discussion and approval on 12 December 2022.

The appraisal of 2022-2023 was later approved by the Governing Body on 18 December 2023 after the annual meeting with the Chair and Vice Chair on 30 October 2023 and consideration by the Remuneration Committee on 11 December 2023.

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 2022-2023 these were agreed in November 2022 and came to the Remuneration Committee for discussion and approval on 12 December 2022.

The appraisal of 2022-2023 was later approved by the Governing Body on 18 December 2023 after the annual meeting with the Chair and Vice Chair on 30 October 2023 and consideration by the Remuneration Committee on 11 December 2023.

8. **Chief Executive's Remuneration**

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

At the meeting of 11 December 2022, it was ***agreed*** that this be in line as agreed for all staff with a 3% Pay Award being applied as of 1 January 2023. This was subsequently ***approved*** by the Governing Body on 15 December 2022.

At the meeting of 12 December 2023, the Committee *retrospectively endorsed* the following which was confirmed by the Governing Body at its meeting on 18 December 2023:

> *'That the Principal / Chief Executive's Salary Review for the Academic Year 2023- 2024 be in line as agreed for all staff with a 6.5% Pay Award applied as of 1 October 2023 (as **approved** by the Governing Body via Written Resolution on 11 September 2023).'*

The process is outlined in the Financial Statements 2022-2023:

'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 2022 – 31 December 2022	1 Jan 2023 – 30 Sept 2023*	30 Sept 2023 – 31 Dec 2023*	1 Jan 2023- 31 Dec 2023 combined total
Salary	£150,000	£115, 875 (annual salary of £154,500)	£41,135.64 (annual salary of £164,542)	£157,010.64 actual salary over the period
Performance Related Pay	-	-		-
Benefits	-	-		-
Pension Costs	£22,800	£17,999.25	£6,458.31	£24,457.56
Total	**£172,000**			**£181,468.20**

a staff pay award of 6.5% for all staff was granted from 1 October 2023 rather than the traditional 1January (2024) hence the split in salary shown

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 2021-2022 and 2022-2023 were as follows:

EXPENSES	
2021-2022	**£749.50** Costs associated with attendance at regional and national policy forums and sector conferences
2022-2023	**£1002.76** 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 2022-2023 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.

Sara Mirsalehi   Signature: _____

Chair of the Remuneration Committee   Date: 19.12.2023

Appendix 8

EMAIL PROFORMA FOR GOVERNORS IN RECRUITMENT OF POTENTIAL GOVERNORS OR CO-OPTED GOVERNORS

The following proforma is to be emailed to all current governing body and /co-opted governors 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 2022-2023

Performance Indicators	SMART Target (What will success look like?)	Progress Measures (How will progress and impact be measured throughout the year?)	Leads	Update 3 - Sept 23/FINAL	Evidence
Composition and Membership Indicators					
Achievement of Composition	100% filled against vacancies / vacancies being filled within 1 termly cycle	Membership assessed throughout the year and actions to address vacancies in place	Search and Governance Committee/Head of Governance/CEO	Achieved	Remains 87% filled in respect of 3 College Governor vacanices. Processes are in place to resolve this by end of 2023. **UPDATE** - by November 23 all vacancies were filled.
Attendance/Participation both overall and individual including: training; college; community/celebratory/SARs	At least 40% quoracy of all committee meetings and the effective completion of corporation business; Governor presence at key celebratory events over the year; Attendance to at least one SAR session over a two year period unless impossible due to professional commitments	Ensure all governors are attending in line with expecations/individual commitments; Attendance figures will be recorded for all meetings but no set target for individuals and reported to S&G committee; Attendance forms part of the annual 2:1 meeting and personal discussions were necessary so the Chair and Vice Chair are appraised of extenuating circumstances		Achieved	All meeting have been quorate. Governors continue to attend participatory events (albeit these have not been often). The SAR process took place on 24 October 2023 and governors are still on track to attend once every two years (albeit new governors will need to attend in 2024 and two governors have not attended due to professional commitments. Overall attendance for 2022-23 for the main Governing Board was 79% which was 2% higher than in 2021-22.
Meeting Quoracy	100%	quoracy at least 40% at each meeting	Head of Governance	Achieved	All summer meetings were full quorate. There has been a further strengthening of the Audit and Risk committee to avoid any potential issues going forward.
To ensure that the Governing body reviews, at least every three years the Standing Orders and Terms of Reference	Reviews completed fully every three years with next review due in 2024-2025 (or sooner if required)	Reviews have been completed with documents updated	Head of Governance	Achieved	The Audit and Risk Committee Terms of Reference are considered annually. There was an update to the Terms of Reference which was approved in July 23
To ensure that the Governing Body reviews, at least every two years: i) election of Chair and Vice Chair ii) Election of Committee Chairs	Review as per schedule with outcomes approved	Appropriate elections/approvals for the positions are in place at the regulated intervals or as agreed by the Governing Body	Head of Governance	Achieved	With the end of term of office for P Studd (Chair of CSC) as of 14 July 23, the Chair of CSC required filling. Some initial discussions have taken place with an update/discussion at S&G Sept 23 ahead of formalizing and approval at the October 23 GB meeting. **UPDATE** - Chair of CSC appointed 23.10.23

