



**Corporate Governance
Annual Report
2023-2024**

Approved by the Governing Body on 24 March 2025

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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 2023/2024, 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 2023/2024 and was at 21 as of 31 July 2024.

The membership as of the 1 August 2024 remained at 21 Governors, albeit this was resolved with 2 appointments during the Autumn Term to return the Governing Body to 23.

New Appointments (2023-2024 Academic Year)

Member	Category	Date of Appointment
Imran Anwar	College Governor	25 September 2023
Jane Castor	College Governor	23 October 2023
Ian Wallace	College Governor	24 October 2023
Laura Woods	College Governor	24 October 2023
Olivia-Rose Manners	Student President Governor	11 July 2024
Andrew Hassack	College Governor	11 July 2024

Staff Governor appointment update

After an elective process, Dan Still was re-appointed to the Governing Body from 17 October 2023 and sits on the Curriculum and Standards Committee.

Re-appointments (2023-2024 Academic Year)

Member	Category	Date of Re-appointment
Caroline Cannon	Co-opted Governor	23 October 2023
Morgan McClintock	College Governor	23 October 2024
Taylor Edgcombe	Student Governor	11 July 2024

Resignations (2023-2024 Academic Year)

Member	Category	Date of Early Resignation/Reason if appropriate	Date of End of Term of Office
Melissa Brant-Smith	College Governor	22 September 2023	
Marina Gaze	College Governor		18 March 2024
Emma Rennison	College Governor	9 November 2023	
Darush Dodds	College Governor	20 February 2024	

The current Governing Body composition was last updated in March 2025 and this will be updated further in July 2025. *It is currently at full complement with 23 members.*

3 Governing Body and Committee Attendance

An overview of Committee and Governing Body attendance for 2023/2024 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 slight decrease on the previous year. Attendance remains a focus for the Areas for Improvement with the Search and Governance Committee regularly discussing ways of improving this.

Meetings during 2023/2024 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).

2023-2024	75%
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 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 2023-24

Year	Number of Meetings held
2023/2024	27
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 2023-2024.

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

4 Committee Structure

The Committee Structure at the start of the Academic year 2023-2024 is detailed below.

Committee	Notes
Appeals Committee (Senior Postholders)	<i>Meets as and when required.</i>
Audit and Risk	4 meetings per year.
Corporate Services	3 meetings per year.
Employer Voice	2 meetings per year (new Committee for 2024)
Higher Education	1 meeting per year (2 meetings from 2024-2025)
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)	<i>Meets as and when required.</i>
Settlement	<i>Meets as and when required.</i>
Special	<i>Meets as and when required</i>
Curriculum and Standards	4 meetings per year (includes Curriculum Planning joint meeting with Governing Body in place since June 2021)

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

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

After consideration by the Search and Governance Committee on 26 September 2022, the recommendation to give a final extension to 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 21 March 2022, with Petrina Lynn being appointed from 1 August 2022 to 31 July 2024 (which was confirmed at the 14 July 2022 meeting of the Governing Body). After a nomination/elective process in March 2024-July 2024, Petrina Lynn was reappointed as Vice Chair from 1 August 2024 to 31 July 2026.

Committee Chairs and Vice Chairs are elected on a two year cycle or more regularly as required. The postholders as at 11 July 2024 are as follows:

Committee	Chair	Vice Chair
Audit and Risk	Iain Wright	Rachel Anderson
Corporate Services	Jane Castor	Sara Mirsalehi
Employer Voice	Sharon Lane	Rachel Anderson

Higher Education	Morgan McClintock	Petrina Lynn
Remuneration	Sarah Mirsalehi	Petrina Lynn
Search and Governance	Rob Davies	Petrina Lynn
Curriculum and Standards	Petrina Lynn	(Vacancy) *

*Vacancy filled by Marina Gaze as on 21 October 2024.

(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

5 Committee Membership

The Committee Membership as at 31 July 2024 is detailed in **Appendix 3**, and further changes were made post 1 August 2024, 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.

8 Terms of Reference

The Governing Body has devised a set of Terms of Reference, which were last approved on the 18 October 2022 for all committees.

The Audit and Risk Terms of Reference are considered annually (and approved most recently on 11 July 2024). As newer committees, the Employer Voice and Higher Education Committees had their terms of reference developed and approved over 2023-2024.

More generally, the Terms of Reference are considered on a three year approval cycle/as required with the next full review due during 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 11 July 2024, 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 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 and is due for review by the end of the current academic year.

10 Governance Training Activity

Governance Training activity for the academic year 2023/2024 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 2024/2025

The 2024/2025 Governance Training Plan was approved on 11 July 2024 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.

There was then a full revision by the AoC in 2023 and was adopted by the Governing Body on 18 March 2024 and is currently in use as of 1 August 2024. This will be formally reported on for the first time in October 2025.

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 2023/2024 review being acknowledged by the Governing Body at its meeting on 21 October 2024. There were two disclosures received during 2023-2024 which were investigated with the detail and outcome reported to the Chair of Audit and Risk, Chair and Vice Chair of Governors. One of

the allegations has moved to an Employment Tribunal Claim listed for March 2025 and updates/outcomes reported to the Chair of Audit and Risk/Chair and Vice Chair of Governors as required. The information 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 2023/2024 version having been approved on 16 December 2024.

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	11 July 2024	10 July 2025
Equality, Diversity and Inclusion Statement and Policy	11 July 2024	10 July 2025
Equality, Diversity and Inclusion Annual Report (including Strategic Overview)	16 December 2024	17 December 2025

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 2023/2024 version having been approved 21 October 2024.

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 11 July 2024.

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 Co-opted Governors.

- 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	18 March 2024	March 2027
Governor Nomination Process	13 March 2023	March 2026

The Governor Induction Programme was further updated by the Search and Governance Committee in 2024 to accommodate a more formal mentoring support route and approved on 18 March 2024.

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 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 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 2023-24 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.

At the final meeting of the board each year (July) there is a dedicated one line agenda for Link Governors to report to the Governing Body.

As at 31 July 2024

Role	College Governor
Digital	Dominic Lusardi
English and Maths	Vacancy
Equality and Diversity	Sara Mirsalehi
Finance	Rob Davies
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)	Jon Tait
Personal Development, Behaviour and Attitudes	Petrina Lynn
Safeguarding / Prevent	Michael Laidler (Co-opted) until 11 July Andy Hassack as at 1 August
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 was very positive overall showing 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 from 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 oversaw detailed monitoring of progress with regular reporting into the Governing Body over 2023-2024 and positive progress has been made in the majority of areas. Where there is still work to do, the actions have transferred into the 2024-2025 cycle.

