



**ANNUAL REPORT OF THE
CLERK TO THE CORPORATION
ON COLLEGE GOVERNANCE
2008/2009**

CONTENTS

1. Introduction
2. Composition of the Corporation
3. Meeting Cycle
4. Committees
5. Chair & Vice Chair of the Corporation
6. Roles of the Corporation Chair & the Clerk
7. Quorum
8. Register of Interests
9. Awards of Contracts for Goods & Services
10. Eligibility of Members
11. Financial Reporting
12. Payments to Members
13. Gifts, Hospitality & Other Benefits in Kind
14. Overseas Activities
15. Governance Audits & Inspection
16. Members' Training
17. Clerk's Training
18. Corporation Profile
19. Skills Matrix
20. Policies & Procedures
21. Appraisal
22. Governance Performance Indicators
23. Governance Handbook
24. Conclusion

Appendix I Summary of Recommendations

1. INTRODUCTION

1:01 This report is the tenth Clerk's Annual Report on College Governance. The Report covers the period from 01.08.08 to 31.07.09.

1:02 The Report should be read in conjunction with the Corporate Governance Statement, which appears in the College's Annual Audited Accounts for the year ended 31 July 2009. It aims to record the progress and achievements to date in respect of a range of governance issues affecting Neath Port Talbot College.

1:03 As was the case in previous years, Corporate Governance was the subject of an internal audit report undertaken by Grant Thornton [Refer Section 15] in June 2009. They commented as follows:-

'The efficiency of the College's corporate governance was measured via the completion of the Learning & Skills Council [LSC] checklist on governance with the Clerk to the Governing Body. Of the 53 questions asked in the checklist, covering all aspects of corporate governance required of a further education institution only 3 returned non-positive answers.

These 3 negative answers have formed the basis for the recommendations arising from the audit, one of which we have graded as medium priority and 2 as low priority.'

1:04 It is evident that there were no major issues regarding corporate governance as far as the internal auditors were concerned.

2. COMPOSITION OF THE CORPORATION

2:01 The composition of the Corporation in respect of the various categories and the number of Members within each category remains unchanged and, as agreed on 08.12.99, in accordance with the relevant clauses of the Instrument of Government.

2:02 The position with regard to membership as at 31 July 2009 is summarised below, including details of appointments and resignations during the 2008/2009 academic year:-

Name	Category		Comment
	Type	No.	
Mr G Bowd (Vice Chair)	Co-opted	1/3	
Mr M Dacey	Principal	1/1	
Ms N Delaney	Business	1/7	
Mr A Evans	Local Gov't	1/2	
Mr J Hehir	Business	2/7	
Mr C Jones	Staff	1/2	
Mrs D A Jones	Business	3/7	
Mrs P Jones	Co-opted	2/3	
Prof D Mead	Co-opted	3/3	
Mr S Mohammed	Community	1/3	
Cllr J Rogers	Local Gov't	2/2	
Mr J Tyler	Business	4/7	

Members who were appointed during the year:

Mr K Clement	Student	1/1	Appointed 22.10.08
Mr C Gange	Business	7/7	Appointed 19.06.09
Mr M Grimes	Community	3/3	Appointed 17.12.08
Ms J Harding	Community	2/3	Appointed 22.10.08
Mr S Harries	Business	6/7	Appointed 24.06.09
Mr I Hindle	Business	5/7	Appointed 24.06.09
Ms M Thomas	Staff	2/2	Appointed 25.03.09

2. COMPOSITION OF THE CORPORATION (Cont'd)

Members who resigned/retired during the year:

Name	Category	Comment
Mr K Clement	Student	Retired – 31.07.09
Mr S Dickerson	Staff	Retired – 14.12.08
Mr JS Knight	Business	Retired – 21.03.09
Mr D Rowe	Business	Retired – 27.02.09
Mr R Skilton	Community	Retired – 12.10.08

2:03 At the time of writing 19 Members are in post and there are no immediate vacancies.

2:04 Upon the return of the student body in September 2009 the Student Union will arrange for the election of a new President who will replace K Clement, the outgoing President, as the Student Member.

3. MEETING CYCLE

3:01 There were 5 scheduled Corporation Board meetings held during the 2008/2009 academic year. In addition, there were 2 Special Corporation Board meetings held to consider the following issues:-

Date	Issue
27.11.08	Merger with either Gorseinon College or Bridgend College International Strategy
14.01.09	Refurbishment of Glan-Yr-Afon House

3:02 The purpose of the Special Corporation Board meeting held on 27.11.08 was to address the Transformation Agenda set by the Welsh Assembly Government by examining the case for possible merger with either Gorseinon or Bridgend Colleges. Consultants were commissioned to examine the advantages and disadvantages of merger with either of these two neighboring institutions. The preferred option was to seek merger with Gorseinon College. However, Gorseinon rejected the

3. MEETING CYCLE (Cont'd)

College's approach in favour of a proposed merger between it and Swansea College, In the light of this development the Corporation decided that for at least the next 3 years it would continue to operate as an independent FE institution.