				Achieved	
To ensure that the Search and Governance Committee approves the following in providing assurance to the Governing Body: Skills and Experience Matrix; Training Needs Analysis; Training Plan; GB membership; Code of Governance Review	Annual reviews and changes take place; assurance given to GB through reports to each meeting	Review at all Search and Governing Body meetings as required; GB members sufficiently trained to effectively perform their duties; Code of Governance updated and reviewed annually	Head of Governance/S&G		All members of the Governing Body (both Governor and Co-opted) have refreshed their skills and competency document and this shows a good range of skills and experiences. The S&G committee continue to analyse the data and recruit accordingly. The updated AoC Code of Governance will be approved in 2024 ahead of implementation August 24. The S&G committee considered the adherence to the current code at their September 23 meeting which was reported to the Board in October 23. The training plan (2023-24) was approved 13 July 23
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.	Annual Reviews carried out and fedback to S&G/Head of Governance as required with any actions implemented	Report to Search and Governance Committee with recommendations feeding through training etc.	Chair and Vice Chair/Head of Governance	Achieved	The annual meetings took place on 3 and 10 July 2023 with only one outstanding. Feedback was given to S&G committee on 25 September 23 with appropriate actions thereafter particularly in relation to more opportunities for governors to meet students and the creation of an Employer Voice and Engagement Committee. The Audit and Risk committee did a comprehensive consideration of Cyber Security at its June meeting. An Audit Masterclass session was attended by a new member of the Committee (26 Sept 23) as a result.
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.	Principal and Clerk Objectives set for 2022-2023 would be appraised during the Autumn Term 2023 by the Chair and Vice Chair; Chair of Governors to report to Rem Committee and GB annually in December	Appraisals take place and are reported in the Autumn Term; Objectives visited throughout the year as appropriate	Chair and Vice Chair	Achieved	The appraisals of both the Principal/CEO and Head of Governance took place on 30 October 2023 with 2022-23 progress and objective setting for 2023-24 shared with the Remuneration Committee in Dec 23 and recommendations approved by the Governing Body at its December meeting.
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	Annual report is produced, approved and published annually	The Remuneration report is approved for recommendation by the Rem Committee; approved by the GB and published as part of the Corporate Governance Annual Report	Head of Governance/Rem Committee	Achieved	The Remuneration Report for 2022-23 was approved at the December 23 meeting of the Committee followed by adherance to the Remuneration Code approval by the GB on 18 December 23, and insertion of the full report in the 2022-23 Corporate Governance Report to be approved in Spring 24