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 2023-2024, 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 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 2023/2024 Governance Self-Assessment was approved by the Governing Body at its meeting on 16 December 2024, with the following grades agreed and Areas for Improvement for 2024-2025 being identified.

	SAR 2023/2024
Overall Effectiveness	Good
Leadership and Management	Good

The Search and Governance Committee continue to be briefed on progress against the Areas for Improvement (2024-2025), and the first review took place on the 18 February 2025, with a further review scheduled for 9 June 2025, which will result in further changes by 31 July 2025.

Areas for Improvement 2024-2025 (as at February 2025)

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 which has improved the ease of monitoring and effective reporting.

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

19 Governance Performance Indicators 2023-2024

The Governing Body refined its Governance Performance Indicators following the Ofsted Inspection in September 2016, and the results for 2023-2024 are attached in **Appendix 9**.

All areas were '**Achieved**' by December 2024, with the exception of '**to ensure good governance supports the College in its development and delivery of its 5 year strategic plan**', where the key performance indicators were '**set and achieve a stretching set of Key Performance Indicators (KPIs) which ensure the College is above National Rates in all it does**'. The College has made some excellent progress as can be evidenced in the College KPIs but technically the College was not above National Rate on all KPIs hence the '**On Track**' final assessment for that indicator.

20 Management Information

During the 2023-2024 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. FE Week
 - Government and Funding Body Publications
 - AoC Briefings
 - Regular Principal/CEO and SLT 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 co-opted governors 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.

2023-2024 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 on to pastures new. However, a number of new and talented Governors have joined the Governing Body during 2023-2024, 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.

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 meetings regularly which can also lead to a faster turnover. 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 with 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.

We continue to review and update 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 continue to review our approach to HE as a Governing Body in the year to come. During 2023-24 we reviewed our approach to employer engagement and following the second meeting of this newly established Committee, are pleased with its initial impact and focus, though intend to monitor progress and effectiveness throughout 2024-25.

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 Co-opted Governors 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. The actions from the review have been embedded and are regularly reviewed in our self-assessment going forward.

Attendance for 2023-2024 at 75% is slightly lower than the previous year (79%) 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 were recognised in our February 2024 Ofsted inspection, which in addition to reinforcing our Good grade, judged us strong for skills with six outstanding areas (Leadership and Management, Apprenticeships, Adult Education, High Needs, Behaviour and Attitudes and Personal Development). Our internal SARS process maintained its Grade 2 status, but we are seeing greater consistency and improving performance across the College.

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 in which FE sits, along with other sectors, which is 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 continues 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.

Given the recent change of Government and the continuing uncertainty of priorities and funding thereof, our Strategic Plan remains under constant review and as such we do not expect to update it during 2024-25. Instead, we intend to maintain its relevance in the light of the ongoing impact of the Local Skills and Improvement Plan (LSIP) on local employment needs, the ongoing announcements on a Tees Freeport, as well as announcements related to the Government's agenda. We do, however, remain concerned at the lack of funding to resource the demand for places for young people and adults.

Our bespoke engineering centre TTE was built, fitted out, completed and operational by September 2024. We are pleased to report we have acquired a new site for our adult education centre which we expect to be up and running during 2026.

These investments reinforce our continued commitment and desire to improve everything we do, and 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, with significant changing working practices in what is a volatile and uncertain environment.

The end of July 2025 brings a close to my tenure as Chair of Middlesbrough College. It has been a privilege and an honour to lead the College for the last ten years during which we have seen many changes, good growth, overcome constant challenge, and delivered modern relevant facilities to educate and train our workforce of the future. A special and personal thanks to all our Governors past and present without whose contribution and willingness to give time and expertise Middlesbrough College would not be where it is today

Once again, thank you.

Here's to an interesting and challenging year ahead!

APPENDIX 1 ATTENDANCE FIGURES 2023-2024

Committee Attendance 2023-2024

Committee	Number of Meetings 2023-2024	% Overall Attendance (in brackets are % for 2022-23)
Audit and Risk	4	81% (72%)
Corporate Services	3	80% (88%)
Employer Voice	1	100% (no comparison to previous yr)
Search and Governance	3	74% (83%)
Curriculum Planning	1	71% for Curriculum and Standards 43% for all GB (56% Curriculum and Standards 43% GB)
Curriculum and Standards	3	71% (64%)
Governing Body (Ordinary)	4	82% (83%)
Higher Education	1	100% (75%)
Governing Body (Training/Strategic)	3	56% with 65% Governors and 36% Co-opted (63% with 70% Governors and 42% Co-opted)
Remuneration	1	100% (100%)

To Note: - all meetings, were quorate for 2023-24

Governor Attendance only

Committee	Number of Meetings 2023-2024	% Overall Attendance (in brackets are % for 2022-23)
Audit and Risk	4	74% (79%)
Corporate Services	3	85% (90%)
Employer Voice	1	100% (no comparison)
Search and Governance	3	75% (81%)
Curriculum and Standards	4 (inclu. Curr plan)	74% (80%)
Governing Body (Ordinary/Strat)	7	75% (77%)
Higher Education	1	100% (75%)
Remuneration	1	100% (100%)

	Attendance Rate (Percentage)
Overall Attendance for Governors	2023-2024 – 75% (2022-2023 – 79%) (2021-2022 – 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 – 31 July 2024

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

Audit and Risk (7) Mr I Wright Ms R Anderson Mr D Budd (CO) Mr M King (CO) Mr M McClintock Mr A Coleman Cooke (CO) Mr I Wallace	Corporate Services (10) Mrs J Castor Ms S Mirsalehi Mr S Brown (CO) Mr R Davies Mr I Anwar Mr M Lamb Mrs Z Lewis Mr D Lusardi Mrs A Pajura-Jaszczak Mr P Sharp	Higher Education (5) Mr M McClintock Mrs P Lynn Mr R Davies Mrs Z Lewis Mrs L Woods + Student Rep + relevant SLT and SLTT members	Remuneration (6) Ms S Mirsalehi Mrs P Lynn Ms J Castor Mr R Davies Mr I Wallace Mr I Wright	Search & Governance (8) Mr R Davies Mrs P Lynn Mrs Z Lewis Mrs J Castor Mr M McClintock Ms S Mirsalehi Mr I Wright	Curriculum and Standards (7) Mrs P Lynn Ms C Cannon (CO) Mr A Hassack Mrs S Lane Mrs Z Lewis Mr D Still Mr J Tait Mrs L Woods	Employer Voice and Engagement Ms S Lane Ms R Anderson Mr I Anwar Mr D Lusardi + employer rep Mr D Dodds + relevant SLT and SLTT members
Selection (Senior Posts) Chair of Governors Vice Chair of Governors Principal and Chief Executive Chairs of Committees <i>(For this Committee, the Chair of Governors is empowered to select a substitute when a Chair of Committee is not available).</i> <i>(The Principal & Chief Executive is excluded from any recruitment for the post of Principal and Chief Executive and hence the membership profile will reduce by 1)</i>			Settlement (3) Chair of Governors Vice Chair of Governors Chair of Corporate Services		Special (3) Vice Chair of Governors Governors Chair of Corporate Services	Appeals (Senior Postholders) (3) Chair of Corporate Services Vice Chair of Governors
				<i>For both the Special and Appeals Committees, an additional member (either the Chair of Remuneration or Audit and Risk) will be added, subject to their availability.</i>		

