

1. Attendance and Introductions

- 1.1 **Present:** Cathy Clark, Caroline Davies, Chris Franks, John Graystone, Gayle Hudson (to minute 9), Gerry Jenson, June Jeremy, Sonia Reynolds, Dafydd Rhys, Toni Schiavone, Nick Taylor, Heather Willbourn, Marjorie Williams. The meeting was quorate throughout.
- 1.2 **Apologies:** Kaitlin Crisp, David Elis-Williams, Glenys Hughes-Jones, Iwan Hywel.
- 1.3 **In Attendance:** Stephen Thomas (Clerk); Steffan Wiliam (simultaneous interpreter); Kathryn Robson (Acting Chief Executive – other than minute 4); Mark Baines (Head of Finance - minutes 7 to 9).

Each person present availed themselves of the opportunity to introduce themselves. As this was the first occasion on which simultaneous interpretation had been available at the organisation's Council, its operation was explained by Steffan Wiliam.

2. Procedural business for the Council – election of officers and duration of terms of office for officers and Council members

The list of 17 members on the recently created new Council had been circulated with the meeting's papers. As per the constitution, one of the first requirements was to elect a Chair of the Council and any other officers from among its members. Stephen Thomas presided over this part of the meeting, explaining that prior e-mail correspondence between Council members – seen as useful by a number of those present in clarifying standpoints in advance – had resulted in a clear preference for a single Chair and 2 Vice Chairs. The proposal that there be an election for joint Chairs had gained only minority support; thus voting took place for 3 officer vacancies in all.

There then followed a discussion over the length of tenure for the Chair's role. A proposal had been made that it be for a period of one year only (rather than for the duration of that individual's tenure of a Council seat), renewably. This elicited much debate, as certain members felt this was too short a period for continuity and stability. Others explained that the arrival of a new Council, with its majority of elected members, was itself a chance to share responsibilities and to break with the recent past of Chairs appointed for intermediate periods by the Welsh Government or by outgoing Shadow Boards. An initial vote on the matter was tied 6 – 6 (with one member not voting). Further comments were made on the wish for this not to be seen as a 'coronation', the co-operative nature of the organisation and on the Chair's role within it. A second vote was held on the same issue: on this occasion the vote was decisive, with 11 in favour and 2 against a one-year term for the Chair.

The meeting proceeded on that basis to hear speeches made by candidates for the Chair's role – though not before Sonia Reynolds announced that she was withdrawing her prior nomination, and would stand as a Vice Chair candidate only. This left John Graystone and Toni Schiavone to speak, followed immediately by a paper ballot among those Council members present using the Alternative Vote (AV) system. The result was 11 Council members giving John Graystone their first preference, and 2 giving it to Toni Schiavone: thus **John Graystone was duly elected as Chair for a one year period – i.e. until the first Council meeting after the Spring 2018 AGM.**

The process moved on to the election of two Vice Chairs. David Elis-Williams was a candidate in absentia. The other three nominees each spoke – Chris Franks, Sonia Reynolds, and Toni Schiavone (briefly). In the ensuing paper AV ballot, David Elis-Williams dropped out as the candidate with fewest first preferences. Re-allocation of his second preferences then saw Chris Franks eliminated from the race as having the fewest preferences amongst the remaining candidates. **This resulted in Sonia Reynolds and Toni Schiavone being elected as Vice Chairs of the organisation.**

Finally under this item, the duration of terms of office for those Council members present was agreed upon. The intention of this constitutional stipulation was to avoid the potential for having a large number of governors departing at the same time. In a full Council of 20 people, 12 would sit for three years and 8 for two years, with all having the option to re-apply for election or appointment for a further 3 years on completion of their initial term. Terms of office were determined through a marble being taken from a bag by each Council member in turn, the colour of the marble denoting the length of term. This resulted in the following:

3 year term:

Chris Franks
John Graystone
Gerry Jenson
June Jeremy
Sonia Reynolds
Dafydd Rhys
Nick Taylor
Heather Willbourn

2 year term:

Cathy Clark
Caroline Davies
Gayle Hudson
Toni Schiavone
Marjorie Williams (*a preference expressed by her prior to the meeting*)

John Graystone then took over as Chair of the meeting.

3. Induction Training for Council members

Stephen Thomas circulated a set of documents to each Council member present, including a governor's role description, the organisation's Articles of Association, and its Standing Orders, Rules and Procedures. These formed the first part of an induction/training pack for governors that would be compiled over the first few Council meetings. He highlighted some of the key points in the role description relating to collective responsibility. This elicited a lively discussion on people's understanding of 'representing' a particular constituency on the Council and **an agreement that a written protocol on this matter be presented to the Council for approval at its July meeting.**

The bilingual Code of Good Governance for Colleges in Wales (published by ColegauCymru) was then circulated in hard copy, for governors to keep. Reference was made to the Seven Elements of Good Governance within it, and in particular the one on collective accountability. Norms of confidentiality were also discussed. The Code's applicability to the organisation as a Further Education Institution (FEI) led to a closing presentation on the fact that Council members acted as charity trustees, company directors and FEI governors, and on the particularities of the organisation whose voluntary movement made it a rather unique institution. Following discussion on that matter, **it was undertaken to circulate a copy of the presentation with the minutes of the meeting, and to include a diagrammatic representation of the organisation's structure in the induction/training pack.**

4. Arrangements for appointing a Chief Executive

(Kathryn Robson left the room for this agenda item.) John Graystone introduced the background paper by referring to issues of stability and change that had been discussed earlier on the question of the Chair's position: these were also reflected in this matter. A steer was required on the recruitment timescale to be utilised. Some said they were rather nervous about prolonging the use of terms such as 'acting' or 'interim', as it gave the impression of an organisation in limbo, and thought the matter should be advanced quickly. Others were less inclined to rapid action, saying that the incumbent had credibility in the sector, had shown herself to be a steadying influence, and with summer holidays approaching it might not be the best time to act. What was considered essential, irrespective of the timescale to be followed, was to prepare fully and effectively for the forthcoming advertising and recruitment tasks. A germane query was raised on whether there would be a Deputy Chief Executive appointment in future too.