- 3:03 The second Special Corporation Board meeting was held on 14.01.09 to decide on the awarding of the contract to refurbish Glan-Yr-Afon House. Since the proposed work exceeded the £100,000 tender threshold Board approval was required in accordance with the College's Financial Regulations.

4. COMMITTEES

- 4:01 The Committees of the Corporation met on the following occasions:-

Committee	No
Finance & General Purposes	6
Audit	4
Human Resources	3
Learning & Performance	5
Search & Governance	5
Reporting	5
Special	2
Appointments	3
Remuneration	1

- 4:02 Normally the main Committees meet 4 times per year. However, the Finance & General Purposes Committee held 2 special meetings to deal with the awarding of contracts and on 17.03.09 to consider financial matters within its remit due to a Corporation Board meeting on that date being cancelled due to the failure to achieve a quorum. Alternatively, the Human Resources Committee decided to cancel its scheduled meeting on 10.09.08 due to the paucity of items for discussion.

- 4:03 With the addition of governance to the remit of Search & Governance Committee effective from 18.06.08 it met on 5 occasions primarily to interview potential new Members and to make recommendations to the Corporation on their appointment/re-appointment.

4. COMMITTEES (Cont'd)

- 4:04 The Reporting and Special Committees met on 5 and 2 occasions respectively to deal with investigations and appeals relating to either grievances or disciplinary matters. The Reporting Committee in its report to the Special Committee on 02.07.09 commented upon the length of time taken to deal with complex and multi-faceted cases. It made recommendations to streamline administrative processes and to make them more responsive to the needs of individual members of staff and governors. At the meeting held on 03.04.09 the Special Committee approved the retirement of the Clerk to the Corporation.
- 4:05 For the first time in recent years the Appointments Committee met on 3 occasions to shortlist, interview and make recommendations on the appointment of a new Clerk to the Corporation following the decision of the incumbent to take voluntary severance effective from 31.07.09. Formal confirmation of the new appointment was approved by the Corporation at its meeting held on 05.08.09.
- 4:06 On 10.09.08 the Remuneration Committee met and approved the salaries of senior post-holders for the previous academic year. However, for the 2008/2009 pay settlement senior post-holders informed both the Finance & General Purposes Committee and the Corporation Board that they wished to forego any further salary adjustment based on the size of total College income in line with the approved scheme for their remuneration. Senior post-holders felt it inappropriate that they should receive more than the basic 2.5% increase awarded to all other College staff in view of the imposition of severe financial constraints to achieve a balanced budget.

5. CHAIR & VICE CHAIR OF THE CORPORATION

- 5:01 C Gange was re-elected unopposed as Chair of the Corporation on 26.06.07 for a further period of office which expired on 19.06.09.
- 5:02 G Bowd was re-elected unopposed as Vice Chair of the Corporation on 26.06.07 for a further 2 year period of office from 01.08.07 to 31.07.09

5. CHAIR & VICE CHAIR OF THE CORPORATION **(Cont'd)**

<u>Recommendation 1:</u> That at the first scheduled Corporation Board meeting in the 2009/2010 academic year elections be held to fill the vacancies for Corporation Chair and Vice Chair.	CLERK 04.11.09
--	---------------------------

6. ROLES OF THE CORPORATION CHAIR & THE CLERK

- 6:01 There have been no revisions to either the role of Corporation Chair or Clerk to the Corporation.
- 6:02 S Thomas, Clerk to the Corporation, resigned as Chair of the Welsh Clerks Network of Fforwm on 18.06.09 prior to his impending retirement.
- 6:03 Prior to his retirement on 31.07.09 the Appointments Committee met to shortlist and appoint a new Clerk to the Corporation [Refer Section 4:05 – Committees]. Notwithstanding Corporation Board approval on 05.08.09, final approval is required from the Head of Governance & Assurance, of the Welsh Assembly Government in accordance with Clause 7:1 of the Instrument of Government.