College Performance Indicators					
				Achieved	
To ensure good governance supports the College in the development and delivery of its 5 year strategic plan	Set and achieve a stretching set of Key Performance Indicators (KPIs) which ensure the College is above National Rates in all it does	Annual Review of Mission Statement, Strategic Objecties and Strategic Plan; Termly strategy review progress reports	Chair/CEO-SLT/Head of Governance		A termly update was given in July 23 to both Curriculum and Standards and GB. Key things to note at that time included: predicated achievement looked positive acrosss all provision types except Access to HE; work experience increased but remaining a challenge; learner satisfaction postive (except in two areas); staff turnover an ongoing risk; and the College operating position which had been impacted by energy costs (though the College remained in good financial health). A full account of achievement from summer 2023 took place on 25 Sept Strat Planning meeting and any resulting Areas for Improvement were finalised in the College SAR approved in November 2023
				Achieved	
To ensure good governance supports the College in maintaining at least Ofsted GOOD at each inspection	College Self Assessment report and quality improvement plan approved and monitored in-year; Governance Self Assessment report and quality improvement plan approved and monitored in-year; Ofsted Inspection Report; Key Performance Measures set annually and reviewed termly by Curriculum and Standards/GB	Self Assessment reports and improvement plans approved and monitored; Ofsted Inpsection reports and action plans (ITE); Termly updates and reviews to/by Curriculum and Standards/GB	Chair/CEO-SLT/Head of Governance/GB/C&S committee		Governors received the final good ITE report in the summer term. All Governors had the opportunity to attend the Curriculum Planning session in June 23 which gave a comprehensive account of provision areas. The Curriculum and Standards Committee were updated for all provision type areas at its July and December meetings.
				Achieved	
To ensure good governance supports the College in maintaining Good financial health	External measures show College is in good financial health; GB and CSC committee monitor budgets/planning and support planning and progress; Annual Financial Statements are approved with unqualified audit opinion by 31 December (2022-23)	Education Funding Agency letter confirms the College is maintaining at least Good; Revenue and Capital Budgets approved by 31 July; Bi monthly management accounts are reviewed by CSC and GB	Chair/Chair of CSC/CEO/VP Finance and Registry		The Financial Plan, including Financial Health, were scrutinized by CSC in July with approval by the GB in July 23. Financial Health is predicted to remain good throughout the period of the plan.
				Achieved	
To ensure good governance supports the College in ensuring that staff and students are safeguarded at all times.	Safeguarding is understood and monitored termly and annually (via annual reports) by the Governing Body and that the GB is trained annually; Health and Safety is also monitored on a termly basis; Safeguarding and Health and Safety Link Governors are actively engaged with at least termly meetings	Safeguarding and Health and Safety termly reports to GB; Safeguarding and Health and Safety Link Governors attend respective College meetings/liaises with Safeguarding and Health and Safety Leads; Annual reports are approved December 23; annual safeguarding training takes place for all governors and Prevent certification for all governors is on a rolling two year programme	Safeguarding and Health and Safety College Leads (SLT)/Link Governors		Termly reports were given in July 23. Link Governors remain in place and are active in their roles (as reported to GB on 13 July 23)
				Achieved	
To ensure good governance supports the College in meeting the needs of its diverse community and afffords equality of opportunity for all	Equality of Opportunity and Diversity monitored by Corporate Services Committee and Governing Body with an active role by E&D Link Governor; E&D of Governing Body monitored bi annually resulting in a diverse College community at every level (GB; staff; students etc) and an understanding and support of barriers for specific communities	E&D termly reports to GB; Equality and Diversity Link Governor actively attends and is involved in E&D activities; E&D annual report 2022-23 (Dec 23); E&D data obtained bi annually and monitoredby Search and Governance Committee and used for future recruitment activities where appropriate	E&D SLT Lead/E&D Link Governor/Search and Governance		July termly update received by GB which reported on both Term 2 and Term 3 for EO and Term 2 for H&S. Student Governors as part of their review of the year reported positively on E&D opportunities and progress. Staff recruitment and turnover (including EO information) was reported at both CSC and GB July 23 meetings with improvements being noted. The EDI annual report was approved by Governors on 18 December 2023

				Achieved	
To ensure robust risk management processes are in place to assist the College in meeting its Strategic Plan and GB objectives	The College is able to meet its Strategic Plan and objectives having managed the risk landscape successfully	Termly review of the Strategic Risk Registers by SLT Risk Management Group (and attending Governor) all of which are reviewed at least termly by the Audit and Risk Committee who provide regular assurance to the wider GB; Risk Management Annual report and Risk Management Annual Plan are approved annually; External Audit Reports; Internal Audit Reports; as of October 22 all committee consider specific risks to that area at the start and end of each meeting (feeding into future registers) and GB have a full review of all risks termly	SLT Risk Management Champion/SLT; Audit and Risk Commmittee		The summer meeting of SLT Risk Management took place (with Governor rep attendance) which reported into Audit and Risk and GB June/July meetings. All committee meetings continued to discuss risk at start and end of meetings. The Audit and Risk Committee devoted an item to Cyber risk in June 23, advised on the recent GDPR Audit and other relevant risks with recommendations were considered at SLT Risk Management meeting on 18 Sept 23 with appropriate additions/changes to the Strategic Risk Registers as a result. The annual Risk Management Plan (2023-24) was approved 13 July 2023. The annual Risk Management Report 2022-2023 was approved by the Governing Body on 18 December 2023. All SLT Risk Management meetings continue to be observed by a member of the Audit and Risk Committee/Chair of Governors