To Note:

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

APPENDIX 4 - Committee Structure and Membership – 1 August 2024

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

Audit and Risk (7) Mr I Wright Ms R Anderson Mr D Budd (CO) Mr M King (CO) Mr M McClintock Mr A Coleman Cooke (CO) Mr I Wallace	Corporate Services (10) Mrs J Castor Ms S Mirsalehi Mr S Brown (CO) Mr R Davies Mr I Anwar Mr M Lamb Mrs Z Lewis Mr D Lusardi Mrs A Pajura-Jaszczak Mr P Sharp	Higher Education (5) Mr M McClintock Mrs P Lynn Mr R Davies Mrs Z Lewis Mrs L Woods <u>+ Student Rep</u> <u>+ Mr B Robinson</u> Mr O Rodley Mr P Stone	Remuneration (6) Ms S Mirsalehi Mrs P Lynn Ms J Castor Mr R Davies Mr I Wallace Mr I Wright	Search & Governance (7) Mr R Davies Mrs P Lynn Mrs Z Lewis Mrs J Castor Mr M McClintock Ms S Mirsalehi Mr I Wright	Curriculum and Standards (8) Mrs P Lynn Ms C Cannon (CO) Mr A Hassack Mrs S Lane Mrs Z Lewis Mr D Still Mr J Tait Dr L Woods	Employer Voice and Engagement (5) Ms S Lane Ms R Anderson Mr I Anwar Mr D Lusardi <u>+ employer rep</u> Mr D Dodds + Mrs Z Lewis Mr B Robinson Mr G Potts Mr P Watt Ms J Barwell Mr P Blewitt Ms R Gray
Selection (Senior Posts) Chair of Governors Vice Chair of Governors Principal and Chief Executive Chairs of Committees <i>(For this Committee, the Chair of Governors is empowered to select a substitute when a Chair of Committee is not available).</i> <i>(The Principal & Chief Executive is excluded from any recruitment for the post of Principal and Chief Executive and hence the membership profile will reduce by 1)</i>		Settlement (3) Chair of Governors Vice Chair of Governors Chair of Corporate Services		Special (3) Vice Chair of Governors Governors Chair of Corporate Services	Appeals (Senior Postholders) (3) Chair of Corporate Services Vice Chair of Governors	
				<i>For both the Special and Appeals Committees, an additional member (either the Chair of Remuneration or Audit and Risk) will be added, subject to their availability.</i>		

To Note:

- **Mr Aslam Hanif** is also a Co-opted Governor of the Equality & Diversity Committee (this is not a direct sub-committee of the Governing Body).
- **Mr Andrew Hassack** is also the Safeguarding Link 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 2023-2024

Annual Training and Strategic Planning		
25 September 2023 (4 hours)	Governing Body Strategic Planning Session	Rachel Anderson, Rob Davies, Darush Dodds, Marina Gaze, Malcolm King, Matthew Lamb, Petrina Lynn, Morgan McClintock, Jon Tait, Dan Still, Aga Pajura-Jaszczak, Zoe Lewis, Stephen Brown, Ashley Coleman-Cooke, Sarah Shepherd, David Budd. 60% attendance for Governing Body 50% attendance for Co-opted Governors
21 February 2024 (3 hours)	Governing Body Development Session	Rachel Anderson, Imran Anwar, Jane Castor, Rob Davies, Malcolm King, Sharon Lane, Petrina Lynn, Morgan McClintock, Sara Mirsalehi, P Sharp, Ian Wallace, Laura Woods, Aga Pajura-Jaszczak, Max Cameron, Taylor Edgcombe, Zoe Lewis, Ashley Coleman-Cooke. 73% attendance for Governing Body 14% attendance for Co-opted Governors
11 May 2024 (4 hours)	Governing Body Strategic Planning	Rob Davies, Rachel Anderson, Stephen Brown, David Budd, Jane Castor, Zoe Lewis, Dominic Lusardi, Aslam Hanif, Petrina Lynn, Morgan McClintock, Aga Pajura-Jaszczak, Dan Still, Phil Sharp, Jon Tait, Laura Woods, Iain Wright. 62% attendance for Governing Body 43% attendance for Co-opted Governors
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 Thursday 9 May 2024	AoC Staff Governor Network	Dan Still Dan Still (elected Chair) Dan Still 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 to be held at Middlesbrough College)	Zeta Foster
Friday 23 February 2024 1.30-4pm	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 Rob Davies, Zoe Lewis
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
Thursday 29 February 2024	AoC Mental Health / Wellbeing Focus Group: Inspection	Zoe Lewis
Monday 20 May 2024	AoC Northern Ofsted Roadshow (online)	Zoe Lewis
Tuesday 12 March 2024	AoC NE Principals Catch-up (online)	Zoe Lewis
Wednesday 13 March 2024	AoC Performance and Accountability Conference (online)	Zoe Lewis (chaired)
Thursday 14 March 2024	AoC Project: Strengthening Governance of the skills system Meeting and (online)	Zoe Lewis
Thursday 14 March 2024	2030 Strategy Group / AoC Board meeting (online)	Zoe Lewis
Monday 8 April	HMI Treasury Roundtable / Skills Pipework Discussion	Zoe Lewis
Tuesday 9 April 2024	Launch of AoC's '100% Opportunity: The Case for a Tertiary Education System'	Zoe Lewis