7. QUORUM

- 7:01 Achieving quorums has been an ongoing concern throughout the 2008/2009 academic year. During that period the Search & Governance Committee meeting scheduled for 04.03.09 was cancelled due to the failure to achieve a quorum. The meeting was successfully rescheduled to 17.03.09.
- 7:02 Also on 17.03.09 the Corporation Board was due to meet immediately after the Search & Governance Committee. The location of the meeting on the Afan Campus coupled with last minute withdrawals resulted in the meeting being inquorate. Sufficient members were present to hold a Special Finance & General Purposes Committee meeting to deal with financial items on the Corporation Board agenda. The remaining items were then dealt with at the Corporation Board meeting rescheduled for 25.03.09.

7. QUORUM (Cont'd)

- 7:03 The College was closed due to snow on 04.02.09 which resulted in the cancellation of the Audit Committee meeting on that date. It was rescheduled to 24.02.09 but due to the failure to achieve a quorum it was deferred until 12.03.09.
- 7:04 Finally, on 17.06.09 the Finance & General Purposes Committee meeting scheduled for that day was cancelled due to the difficulty in obtaining a quorum. Agenda items from that meeting were either rescheduled to the Corporation Board meeting on 24.06.09 or in the case of non-urgent items were carried forward to the first Finance & General Purposes Committee meeting scheduled for the Autumn Term of the 2009/2010 academic year.
- 7:05 Notwithstanding the failure to achieve quorums at four meetings, substitution of Members has continued to be a feature of attendance at Committee meetings. There were 18 substitutions during the 2008/2009 academic year compared with 15 in the previous twelve month period – an increase of 20% Substitution accounted for 8.18% of attendances in the 2008/2009 academic year.
- 7:06 The remedial action and comments outlined in Sections 4, 18 & 22 of this report have gone some way to addressing and improving attendance rates at individual and Board levels but improvements are still necessary at Committee level.

8. REGISTER OF INTERESTS

- 8:01 The Register of Interests of Members, Senior Staff and Budget Holders is maintained by the Clerk. It is updated as and when required and, in any event, annually at the year end (31.07.09). At the time of writing the Register of Interests is in the process of being updated.
- 8:02 In the Internal Audit Report on Corporate Governance dated June 2009 reference was made to the need for Members to respond more quickly than has hitherto been the case to the annual updating exercise [Refer Page 3, Recommendation 2:1:1 of the Report]. The following Members and Officers have failed to submit the Annual Return to date:-

8. REGISTER OF INTERESTS (Cont'd)

Name	Member/Officer
D Fletcher	Officer
R Fowler	Officer
K Gay	Officer
C Jones	Member
P Tanner	Officer
M Thomas	Member

Recommendation 2: That those Members and Officers who have failed to submit an Annual Return in respect of the Register of Interests be required to do so immediately.

**CLERK
Immediately**

- 8:03 Declarations of Interest appears as the first and standing item on all Corporation and Committee Part I & II agendas. The onus is on Members and Senior Officers present at meetings to declare any conflicts of interest from the outset. All such declarations are recorded in the minutes.
- 8:04 Both the Register of Interests and Part I minutes are published on the College website and hard copies of the latter are available for inspection at the Neath and Afan Campus Libraries. A hard copy of the Register of Interest is held by the Clerk and is available for inspection at the Neath Campus.

9. AWARDS OF CONTRACTS FOR GOODS & SERVICES

- 9:01 In the 2008/2009 academic year the following contracts for goods and services were awarded in line with the thresholds outlined in the College's Financial Regulations in respect of the following:-

9. AWARDS OF CONTRACTS FOR GOODS & SERVICES **(Cont'd)**

- (i) The contract awarded to I Davies for the demolition of the Dwr-y-Felin Road Combined Canteen [Refer Special Finance & General Purposes Committee - 23.07.08].
- (ii) The contract awarded to T T Services for the upgrading of the fixed electrical installation of the Construction Workshop on the Neath Campus [Refer Special Finance & General Purposes Committee – 23.07.08].
- (iii) The contract awarded to ISS Facility Services Ltd for the cleaning of Neath Port Talbot College for the 5 year period from 01.01.09 to 31.12.14 [Refer Special Finance & General Purposes Committee – 30.09.08].
- (iv) The contract awarded to First Cymru for the transport of students from home to College for the period from 01.08.08 to 31.07.09 [Refer Corporation Board – 22.10.08].
- (v) The contract awarded to Konica Minolta for the provision of photocopiers and printers for the period from 01.02.09 to 31.12.12 [Refer Corporation Board – 17.12.08].
- (vi) The contract awarded to Contract Services for the laying of a new temporary car park on the Neath Campus [Refer Special Finance & General Purposes Committee - 17.03.09].
- (vii) The contract awarded to Gingell Roofing Ltd for the Workshop Re-Roofing Project [Roof 2] on the Neath Campus [Refer Special Finance & General Purposes Committee – 24.04.09].
- (viii) The contract awarded to Gingell Roofing Ltd for the Workshop Re-Roofing Project [Roofs 1 & 3] on the Neath Campus [Refer Special Finance & General Purposes Committee – 24.04.09].
- (ix) The contract awarded to Electratest for the provision of a Portable Appliances Testing Service for the period from 01.07.09 to 30.06.12 [Refer Corporation Board – 24.06.09]