Appendix 10
Governance Self Assessment Areas for Improvement 2023-2024

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 1 Feb 24	Evidence - How do you know
Succession Planning for Chair (ongoing from 2022-23)	Term of office for Chair of Governing Body is within the exceptional (3rd) and final term. Succession planning has been unsuccessful from the current Governing Body.	Search and Governance C lead the approach to recruitment over 23-24 including exploring external options	A new chair is in place by July 2025 (ideally earlier)	1) Clear actions from Sept 2023 meeting for progress during Autumn 23 2 Appropriate interviewing for candidates takes place (as per actions agreed)	Search and Governance Committee	Head of Governance	In progress	Recent recruitment has secured possible appropriate candidates for future appointment
Monitor and support the Sustainability Strategy/Action Plan to achieve required progress as per compliance with the AoC Code of Governance/relevant legislation and for the greatest benefit to the College	The Sustainability Strategy and Action Plan were approved in July 23 - this is in the early stages of implementation therefore needs to gain some momentum over the next year (and beyond)	1) Appropriate monitoring of developments on the Strategy and Action plan by Audit and Risk and Corporate Services Committees to ensure the strategy remains on track 2) Oversee the further development of ambition of strategy and resulting action plan and associated resourcing (CSC/A&R/GB) 3) develop the new Sustainability Link Governor role to support triangulation of activities	Sustainability Strategy and Action plan appropriate for needs of College and in line with FE sector norms and external compliance regulations resulting in tangible environmental sustainability outcomes for the College and its community;	1) the College will set clear targets to be reviewed annually based on the results of a conditions survey to be completed by Dec 2023 which will feed into the action plan for committee review 2) at least annual review of strategy 3) CSC/A&R/CE consider review reports and make recommendations and decisions to strategy objectives, implementation and resources 4) summary of progress reported and published as required 5)annual summary on progress on the FE Climate Roadmap to be presented annually to A&R	Group Director of Digital and Campus/CSC and A&R Committees	Group Director of Digital and Campus/Head of Health, Safety, Sustainability and Environment	In progress	Once the Conditions Survey has been completed an update to the strategy developments will take place and be reported to CSC and Audit Committees respectively. A new Sustainability Link Governor has been appointed (David Budd) who liaises at least termly with the VP of Digital and Campus Services ahead of CSC reporting

Area	Background	Actions	Success Criteria	Measurement	Responsible	Lead	Status	Progress/Commentary
Information/Presentation to the GB (developing from 2022/2023)	Governors and the External Review requested further improvement in report writing for some writers and improvements in presentations for some managers	1) Act on any feedback from 1:1 meetings 2) Extended reporting deadlines to ensure 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 3) further training and support being offered to report writers where applicable 4) review of report templates ahead of new cycle (if required)	Improved structure and content of all papers/reduced size; presentations are consistently improved	Progress will be measured after each set of reports / presentations 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	Reports are now expected to be in two weeks ahead of publishing to ensure that the Head of Governance can also monitor report writing (alongside respective SLT and Z Lewis as appropriate). Individual support will be offered where needed. Committees feed back regularly at meetings for minor changes for the next set of reports and this is working well
Increase Attendance - including ensuring an appropriate meeting schedule to ensure high attendance	Some governors were struggling due to other commitments to regularly attend on set days	1) An ongoing assessment of attendance both generally and individually 2) regular review of timing/dates of meetings where quoracy was tight 3) individual conversations with those finding it difficult to attend to develop strategies which would assist	Quoracy figures improved with overall figure of 80% for 2023-2024	Attendance monitored by S&G with appropriate actions by Committee chair/Chair of GB/Head of Governance	S&G/Chair/Head of Governance	Head of Governance	On Track	Attendance has been good for Term 1 in the main (all meetings being quorate). There still needs to be some careful monitoring of Curriculum and Standards in particular (and possibly Search and Governance) over term 2 although newly recruited governors should assist. Attendance will be considered at S&G in February 2024