Monday 22 April – Thursday 25 April 2024	Attended a Government Research Visit to Berlin with Ofqual	Zoe Lewis
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/loT 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		<ul style="list-style-type: none"> 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		New governors have completed all mandatory induction with the exception of partial completion by two of E&D modules.
Meeting Chair of Governors		Imran Anwar – November 2023 David, Ian and Laura to be arranged
Regular meetings with Mentor (Chair of Committee) as of March 2024 – to be arranged for all		Laura Woods – 4 June 2024 (Morgan McClintock, Petrina Lynn)
Monday 27 November 2023 (1.30 – 4 pm) Monday 15 January 2024 (1.30 – 4 pm) Tuesday 26 March 2024 (1.30-4 pm) Monday 1 July 2024 (1.30-3 pm)	AoC Induction	David Budd Darush Dodds, Ian Wallace, Laura Woods Jane Castor <i>Imran Anwar booked on event 1 July 2024</i>
Monday 25 March 2024 (1-4.30 pm)	AoC Student Induction - Online	Max Cameron
Individual Training and Development (College Based)		
Wednesday 13 September 2023 (1.00 – 5.30 pm)	Departmental Curriculum SAR & QiP 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 & QiP 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 & QiP 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 3 June 2024	SLT Risk Management Group attendance	Rob Davies Morgan McClintock Malcolm King <i>Ian Wallace due to attend June 2024</i>
13 March 2024	Refresh induction with SLT (optional for established governors)	Rob Davies Ashley Coleman Cooke
Mandatory Training - two year cycle		
At Induction	<ul style="list-style-type: none"> - IT Acceptable Use Policy and Practice - Safeguarding - Prevent - Equality and Diversity including LGBT Awareness - Whistleblowing 	<p><u>To note:</u> If new or existing governors have already completed the required training within part of their working role/other roles, Z Foster/HR will quality assure their evidence (ideally certification) and if deemed appropriate that element of training will not need to be repeated for the purposes of the College mandatory training cycle</p> <p><i>The majority of Governors are up to date on Safeguarding, Prevent and E&D.</i></p>
All Governors on a two year cycle	3 of the following: <ul style="list-style-type: none"> - Health and Safety - Safeguarding - Equality and Diversity - Prevent - Data Protection - Cyber Security - Bribery 	
Additional optional training	<ul style="list-style-type: none"> - Sexual Victimization and Harassment + possible other modules as appropriate.	



KEY COLLEGE PARTICIPATION EVENTS FOR GOVERNORS AND CO-OPTED GOVERNORS ATTENDANCE 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 18 March 2024 (4pm)	Informal meet with student class reps (ahead of Governing Body meeting)	Max Cameron, Rob Davies, Taylor Edgcombe, Marina Gaze, Malcolm King, Matthew Lamb, Dominic Lusardi, Petrina Lynn, Morgan McClintock, Sharon Lane, Zoe Lewis, Sara Mirsalehi, Phil Sharp, Dan Still, Ian Wallace, Laura Woods
SUMMER TERM (Easter – July 2024)		
Wednesday 1 May 2024 5-7 pm	Ofsted Celebration	Rachel Anderson, Rob Davies, Petrina Lynn, Zoe Lewis, Michael Laidler
Tuesday 14 May 2024 6-9pm	Students Awards Ceremony (Main Hall)	David Budd, Laura Woods, Zoe Lewis



Appendix 6

GOVERNING BODY TRAINING PLAN and PARTICIPATION 2024-2025

Annual Training and Strategic Planning		
1 October 2024 (4 hours)	Governing Body Strategic Planning Session	Rob Davies, Alex Bradford, Stephen Brown, David Budd, Jane Castor, Andy Hassack, Matthew Lamb, Zoe Lewis, Dominic Lusardi, Aga Pajura-Jaszczak, Phil Sharp, Dan Still, Ian Wallace, Laura Woods. 50% Governors 33% Co-opted 46% Overall
18 February 2025 (3 hours)	Governing Body Development Session	Rachel Anderson, Jane Castor, Rob Davies, Marina Gaze, Matthew Lamb, Dominic Lusardi, Petrina Lynn, Sara Mirsalehi, Jon Tait, Ian Wallace, Taylor Edgcombe, Olivia Manners Zoe Lewis, Caroline Cannon, Ashley Coleman Coke, Asma Shaffi 57% Governors 43% Co-opted 53% Overall
9 May 2025 (4 hours)	Governing Body Strategic Planning	
9 June 2025 (3 hours)	Governing Body/Curriculum and Standards Committee – Curriculum Planning	

Governors Social Event		
18 February 2025	Brassiere Social Event 6 for 6.30-8.30pm (Governors/Co-opted Governors)	Rachel Anderson, Jane Castor, Rob Davies, Marina Gaze, Matthew Lamb, Dominic Lusardi, Petrina Lynn, Sara Mirsalehi, Jon Tait, Taylor Edgcombe, Olivia Manners Zoe Lewis, Ashley Coleman Coke, Asma Shaffi + All SLT members
Triumvirate Meetings		
1 October 2024	Rob Davies/Zoe Lewis/Zeta Foster	
8 November 2024	Rob Davies/Zoe Lewis/Zeta Foster	
9 December 2024	Rob Davies/Zoe Lewis/Zeta Foster/Petrina Lynn	
17 March 2025	Rob Davies/Zoe Lewis/Zeta Foster	
9 June 2025		
Governance related Training/Networking		
8 October 2024 (2-5 pm) 13 May 2025 (2-5 pm) – <i>These will be in person venue to be confirmed.</i>	Principal and Chairs AoC Regional Meetings (all followed by Chairs Network)	Zoe Lewis Rob Davies
16 September 2024 (5-6 pm) 18 November 2024 (5-6 pm) 17 December 2024 (5-6 pm) 20 January 2025 (5-6 pm) 17 February 2025 (5-6 pm) 17 March 2025 (5-6 pm) 21 April 2025 (5-6 pm) (<i>Bank Holiday</i>)	AoC Chairs and Vice Chairs Q&A Meetings (Zoom)	Petrina Lynn attended Petrina Lynn - Rob Davies, Petrina Lynn
4 November 2024 (5-6 pm) 26 March 2025 (5-6 pm)	AoC Chairs of Finance and Audit Networks	Iain Wright
5 November 2024 (2-3.30 pm) 7 January 2025 (10-11.30 am) 10 March 2025 (5-6 pm) 18 March 2025 (10-11.30 am) 17 June 2025 (10-11.30 am)	AoC Curriculum and Quality Networks	Petrina Lynn -