10. ELIGIBILITY OF MEMBERS

10:01 Eligibility checks on new Members are made as a condition of their appointment, including age, (solely in respect of the Student Member) membership category, solvency and criminal background. At the time of writing, the following Criminal Records Bureau checks remain outstanding:-

Member	Date Appointed
Ms J Harding	22.10.08
Mr I Hindle	24.06.09

<p>Recommendation 3: That all outstanding Criminal Record Bureau checks be completed as soon as possible.</p>	<p>CLERK 31.10.09</p>
--	---

11. FINANCIAL REPORTING

11:01 Management Accounts are prepared and circulated to all Members of the Finance & General Purposes Committee on a monthly basis and to all other Members prior to meetings of the Corporation. They appear as a standing, non-confidential item on the meeting agendas of the Corporation Board, the Finance & General Purposes Committee and the Senior Management Team.

11:02 PricewaterhouseCoopers(PwC), external auditors, prepare the Annual Audited Accounts for scrutiny by the Finance & General Purposes Committee and, subsequently, the Audit Committee prior to final approval by the Corporation at its December meeting. As a consequence at the time of writing the 2008/2009 Audited Annual Accounts have yet to be finalised and approved.

11:03 Once approved, copies of the Annual Audited Accounts signed by the Corporation and PwC are sent to DCELLS and made available for public inspection at the Neath and Afan Campus Libraries.

11:04 The College anticipates that it will trade in surplus for the 2008/2009 financial year. This will be the fifth consecutive year that it has traded in surplus. At the time of writing, the College is projecting a surplus of c£180k for the 2008/2009 financial year.

11. FINANCIAL REPORTING (Cont'd)

11:05 College finances and systems are subject to regular and planned audits throughout the financial year. Full details of the audits and their outcomes are reported to the Audit Committee and in the Annual Report of the Audit Committee to the Corporation.

11:06 On the 27.04.09 Grant Thornton, internal auditors, notified the Corporation that it intended to withdraw from its contract to provide internal audit services effective from 01.08.09. The College has sought legal advice on this perceived breach of contract and what action, if any, it should take to recover the costs of appointing new internal auditors for the final year of the Grant Thornton contract.

Recommendation 4: That the Corporation decide on what course of action it should take regarding the perceived breach of contract by Grant Thornton for the provision of internal audit services based upon the advice obtained from its lawyers.

**CORP
BD
30.09.09**

Recommendation 5: That the Corporation appoint new internal auditors as a matter of urgency to provide internal audit services effective from 01.08.09.

**CORP
BD
30.09.09**

12. PAYMENTS TO MEMBERS

12:01 It is the policy of the Corporation that Members can only claim expenses in respect of conference fees and travelling as part of the Members Annual Training Programme.

12:02 In the 2008/2009 financial year the following expenses were claimed:-

Member	Cost	Purpose
K Clement	£25.70	Travel expenses
K Clement	£30.20	Travel expenses
C Jones	£13.65	Travel expenses
J Tyler	£21.00	Travel expenses

13. GIFTS, HOSPITALITY & OTHER BENEFITS IN KIND

13:01 At the time of writing the no Members have declared receiving gifts, hospitality & benefits in kind during the 2008/2009 academic year.

13:02 At the time of writing the following Members & Officers have failed to submit their annual returns.

Name	Member/Officer
D Fletcher	Officer
R Fowler	Officer
K Gay	Officer
C Jones	Member
P Tanner	Officer
M Thomas	Member

Recommendation 6: That those Members and Officers who have failed to submit an Annual Return in respect of Gifts, Hospitality & Other Benefits in Kind be required to do so immediately.

**CLERK
Immediately**

14. OVERSEAS ACTIVITIES

14:01 At the time of writing no Member or Officer undertook an overseas visit on behalf, or at the expense of the College.

14:02 At the time of writing the following Members and Officers have failed to submit their annual returns:-

Name	Member/Officer
D Fletcher	Officer
R Fowler	Officer
K Gay	Officer
C Jones	Member
P Tanner	Officer
M Thomas	Member

14. OVERSEAS ACTIVITIES (Cont'd)

Recommendation 7: That those Members and Officers who have failed to submit an Annual Return in respect of Overseas Activities be required to do so immediately.