Recruit more members to Audit and Risk Committee	The Audit and Risk Committee has historically been very small and key, experienced members have left over the past two years. There was one meeting in 2022 where the meeting was not quorate	Recruit for the skill set required for the Committee at the next available opportunity (in line with vacancies)	The Committee membership is both increased in number and relevant experience ensuring greater quoracy and expertise	Recruitment successful with members being appropriately inducted resulting in consistent quoracy and enhanced skills across the wide range of skills required for the Committee	S&G Committee /Chair of A&R/Head of Governance/Principal	Head of Governance	On Track	Since July 2023 there have been two appointments to the Committee bringing total numbers up to 7. Furthermore, one member has returned fully from 2022-23 absence

Key Developments 2023-2024

Key Developments	Actions	Strategic lead	Operational lead	Update 1 Feb 24	Evidence
Improve further the diversity of the Governing Body (ongoing from 2022-23)	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)	Search and Governance Committee	Head of Governance	On Track	Diversity generally improved by end of 2023. The main diversity data is scrutinized at each S&G meeting (Feb 24 as part of skills and competency forms. In relation to gaps - male/female to be considered at future recruitment points
Continue to improve the Student Voice on the Board and awareness of the student experience (development from 2022-23)	1) Student Governors inducted onto the Governing Body and Support Governor role recruited to (building on success in 2022-23) 2) Dedicated use of Link Governors with clear expections for each role including reporting mechanism 3) Walkabouts for every governor; enhanced opportunities to attend participatory events in and for the College	Head of Governance/Head of Student Engagement/VP Students and Communication	Head of Governance/Link Officers	On Track	Both student governors recruited as is the third support role. Link Governors are working well within the College and meet staff and students as per their respective roles. Walkabouts have been arranged for the majority of Governors. An additional session for governors to meet students has been arranged for March 2024
Develop the HE Committee to further support, understand, scrutinise and advocate for Higher Education and increase awareness of Higher Education regulatory reforms (developing 2022-23 AfI)	1) Evaluate and develop the new HE committee to ensure it covers all aspects of HE governance, quality, strategy and process which will feed into the wider committee structure 2) GB Support (via the Committee) for HE changes and developments	Head of Governance/HE Link Governor	Director of HE	On Track	The HE faculty successfully gained revalidation from the OU in the Autumn Term (and this included members of the Committee). The second meeting of HE is due to take place Feb 24 and a full review of ToR will take place. The structure of Feb 24 agenda has been varied to better suit the purposes identified. There has been a further HE specialist governor recruited to the Committee
Improve interactions between governors - The External Review/some 1:1 feedback suggested that some governors did not feel there were sufficent opportunites to get to know their board colleagues	1) Act on suggestions from 1:1s where possible and offer appropriate opportunities for Governors to mix over the year including an additional social event 2) ascertain success through feedback, attendance at events, observation of additional interactions with impact being reflected on the running of the GB/Committee meetings (relationships, support, understanding)	S&G/Chair/Head of Governance	Head of Governance	On Track	A Governors social evening in Autumn term had been successful and another may be planned for the Summer term. There had been some college events for governors to attend. The upcoming training event (Feb 24) should give further opportunity to strengthen relationships particularly with new governors, as will the student/governor event in March 24.
Ensure new governors are quickly assimilated quickly into the culture of the board and College	1) Use, develop, monitor and tailor the now established and comprehensive induction programme 2) Action support and development for any gaps in knowledge/learning for newer governors 3) review the process with new governors throughout the first year 4) review through 1:1s (in terms of relationships and committee/board attendance and particpation)	Head of Governance/Chair	Head of Governance/Committee Chairs/SLT	On Track	Head of Governance to keep in regular touch with new governors to ensure they are being suitably inducted and supported, as will the newer mechanism of mentor support from Chairs of Committee (as per the revised Induction Programme). New governors are generally showing good interest in involving themselves with the College (e.g. student talks, Ofsted meet) and with required training
More explicit collaboration/linkage into other Committees	1) Committee Chairs (via the S&G Committee) to actively feedback to other chairs (either via S&G or GB) and via their individual committees where collaborative/linked work has occurred 2) extend opportunities for governors to shadow other committees (particularly new governors)	S&G Committee	Committee Chairs/Head of Governance - reporting	In Progress	Explicit feedback from Committee chairs has yet to occur (but may do so within the Feb S&G). New governors have been offered shadowing opportunities which will continue based on interest