12 and 13 November 2024 (2 days)	AoC Annual Conference	Zoe Lewis + Laura Woods
20 November 2024 (3-4 pm) 13 March 2025 (3-4 pm) 6 May 2025 (3-4 pm)	AoC Student Governor Networks	Olivia-Rose Manners & Alex Bradford
25 November 2024 (11-12) 10 March 2025 (11-12)	AoC AI Governance Working Group	Zeta Foster Zeta Foster
26 November 2024 (10-11.30 am) 4 February 2025 (10-11.30 am) 3 June 2025 (10.30-1.00 pm)	AoC Governance Professionals Regional Meetings	Zeta Foster Zeta Foster
5 December 2024 (9-12.30 pm)	AoC Staff Governor Conference	Dan Still
13-15 th January 2025 (3 days residential) (and ongoing Action Learning and Report by end of March 2025)	ETF/IoD Governance Professionals Leadership Programme	Zeta Foster
12 March 2025 (5-6 pm)	AoC SEND Committee Network Meeting	
18 March 2025	OfS Effective Governance Roadshow – Sheffield	Rob Davies
19 March 2025 (5-6 pm)	AoC EDI Network Committee Networks	
TO BE CONFIRMED	ESFA Annual Strategic Conversation	Rob Davies, Petrina Lynn, Zoe Lewis
Induction and Buddy		
Initial standard induction processes and information completed by:		Andrew Hassack – 28.08.24 Beverley Murphy – 13.12.24, 22.01.25, 24.01.25, 2.05.25 Mark Wells – 28.01.25 Asma Shaffi – 03.02.25 and 17.03.25
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		
15 November 2024 (2.45-5 pm)	AoC Induction	Imran Anwar, Andrew Hassack <i>To be arranged for: any new governors</i>

18 October 2024 (10-12 noon)	AoC Student induction – online	Olivia-Rose Manners, Alex Bradford
11 November – 12 November 2024	AoC Student and Staff Governors Summit (Birmingham)	Aga Pajura-Jaszczak, Dan Still, Olivia-Rose-Manners, Taylor Edgcombe, Alex Bradford
Mentor system in place for: I Anwar, L Woods, I Wallace, A Hassack. To be arranged for Beverley Murphy, Mark Wells and Asma Shaffi		
New Chair AoC training/mentoring and support - Further information is being sought on the offer available by AoC/ETF for 2025		To be confirmed
Individual Training and Development (College Based)		
Monday 11 November 2024	SARs Meeting	Rachel Anderson, Rob Davies, Matthew Lamb, Dominic Lusardi, Petrina Lynn, Morgan McClintock, Sara Mirsalehi, Ian Wallace, Laura Woods, Aga Pajura-Jaszczak, Dan Still, Ashley Coleman Cooke. 60% Governors 16% Co-opted (voluntary)
Wednesday 27 November 2024 Tuesday 18 February 2025 Tuesday 3 June 2025	SLT Risk Management Group attendance	Rachel Anderson No A&R attended
Mandatory Training		
At Induction	<ul style="list-style-type: none"> - ACT Awarenesses - Bribery - Equality and Diversity Awareness - Keeping Children Safe in Education - Prevent - Safeguarding - IT Acceptable Use Policy and Practice 	<u>To note:</u> If new or existing governors have already completed the required training within part of their working role/other roles, Z Foster/HR will quality assure their evidence (ideally certification) and if deemed appropriate that element of training will not need to

All Governors	<ul style="list-style-type: none"> - Keeping Children Safe in Education annual update - Safeguarding annual update (February 2025) - Prevent on a two year cycle + Sexual Harassment Duties – February 2025 training session	be repeated for the purposes of the College mandatory training cycle
Additional optional training	<ul style="list-style-type: none"> - ETF Governance Learning Platform - Various Thrive Modules 	

KEY COLLEGE PARTICIPATION EVENTS FOR GOVERNORS AND CO-OPTED GOVERNORS 2024-2025

DATE	NAME OF EVENT	GOVERNORS ATTENDING
AUTUMN TERM (August – December 2024)		
Monday 11 November 2024	Remembrance Ceremony	Rachel Anderson, Ashley Coleman-Cooke, Rob Davies, Matthew Lamb, Zoe Lewis, Dominic Lusardi, Sara Mirsalehi, Morgan McClintock, Aga Pajura-Jaszczak, Dan Still, Ian Wallace, Laura Woods
Wednesday 20 November 2024	Annual Apprenticeships Awards	Zoe Lewis, Dominic Lusardi
Thursday 21 November 2024	Student Council Meeting	Zoe Lewis, Petrina Lynn, Laura Woods
Tuesday 26 November 2024	HE Graduation Ceremony – Town Hall	Zoe Lewis, Petrina Lynn, Dan Still
SPRING TERM (January – Easter 2025)		
Thursday 23 January 2025	Student Council Meeting	Zoe Lewis, Petrina Lynn, Imran Anwar, Andy Hassack
Thursday 20 March 2025	TTE Official Opening Ceremony	Zoe Lewis, Rob Davies, Petrina Lynn, Rachel Anderson, Sharon Lane, Mark Wells
Thursday 3 April 2025	Student Council Meeting	Zoe Lewis, Petrina Lynn, Mark Wells
SUMMER TERM (April – July 2025)		
Thursday 22nd May 2025	Student Council Meeting	Zoe Lewis, Petrina Lynn, Asma Shaffi, Phil Sharp, Ian Wallace
Wednesday 11 June 2025	Student Award Ceremony	

LINK GOVERNOR REGULAR COLLEGE MEETINGS 2024-2025

DATE	NAME OF COLLEGE MEETING	LINK GOVERNORS ATTENDING
AUTUMN TERM (August – December 2024)		
10 September 2024	Introductory meeting with Sarah Langstaff	Rob Davies
23 September 2024	Digital Transformation Meeting	Dominic Lusardi
1 October 2024	Triumvirate Meeting	Rob Davies/Zoe Lewis/Zeta Foster
16 October 2024	Meeting with Zara Proudler (as Careers Link)	Petrina Lynn
4 November 2024	Health & Safety Committee	Phil Sharp
7 November 2024	Meeting with Aimey Adamson (as SEN Link Governor)	Caroline Cannon
8 November 2024	Triumvirate Meeting	Rob Davies/Zoe Lewis/Zeta Foster
15 November 2024	Digital Technical Advisory Board	Dominic Lusardi
21 November 2024	Student Council Meeting	Petrina Lynn
9 December 2024	Triumvirate Meeting	Rob Davies/Zoe Lewis/Zeta Foster/Petrina Lynn
SPRING TERM (January – Easter 2024)		
23 January 2025 (12-2 pm)	Student Council	Petrina Lynn
31 January 2025	Health & Safety Committee	Phil Sharp
14 February 2025	Digital Transformation Meeting	Dominic Lusardi
17 March 2025	Triumvirate Meeting	Rob Davies/Zoe Lewis/Zeta Foster



Appendix 7

THE FURTHER EDUCATION CORPORATION OF MIDDLESBROUGH COLLEGE

Annual Report of the Remuneration Committee

2023-2024

1. Introduction

This report outlines the work of the Remuneration Committee of the FE Corporation of Middlesbrough College during 2023-2024.