**CLERK
Immediately**

15. GOVERNANCE AUDITS & INSPECTION

15:01 In January 2009 Estyn, Her Majesty's Inspectorate for Education & Training in Wales, inspected the quality of work based learning in Pathways Training, the College's approved training provider. With regard to Key Question 5 – How effective are leadership and management? – the College achieved a Grade 1 – good with outstanding features.

15:02 The Inspectorate commented that:-

'The Governing Body comprises of members with expertise and experience from a wide range of backgrounds, including the public, voluntary and private sectors. Governors provide managers with effective direction and support and are closely involved in setting the College's strategic direction. Governors on the Learning & Performance Committee hold managers to account for shortcomings in performance and, where necessary, set improvement targets within a specified timescale. This highly effective process ensures that governors challenge managers rigorously about the standards learners achieve, their experiences and the suitability of support arrangements.'

15:03 These comments echo those made by Estyn Inspectors when they undertook the full college wide inspection in January / February 2008 where leadership and management also achieved a Grade 1 – good with outstanding features.

15:04 Every year the internal auditors report on aspects of corporate governance. In June 2009 Grant Thornton reported on this issue and found no serious shortcomings. 3 recommendations were made 1 of medium priority and 2 of low priority [Refer to comments quoted in Section 1, Page 3, Paragraph 1:03 of this Report].

16. MEMBERS TRAINING

16:01 During the 2008/2009 academic year the following training events were undertaken:-

Date	Training Topic	Attendance
24.09.08	INSET - Work Based Learning Provision / FE Review Update	5
30.09.08	Fforwm Seminar - What Governors Need to Know About Their Responsibilities For Audit & Finance	2
20.10.08	Fforwm Governors National Conference – Wales 2008	1
06.11.08	Fforwm Seminar – Induction For Newly Appointed Governors	1
23.03.09	Fforwm Seminar – What Governors Need to Know About Monitoring Academic Performance	4

16:02 Attendance at both meetings and training events became a key governance issue in the 2008/2009 academic year which culminated in the Search & Governance Committee undertaking a wide ranging review of this issue. Internal training was suspended while the Corporation and each Committee debated its training requirements and how/where they may be best delivered.

16:03 At the Corporation Board meeting on 25.03.09 it was agreed that effective from 01.08.09 Members' training would be delivered at a one-off annual away-day. The day long event would comprise a series of 2-3 morning sessions dealing with generic issues relevant to the Corporation as a whole. The 2-3 afternoon sessions would concentrate on the training needs of the main Committees - Finance & General Purposes Committee, Audit Committee, Learning & Performance Committee, Human Resources Committee and Search & Governance Committee.

16:04 Each Committee has been asked to identify its particular needs. At the time of writing the following topics have been identified:-

Topic	Membership Category
Recent Developments in the Welsh FE Sector	Corporation Board
Thematic Inspections by Estyn	Corporation Board

16. MEMBERS TRAINING (Cont'd)

16:04 Since 22.10.08, 5 new Members have been appointed [refer Section 2:02 for names], each of whom require Induction Training.

Recommendation 8: That the away-day Training Programme for Members be finalised as a matter of urgency. **CLERK 31.10.09**

Recommendation 9: That an Induction Training Programme be implemented for new Members appointed on or after 22.10.08 **CLERK 31.12.09**

17. CLERK'S TRAINING

17:01 In addition to attending and/or delivering the Members' Annual Training Programme, the Clerk also attends events as part of his own continuing professional development. In the 2008/2009 academic year the Clerk attended the following events.

Date	Training Topic
08.10.08	Fforwm Clerks Network meeting
20.10.08	Fforwm Welsh Further Education Governors National Conference
25.02.09	Fforwm Clerks Network Working Group on Clerks Terms & Conditions of Service
02/03.04.09	Fforwm Clerks Annual Residential Network Conference
18.06.09	Fforwm Clerks Network Meeting

18. CORPORATION PROFILE

18:01 In order to achieve a balance of skills and experience of Members, the Clerk maintains and updates the Board's profile in respect of:-

- Gender
- Geographical Location
 - home
 - work
 - in county
 - out county
- Attendance
- Retired/unwaged

18:02 The Gender Profile of Corporation Membership as at 31.07.09 was:-

Gender	2001/02	2002/03	2003/04	2004/05	2005/06	2006/07	2007/08	2009/10
Male	8 (57%)	12 (71%)	11 (69%)	11 (73%)	12 (63%)	12 (63%)	14 (78%)	13 (68%)
Female	6 (43%)	5 (29%)	5 (31%)	4 (27%)	7 (37%)	7 (37%)	4 (22%)	6 (32%)
Total	14	17	16	15	19	19	18	19

18:03 During the previous 12 months the female membership of the Corporation Board has increased by 10% but still remains 11% less than the highest percentage of female membership recorded in the 2001/2002 academic year.

18:04 The Geographical Profile of Corporation Membership as at 31.07.09 was:-

18. CORPORATION PROFILE (Cont'd)

Geographic Profile		
Resides in County in Afan	– works in Afan	1
	- works in Neath	0
	- works out County	3
Resides in County in Neath	– works in Afan	1
	- works in Neath	3
	- works out County	2
Resides out County	– works in Afan	1
	- works in Neath	3
	- works out County	3
Retired/Unwaged	- in County in Afan	1
	- in County in Neath	1
	- out of County	0
Total		19

18:05 Two new trends emerged in the Geographic Profile of the Corporation when comparing the 2007/2008 and 2008/2009 academic years. Firstly, the number of Members resident in the county of Neath and working in Afan and Neath is up by 1 and 3 respectively. In addition, the number of out of county residents working in Afan and Neath has increased marginally – up by 1 Member each. Overall Neath representation has increased by 2 Members whilst Afan has fallen by 1 Member. The number of retired / unwaged Members remains unchanged at 2 in total.

18:06 The Attendance Profile of the Corporation Board as at 31.07.09 was:-

Academic Year	Attendance
1999/2000	74.72%
2000/2001	82.58%
2001/2002	70.41%
2002/2003	75.46%
2003/2004	73.76%
2004/2005	72.83%
2005/2006	73.00%
2006/2007	73.54%
2007/2008	64.17%
2008/2009	74.58%

18. CORPORATION PROFILE (Cont'd)

18:07 Following the concerns raised by the Clerk in the 2007/2008 Report on College Governance regarding decreasing attendance, the Search & Governance Committee instigated a review of attendance. The review encompassed meeting and training times days and venues in a conscious attempt to balance Members commitments with the needs of college governance. Measures initiated in the autumn of 2008 have lead to a remarkable turnaround in overall attendance up by 10.41% on the previous academic year and a 6 year high.

18:08 When attendance is analysed by Committee the following picture emerges:-

	2007/2008	2008/2009	Variation
Corporation	54.33%	67.20%	+12.87%
Finance & General Purposes	88.00%	73.17%	-14.83%
Audit	80.95%	65.38%	-15.57%
Human Resources	60.00%	63.16%	+ 3.16%
Learning & Performance	73.33%	69.05%	- 4.28%
Search & Governance	70.00%	72.00%	+ 2.00%

18:09 Review of Committee attendances still gives cause for concern. Two Committees have come under close scrutiny. The Finance & General Purposes Committee shows a 22.62% decrease. Much of this fall is attributable to 2 special but unscheduled meetings which given the short notice clashed with the work commitments of some Members.

18:10 The 15.57% fall in attendances at the Audit Committee are attributable to the poor records of 2 Members one of whom has now retired. Time will tell if attendances at both these Committees will improve.

18:11 Overall 10 out of 23 Members who served for part or all of the 2008/2009 academic year fell below the average attendance of 74.58%. 3 Members attendances fell below 50.00% and continue to give cause for concern. That said, this latter figure is half that of the previous academic year.

18. CORPORATION PROFILE (Cont'd)

Recommendation 10: That the Search & Governance Committee continue to closely monitor Members Attendances with particular reference to those Members whose attendance in the 2008/2009 academic year was less than 50%.	S&G CTTEE 31.07.10
--	---------------------------------------

19. SKILLS MATRIX

19:01 Full Corporation membership was re-established on 24.06.09. The updated Skills Matrix is based on 18 Members being in situ because the Student Member's period of office ended on 31.07.09. Analysis of the Skills Matrix reveals the need for the Search & Governance Committee to monitor recruitment of new Members with the following skills/expertise:-

European / Other Languages	Sign Language Skills
Work With Ethnic Groups	Surveying Skills
Construction Experience	Media Links
Retired / Unwaged	Marketing Skills
Aged Under 20 Years	Public Relations
Aged 21 – 30 Years	Self Employed
Aged Over 60 Years	

19:02 On 19.12.09 N Delaney's period of office will expire. She has already indicated that she will not seek re-appointment, thus the Search & Governance Committee should look now to identify a replacement Member.

Recommendation 11: That the Student Union elect a new president who can then be considered by the Search & Governance Committee for appointment as the Student Member.	S&G CTTEE 25.10.09
---	---------------------------------------

Recommendation 12: That the Search & Governance Committee seek to identify a new Member to replace N Delaney with the appropriate mix of skills and expertise to fill or compliment those of the current Corporation.	S&G CTTEE 19.12.09
--	---------------------------------------

20. POLICIES & PROCEDURES

20:01 The following policies and procedures were approved during the 2008/2009 academic year.