The report was discussed at the annual meeting of the Remuneration Committee on 9 December 2024 and approved by the Corporation Board on 24 March 2025.

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 conducted, and reported back to the Remuneration Committee, so that a recommendation can be made to the Governing Body on whether a pay award should be made.

In addition, and in response to the AoC Remuneration Code which has been adopted by the Governing Body, the Committee is responsible for the creation of an annual report from 2019 onwards (**as per item 3 below**) and adherence to the Code was presented to the Governing Body on 16 December 2024.

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 Remuneration Committee only meets once a year in December, unless a special meeting is to be organised.

During the 2023-2024 academic year, this took place on 11 December 2023 and considered the AoC Remuneration Code, the appraisal of the Principal for 2022-2023 and objectives for 2023-2024, the appraisal of the Head of Governance for 2022-2023 and the objectives for the Head of Governance for 2023-2024. The meeting also considered the draft Annual Report 2023-2023. 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.

During 2024-2025 academic year, a meeting also took place on 9 December 2024 which considered the draft Annual Report 2023-2024 (including adherence to the Remuneration Code), the 2023-2024 appraisal of both the Principal

and Head of Governance and 2024-25 objectives for both. The Principal/Chief Executive was not in attendance for any part of the 9 December 2024 meeting.

The Head of Governance/Clerk clerks the meeting but leaves during discussions concerning her own remuneration and terms and conditions.

3. Terms of Reference

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

The Remuneration Committee should:

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

The Committee has:

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

The Remuneration Committee's remit is:

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

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

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

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

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

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

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

4. Remuneration Policy

The Corporation's approach to remuneration for Senior Postholders is consistent with all staff and is linked to appraisal as per the Appraisal Policy (September 2024).

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 16 December 2024 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: <ul style="list-style-type: none"> - the use of external benchmarking data in relation to any considerations of salary - The College's Equality Policy and Statement. Middlesbrough College has in place a Single Equality Scheme and Action Plan that is linked to the College Strategic Plan and its Mission Statement and is informed by the Equality Act 2010 and associated legislation - all policies and procedures, including those relating to pay and appraisal of all staff, conform to the Equality Act as above and all have an Equality Impact Assessment attached to them. - the Gender Pay Gap is reported to the Governing Body annually by HR - the varied make-up of the membership of the Remuneration Committee 	Y
Any severance payments must be reasonable and justifiable	Annually, the VP of HR prepares and delivers an annual report on all severance payments to the Governing Body which is considered in detail (for 2023-2024 this was 21 October 2024) by College Governors.	Y
Remuneration Committees must be independent, competent and should not be chaired by the Chair of the Governing Body	The terms of reference evidence that the Committee is as outlined and is not chaired by the Chair of the Governing Body	Y
The Chief Executive must not be a member of the Remuneration Committee	The terms of reference evidence that the Chief Executive is not a member of the Remuneration Committee	Y
The process for setting remuneration must be transparent. For Senior Post Holders there must be a college level justification for remuneration that relates to the competitive environment, the values of the roles and institutional performance	This is evidenced in the papers of the Remuneration Committee which outlined an independent, fair and transparent methodology and application and where monetary values are discussed these are clearly benchmarked and justified. For the CEO (who is the only senior post holder within the Remuneration Committee's remit) institutional performance is directly linked to her performance and is evidenced clearly	Y

	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 2024 are set out in note 7 of the 2023-2024 Financial Statements	Y
Each college must publish a readily accessible annual statement, based on an annual report to its governing body containing: a) a list of Senior Post Holders within the remit of Remuneration Committee; b) its policy on the remuneration for post holders within the remit of Remuneration Committee; c) its choice of comparator college(s)/organisation(s); d) its policy on income derived from external activities; e) the pay multiple of the Chief Executive / Principal and the median earnings of the institution's whole workforce, illustrating how that multiple has changed over time and, if it is significantly above average, an explanation of why; and f) an explanation of any significant changes	<p>The Remuneration Committee will publish a separate annual statement which will be presented to the Governing Body March 2025.</p> <p>However, the majority of information has been widely reported throughout the year in a transparent fashion specifically: the Terms of Reference, previous recommendations of the Remuneration Committee and the annual Financial Statements.</p> <p>The key detail in relation to the pay multiple of the Chief Executive and median earnings and agreement to adherence to the code is also within the Annual Financial Statements.</p> <p>Directly quoted from the Annual Statutory Accounts 2023-2024 is the following which demonstrates key elements of the statement clearly:</p> <p>'Remuneration Committee The Remuneration Committee comprises five members of the Governing Body as at 31 July 2024, and its main responsibility is to make recommendations to the Governing Body on the remuneration and benefits of the Principal/Chief Executive (<i>Accounting Officer</i>), Senior Postholders (if applicable) and the Head of Governance/Clerk to the Corporation. It is also responsible for producing an annual report on the business of the Committee, to comply with the AoC Code of Good Governance, Annex 1 (The Colleges' Senior Post Holder Remuneration Code).</p> <p>The Principal/Chief Executive (<i>Accounting Officer</i>) is a Senior Postholder.</p> <p>There are no other Senior Postholders as at the 31 July 2024.</p> <p>The Head of Governance/Clerk to the Corporation is not a designated Senior Postholder.</p> <p>Details of remuneration for the year ended 31 July 2024 are set out in note 7 of the 2023-2024 Financial Statements.</p>	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 2023-2024 these were agreed in October 2023 and came to the Remuneration Committee for discussion and approval on 11 December 2023.

The appraisal of 2023-2024 was later approved by the Governing Body on 16 December 2024 after the annual meeting with the Chair and Vice Chair on 8 November 2024 and consideration by the Remuneration Committee on 9 December 2024.

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 2023-2024 these were agreed in October 2023 and came to the Remuneration Committee for discussion and approval on 11 December 2023.

The appraisal of 2023-2024 was later approved by the Governing Body on 16 December 2024 after the annual meeting with the Chair and Vice Chair on 8 November 2024 and consideration by the Remuneration Committee on 9 December 2024.

8. Chief Executive's Remuneration

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

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).'*

This was subsequently endorsed by the Governing Body on 18 December 2023.

At the meeting of 9 December 2024, it was **agreed** that:

'That the Principal / Chief Executive's Salary Review for the Academic Year 2024-2025 to be in line as agreed for all staff at such point as the Pay Award for all staff is determined. (to note the Pay Award determination normally approved by the Governing Body at its December meeting has been deferred until the Spring term).'