Policy / Procedure	Corporation / Committee	Approval Date
Counselling Policy	Human Resources	05.11.08
Policy on Appeals Against Internal Assessments	Learning & Performance	14.01.09
Fees Policy 2009/2010	Corporation Board	25.03.09
Staff Development Policy	Human Resources	29.04.09
Bullying & Harassment Policy	Human Resources	29.04.09
Staff Guidelines on Dealing with Suicidal Learners	Human Resources	29.04.09

20:02 In addition, 27 out of a total of 80 policies and procedures were equality impact screened in accordance with equal opportunity legislation, with another 6 currently underway. All 7 governance related policies were equality impact screened.

21. APPRAISAL

21:01 The Chair of the Corporation is responsible for the appraisals for the Principal and the Clerk to the Corporation. Their appraisals were both completed on 24.04.09 respectively. Part of the appraisal process involves agreeing performance targets for the forthcoming academic year. This process was not possible for the Clerk to the Corporation due to his retirement on 31.07.09.

Recommendation 13: That the Chair of the CORP Corporation meet with the newly appointed Clerk CHAIR to the Corporation to agree performance targets for 31.10.09 her for the 2009/2010 academic year.

22. GOVERNANCE PERFORMANCE INDICATORS

22:01 The Governance Performance Indicators, targets and outcomes for 2008/2009 were as follows:-

Performance Indicators	Target	Status
1. Individual attendance at Board & Committee meetings	65%	Not achieved
2. Aggregated attendance at Board & Committee meetings	75%	Not achieved
3. Response rate to the Governance Healthcheck Questionnaire	100%	Not completed
4. Completion of Action Points/Training events scheduled in the Members Annual Training Programme	100%	Deferred pending review
5. Time taken to fill Board vacancies	4 months	Achieved
6. Attendance at events by Link Members	2 p.a.	Not achieved
7. Time taken to arrange Induction Training & quality of training	3 months	Deferred pending review
8. Completion of Contribution Reviews by Corporation Chair	Variable	Not achieved

22:02 Only 4 Members completed the Governance Healthcheck Questionnaire within the approved timescale in the 2008/2009 academic year. The low number of responses meant that no meaningful conclusions could be drawn or assessments made regarding Members views on a wide range of governance issues not least of which was the identification of their training needs. In addition, the failure to complete the survey has interrupted governance trend analysis which has taken place for the previous 7 years. As a consequence the value of continuing with the survey is now in doubt.

Recommendation 14: That completion of the CLERK Governance Healthcheck Survey be discontinued 01.10.09 and, as a consequence, Governance Performance Indicator No3 [Refer Table in Paragraph 22:01] be deleted.

22. GOVERNANCE PERFORMANCE INDICATORS (Cont'd)

22:03 10 out of 23 Members who served for all or part of the 2008 / 2009 academic year failed to achieve the 65% individual attendance key performance indicator. Collectively the Corporation failed by just 0.42% to achieve the aggregate attendance key performance indicator.

22:04 Training was suspended until the review of attendance and training was completed. There is a need to implement both the annual and induction training programmes with immediate effect. Likewise the operation of the Link Member Scheme and the implementation of Contribution Reviews also need to be addressed.

<u>Recommendation 15:</u> That the Clerk implement the Annual Induction and Training Programmes for Members as a matter of urgency.	CLERK 30.10.09
--	---------------------------

<u>Recommendation 16:</u> That the Clerk review the operation of the Link Member Scheme.	CLERK 30.11.09
---	---------------------------

<u>Recommendation 17:</u> That the Clerk implement the system of Contribution Review as soon as possible.	CLERK ASAP
--	-----------------------

23. GOVERNANCE HANDBOOK

23:01 The Governance Handbook was updated in April 2009 and issued in CD format to all Members and senior staff. It was also published on the College website to facilitate public access to this primary source of governance information.

24. CONCLUSION

24:01 The retirement of the Clerk marks the 10th anniversary of the publication of the Clerks Annual Report on College Governance. Perhaps the time is opportune to reflect upon aspects of governance and the College's performance in this area.