This decision was subsequently **approved** by the Governing Body on 16 December 2024.

The process is outlined in the Financial Statements 2023-2024:

'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 Jan 2023 – 30 Sept 2023*	30 Sept 2023 – 31 Dec 2023*	1 Jan 2023- 31 Dec 2023 combined total	1 Jan 2024-31 December 2024
Salary	£115, 875 (annual salary of £154,500)	£41,135.64 (annual salary of £164,542)	£157,010.64 actual salary over the period	£164,542.50
Performance Related Pay	-	-	-	-
Benefits	-	-	-	-
Pension Costs	£17,999.25	£6,458.31	£24,457.56	£25,833.24
Total			£181,468.20	£190,375.74

*a staff pay award of 6.5% for all staff was granted from 1 October 2023 rather than the traditional 1 January (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 Head of Governance/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 2022-2023 and 2023-2024 were as follows:

EXPENSES	
2022-2023	£1002.76 Costs associated with attendance at regional and national policy forums and sector conferences
2023-2024	£2,199.53 Costs associated with attendance at regional and national policy forums and sector conferences and with attendance at international visits as part of national policy forums/DfE

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 2023-2024 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.

A handwritten signature in purple ink, appearing to read 'Sara Mirsalehi', with a large, sweeping flourish extending from the end of the signature.

Sara Mirsalehi Signature:

Chair of the Remuneration Committee

Date: 17.12.2024



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 2023-2024 (Final)

Performance Indicators	SMART Target (What will success look like?)	Progress Measures (How will progress and impact be measured throughout the year?)	Leads	Update 3 - Oct 24/FINAL (DEC 24)	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	100% filled for Governing Body and Co-opted Governors are back up to 7
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 expectations/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	Head of Governance	Achieved	All business was completed to the planned cycle of business for the academic year. There were (as always) only 1-2 governors unable to attend SARs on a two year cycle (due to work commitments which were known in advance)
Meeting Quoracy	100%	quoracy at least 40% at each meeting	Head of Governance	Achieved	All meetings for the academic year 2023-2024 were quorate
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 2024-2025/2025-2026 (or sooner if required)	Reviews have been completed with documents updated	Head of Governance	Achieved	The Employer Voice ToR was approved in July 2024 as was the updated ToR for Audit and Risk Committee. There will be a review of all other committees' ToR during 2025 and Standing Orders 2025-2026
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	The Vice Chair elective process was concluded 11 July 2024 with P Lynn remaining in post for a further two years. The Vice Chair of Curriculum and Standards was confirmed at the October 24 GB meeting

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	Achieved	The training plan for 2024-25 was approved on 11 July 2024. The new AoC Code of Governance was in force as of 1 August 2024. Reporting against the previous code for 2023-2024 was approved by Search and Governance in October with confirmation of adherence to the Code at October GB. Membership discussed as a standing item on S&G agenda.
To ensure that the Chair and Vice of Governors holds annual review meetings with all Governors and Co-opted Governors and feed back any key emerging issues to the Search and Governance Committee and/or the Head of Governance.	Annual Reviews carried out and feedback 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 vast majority of meetings took place over three days and this was fed back to Search and Governance Committee in October. The Principal and Head of Governance had received feedback with actions implemented and/or forming part of the Areas for Improvement where necessary. Training ideas/recommendations have been incorporated into the Feb 25 training session.
To ensure that the Remuneration Committee undertakes the annual appraisal of the Principal/Chief Executive, Head of Governance 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 2023-2024 would be appraised during the Autumn Term 2024 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 Principal and Head of Governance were reviewed on 8 November 24 with final approvals on 9 December Remuneration meeting and subsequent GB meeting (16 December 24). Whilst an overall decision about staff Pay Award was postponed, it was agreed that both would be eligible for any staff pay award if and when this occurs.
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 2023-2024 was approved by the Remuneration Committee in December, with adherence confirmed at GB on 16 December 24. It would form part of the Corporate Governance Report which would be approved by the Governing Body in March 2025 and published thereafter as per the cycle

College Performance Indicators					
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 Objectives and Strategic Plan; Termly strategy review progress reports	Chair/CEO-SLT/Head of Governance	On Track	The College has made some excellent progress as can be evidenced in the College KPIs. However, the College is not above National Rate on all KPIs. KPIs have been adjusted and will be monitored for 24-2025 (with the first report given to Governors on 16 December 24).
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 Inspection 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	Achieved	Whilst the performance indicator has been achieved, there are strengthened and stretching performance measures in place. SAR meetings took place in September and the Governance SAR validation (attending by a good proportion of governors) occurred on 11 November with the final outcome for 2023-2024 approved at the December GB meeting.

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 (2023-2024)	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	Achieved	Good financial health was consistent throughout 2023-2024. The three year financial plan approved by the Governing Body in July confirms the expectation that this will remain the case. The annual financial statements audit outcome in December 24 reported a clean audit. During the Autumn term, adjustments to the 3 year budget plan were discussed and approved by the Governing Body (December) to ensure that 'good financial health' was maintained despite a number of unexpected complexities.
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 24; 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	Achieved	All Safeguarding and Health and Safety reports have been shared with the GB every term and annual reports approved at the GB meeting of 21 October 2024 where it is actively discussed by Governors. A new link governor in place for Safeguarding as of July 2024 who has been involved in College safeguarding meetings.
To ensure good governance supports the College in meeting the needs of its diverse community and affords 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 monitored by Search and Governance Committee and used for future recruitment activities where appropriate	E&D SLT Lead/E&D Link Governor/Search and Governance	Achieved	Monitoring of EDI has been consistent throughout the year and the annual report was discussed and approved at the December meeting of the GB. Equality data has been collected on the Governing Body which shows some progress.
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 Committee	Achieved	With the updating of scoring system for the risk registers risk management is strong and the Audit and Risk Committee are clear in supporting and challenging areas of risk in the College to ensure that the risks are mitigated/monitored and (where appropriate) extended removed. The Risk Management Annual Plan was approved on 11 July 2024. An additional Internal Audit in an area of potential risk (subcontracting) where there were some outstanding issues, returned a positive and improved picture (September) which was discussed in full at Audit and Risk (27 September). Additionally, internal audits have been agreed for 2024-2025 (and beyond) which align with the strategic risk registers (e.g. procurement audit in 2025-26)

Appendix 10 Governance Self Assessment Areas for Improvement 2024-2025

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)	SMART target (What would success look like?)	Progress measures (How will progress and impact be measured throughout the)	Strategic lead	Operational lead	Update 1 - Feb 25	Evidence (How do you know?)
Succession Planning including Chair	1) Terms of Office and early resignations can cause a gap in relevant skills and experience generally and in relation to Chairs of Committee 2) Term of office for Chair of Governing Body is within the exceptional (3rd) and final term.	1) General succession planning for next 24 months particularly in relation to i) ensuring breadth of skills and experience is maintained with any changes in the GB make up ii) Consideration of terms of office of Chairs/Vice Chairs of Committees sufficiently in advance to ensure appropriate succession planning is in place 2) Search and Governance C confirm and enact the action plan for Chair succession planning over 2024-2025	1) GB skills and experience maintained with sufficient breadth 2) A new chair is in place by 1 August 2025 3) Succession planning for key roles is cyclically in place as appropriate	1) Recruitment plans reflect skills and experience needs 2) succession planning of Chairs/VCS of Committees a regular discussion/action point on S&G meetings 3) Clear actions from Oct 24 meeting for Chair of GB to be enacted from early 2025	Search and Governance Committee	Head of Governance	On Track	1) December interviews filled the GB with appropriately experienced governors with relevant skills needed. This needs to be further considered and is on the agenda for Feb 25 in respect of Chair of Committee (Audit) 2) The planning and nomination process for the Chair position is progressing well with the process due to be instigated in March 2025.
Chairs of Committees role in understanding and contributing to agenda setting process to aid SLT in presenting appropriate items and reports/ Regular Governing Body feedback on improvements on reports and agenda setting to enable immediate and consensual change as appropriate	1) Varying involvement of Chairs of Committees in agenda setting process 2) Lack of consensus on content of reports (and presentations in some cases) to aid governor knowledge and decision making 3) consistency of data across reports	1) Involve Chairs with agenda setting (via Teams or other mechanism) to ensure both statutory requirements are met, risk management is considered and Government initiatives, College strategies and projects are appropriately supported 2) i) review of report templates for C&S iii) Add an agenda item on each meeting 'Report Reflections' - immediate feedback on report writing and agenda setting iv) greater consistent use of data under O Rodley's management	Improved structure and content of all papers/reduced size; presentations are consistently improved; data consistent across reports; executive summaries improved; reports future focussed and clear on issues and related actions	1) The 'report reflections' section at the end of every meeting will inform future set of reports / presentations with improvements made as required and agenda items updated as appropriate 2) Over time 'Report Reflection' feedback is less or more positive 3) Impact measured through better discussion and decision making by the GB and positive feedback from Chairs/SLT/Governors	Deputy Principal/Principal/ Head of Governance/VP of Quality	Head of Governance/report writers	On Track	1) Chairs of Committee have been instrumental in developing the agendas for the Autumn term meetings, sometimes including teams meetings with relevant SLT. 2) In the case of C&S, the whole committee led a change of approach re report writing which will be continued into 2025. 3) A report reflections item was placed on each meeting of the Autumn Term which generated considerable discussion albeit resulting in fewer agreed changes highlighting the range of views. 4) C&S have seen greater use of data by OR's team; CSC also had an update with further presentations in March; A&R risk management led by OR; GB data reporting increased (Accountability) led by OR/team
Consider and Monitor the College's Net Zero Strategy	Governors need to be assured that the strategy is sufficiently resourced in light of Government expectations and related funding	Triangulate the development of the strategy through the Sustainability Link Governor and Corporate Services Committee	Approval of an appropriately resourced Strategy via the CSC committee	Ongoing monitoring and updates on progress towards Net Zero as per the strategy's objectives	VP of Digital and Campus/Link Governor for Sustainability/CSC	VP of Digital and Campus	On Track	At CSC in December 24 an update was given in relation to the new sustainability action plan and general progress which was now at the longer term 'embedding' level on the pathway. The outstanding element being to sign both the Rac to Net Zero and the SDG accord. This is not possible until there is more detailed data on interim targets between now and 2050. The Salix grant application (approved by the GB) should be known in Spring 25 which would allow for issuing, approving and publishing of interim key-step points
Increase Attendance - including an appropriate meeting schedule to ensure high attendance (ideally 80% overall target)	Some governors were struggling due to other commitments to regularly attend on set days	Attendance monitored by S&G with appropriate actions by Committee Chair/Chair of GB/Head of Governance 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	80% overall attendance for Governing Body members	Monitoring of attendance at meetings by Head of Governance with termly reports to Search and Governance Committee. Annual attendance figures to be provided for annual individual meetings to enable discussions where required	S&G/Chair/Head of Governance	Head of Governance	In Progress	Term 1 attendance was mixed although all meetings were quorate. This is for discussion at S&G Feb 25 as part of the monitoring role

Key Developments

Key Developments	Actions	Strategic lead	Operational lead	Update 1	Evidence
Improve further the diversity of the Governing Body (ongoing)	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	In Progress	Male/Female ratios are better as at Update 1. Other diversity measures are slightly increased but remain low. There are some age variances particularly at mid level (24-34). This is for discussion at Feb S&G
Monitor and evaluate the development of the HE Committee to further support, understand, scrutinise and advocate for Higher Education and increase awareness of Higher Education regulatory reforms	1) Evaluate the new HE Governance Structure over 2024-2025 2) Audit and Risk Committee commission an internal audit during 2025-2026 to assess	Head of Governance/HE Link Governor	Director of HE	In Progress	Only 1 meeting has taken place within the new structure therefore full evaluation would sensibly occur after the May meeting (rescheduled from April). The Audit is scheduled for 25-26 Audit cycle
Employer Voice Committee development over 2024-2025	Develop a clear structure and agenda for the two meetings (Jan/Feb and June) with the Chair of Committee/Principal/SLT leads/Review membership at end of cycle	Head of Governance/Chair of Committee/Principal	Head of Governance	On Track	The first meeting took place in January where an initial structure was developed and worked well in practice leading to fruitful discussions and actions. There is the potential for further adaptations for the June meeting (date yet to)
Regular positive good news stories and communication outwith report writing cycle by SLT for the Governing Body	Regular SLT updates in weekly bulletins on a rota basis	Head of Governance	Head of Governance	On Track	As of Oct 24, SLT have routinely (on a rota system) reported to the GB through the weekly bulletin on their area(s) of responsibilities
Training for governors on evacuation of premises/related	Evacuation simulation at Training day event	VP of Campus/P Sharp/SLT	VP of Campus	Achieved	This training took place at 21 Oct 24 GB meeting
Training for GB on Adult Education Programme and Higher Education Programme	part of Feb training day activity	R Gray/P Stone	R Gray/P Stone	On Track	The training is scheduled for 18 Feb training session