24. CONCLUSION (Cont'd)

24:02 In the last decade a number of trends have been identified and addressed by the Corporation. They include:-

- the scope and pace of change in college governance;
- the drive towards greater openness and accountability of individuals (both Members and Officers) and of institutions as a whole;
- the increasing emphasis on the monitoring of performance including governance;
- the move to ever more sophisticated and complex models of co-operation / collaboration between schools and colleges, between FE colleges, between FE and HE colleges and between colleges and stakeholders as witnessed by the response to the Transformation Agenda;
- the increasing move towards the centralisation of legal powers by the Welsh Assembly Government via DCELLS and the potential to intervene directly into what have hitherto been independent institutions;
- the increasing workload and time commitment of Corporation Members;
- the continual constraints on financial allocations year on year.

24:03 Given all of these trends the real success story has been the continuing commitment of Members to ensure that the College has responded positively. Governance has been the subject of regular annual internal audits, external inspection by Estyn and reviews by the Provider Audit & Governance Service (PAGS) of DCELLS.

24:05 **At no time during the last decade has Neath Port Talbot College been found to have any governance shortcomings.** It has, and continues, to adapt to the demands placed upon it. If the past is any indicator of the future, the College remains well placed to continue responding to the changing face of further education in Wales.

**SAM THOMAS
CLERK TO THE CORPORATION (Ret'd)**

October 2009

APPENDIX I: SUMMARY OF RECOMMENDATIONS

5. CHAIR & VICE CHAIR OF THE CORPORATION - Page 8

<u>Recommendation 1:</u> That at the first scheduled Corporation Board meeting of the 2009/2010 academic year the vacancy for Chair and Vice Chair of the Corporation be filled by election.	CLERK 04.11.09
---	---------------------------

8. REGISTER OF INTERESTS – Page 10

<u>Recommendation 2:</u> That those Members and Officers who have failed to submit an Annual Return in respect of the Register of Interests be required to do so immediately.	CLERK Immediately
--	------------------------------

10. ELIGIBILITY OF MEMBERS – Page 12

<u>Recommendation 3:</u> That all outstanding Criminal Record Bureau checks be completed as soon as possible.	CLERK 31.10.09
--	---------------------------

11. FINANCIAL REPORTING – Page 13

<u>Recommendation 4:</u> That the Corporation decide on what course of action it should take regarding the perceived breach of contract by Grant Thornton for the provision of internal audit services based upon the advice obtained from its lawyers.	CORP BD 30.09.09
<u>Recommendation 5:</u> That the Corporation appoint new internal auditors as a matter of urgency to provide internal audit services effective from 01.08.09.	CORP BD 30.09.09

13. **GIFTS & HOSPITALITY** – Page 14

Recommendation 6: That those Members and Officers who have failed to submit an Annual Return in respect of Gifts, Hospitality & Other Benefits in Kind be required to do so immediately.

**CLERK
Immediately**

14. **OVERSEAS ACTIVITIES** – Page 15

Recommendation 7: That those Members and Officers who have failed to submit an Annual Return in respect of Overseas Activities be required to do so immediately.

**CLERK
Immediately**

16. **MEMBERS TRAINING** – Page 17

Recommendation 8: That the Training Programme for Members be finalised as a matter of urgency.

**CLERK
31.10.09**

Recommendation 9: That an Induction Training Programme be implemented for new Members appointed on or after 22.10.08.

**CLERK
31.12.09**

18. **CORPORATION PROFILE** – Page 21

Recommendation 10: That the Search & Governance Committee continue to closely monitor Members Attendances with particular reference to those Members whose attendance in the 2008/2009 academic year was less than 50%.

**S&G
CTTEE
31.07.10**

19. **SKILLS MATRIX** – Page 21

Recommendation 11: That the Student Union elect a new president who can then be considered by the Search & Governance Committee for appointment as the Student Member. S&G CTTEE 25.10.09

Recommendation 12: That the Search & Governance Committee seek to identify a new Member to replace N Delaney with the appropriate mix of skills and expertise to fill or compliment those of the current Corporation. S&G CTTEE 19.12.09

21. **APPRAISAL** – Page 22

Recommendation 13: That the Chair of the Corporation meet with the newly appointed Clerk to the Corporation to agree performance targets for her for the 2009/2010 academic year. CORP CHAIR 31.10.09

22. **GOVERNANCE PERFORMANCE INDICATORS** – Pages 23 & 24

Recommendation 14: That completion of the Governance Healthcheck Survey be discontinued and, as a consequence, Governance Performance Indicator No3 [Refer Table in Paragraph 22:01] be deleted. CLERK 01.10.09

Recommendation 15: That the Clerk implement the Annual Induction and Training programmes for Members as a matter of urgency. CLERK 30.10.09

Recommendation 16: That the Clerk review the operation of the Link Member Scheme. CLERK 30.11.09

Recommendation 17: That the Clerk implement the system of Contribution Review as soon as possible. CLERK ASAP