It was agreed that the Chief Executive's job description and person specification be reviewed by the Search Committee on behalf of the Council in the near future, with the vacancy being advertised internally and externally in September. It was also agreed that John Graystone convey this conclusion to Kathryn Robson immediately after the meeting.

5. Governance structure, terms of reference and remits for Committees and Management Groups, and appointment of members to those Committees and Management Groups

The structure as laid out was that agreed by the previous Council, following consultation with committees and voluntary movement representatives. Fewer Committees were proposed, and the Management Groups represented a new departure. Certain members, while agreeing that it was worth giving this proposed structure its head, had the impression that there might be too much management-led activity for real balance, and proposed that there should therefore be a set review period for it. Kathryn Robson acknowledged that the division between strategic and operational matters was important to get right, but in turn felt that Committees in the former regime had been involved in too much neo-managerial activity. A number of voices expressed uncertainty about the direct link between Management Groups and the Council in practice – how, for example, safeguarding problems would be reported to the full governing body in a timely fashion. Recent feedback from voluntary movement members – that they wanted more opportunities for active involvement – meant that that interface needed more attention, including at regional forum level.

The structure was approved; it was agreed to review the set-up in early 2018; and it was agreed to revise the title 'Management Groups' before they came into being.

The terms of reference and remits for the Committees and Management Groups, plus the membership by Council members proposed for the Committees and Management Groups, were approved as laid out in the Clerk's circulated paper. Further filling of gaps would be for the Search Committee to carry out at its next meeting.

6. Minutes of the Open Business at the Council meeting of 29 March 2017 and matters arising not on the agenda

The minutes of the Open Business at the previous (final) Council meeting of the prior governing body, held in Cardiff, were approved as a correct record by those who had been present at it. There were two matters arising:

Minute 5 – Welsh Government’s Adult Community Learning Review: there were now 4 options for the future delivery of adult learning in Wales emanating from the Review – FE colleges running Adult Community Learning had been added as a late option. The organisation was represented by our curriculum managers on all 4 partnership groups convened for consultation purposes on those options. A letter from the Welsh Government earlier in the week had set September 2018 as the date for implementation of a revised delivery and funding structure for adult learning in Wales. Some felt that we had a fight on our hands – both to maintain our predominant position and to secure an acceptable definition of Adult Community Learning resulting from the consultative process. Our members needed to be mobilised, and **it was agreed that an Adult Community Learning working group be established to assist in such a mobilisation and to co-ordinate the Council’s own responses. It was agreed that Dafydd Rhys, Caroline Davies plus the Chair and Vice Chairs would form part of that working group.**

Minute 15 – Expressions of gratitude: Toni Schiavone wished to reiterate thanks to all former governors, and to Gerry Jenson and Rob Humphreys in particular as the outgoing Vice Chairs. This view was endorsed by all members of the Council.

7. Coleg Harlech Site Update, May 2017

The Harlech Strategic Group had met earlier that week, now including representation from the ‘Harlech In Action’ community group. It had been mooted there that the most appropriate/likely outcome for the Wern Fawr building would be conversion into a hotel in private hands, with the theatre building continuing in use through a form of social enterprise. The agreed closure of Wern Fawr from 1 August 2017 would leave courses to be housed in the adjoining theatre building, where Theatr Ardudwy would be expected to pay its real way in terms of the costs of leasing its part of the building from that date onwards. There had recently been interest expressed in the whole site from investors based in China. Governors felt it important to know the provenance and ethical background of these investors, and to understand their stance on the social enterprise aspects of the proposed operation, before pronouncing on how acceptable such an approach was.

Chris Franks wished to point out to new Council members in particular that experience had shown that the campus was a potential financial bottomless pit, which could pull the whole organisation down unless dealt with judiciously: it was not Addysg Oedolion Cymru | Adult Learning Wales’s purpose to safeguard bricks and mortar, however historic and appealing some of the buildings at Harlech were. After years of attempts at maintaining Coleg Harlech’s viability, the educational remit of our mission had to be paramount in all considerations for its future. **It was agreed that it would be better to discuss these matters in depth at the subsequent Council meeting to be held in Harlech in June, which would also be the occasion at which further Council members might be added to the Harlech Strategic Group.**

8. Minutes of the Audit and Corporate Governance Committee meeting of 6 March 2017

Chris Franks moved receipt of the minutes, which were formally noted, and expressed keenness to have committed Council members sit on it in its new format.

9. Minutes of the Finance and General Purposes Committee meeting of 9 March 2017, plus Financial Summary Report and Management Accounts to end of March 2017

The minutes were formally noted. Mark Baines reported, in relation to minute 3, that all staff had now moved from the office at Llanishen, Cardiff and were based (as of that very week) at Coopers Yard, Cardiff. As for minute 10 on our investment funds, mention of Absolute Return holdings in our smaller trust fund referred to a relatively small amount that was held contrary to our ethical investment policy, and the matter was being pursued with our Financial Adviser and Investment Manager.

Turning to the financial report, Mark Baines stated that with the redundancies relating to the Harlech site, it was now projected that the organisation would incur a £34,000 deficit for the current financial year. In answer to a question about accredited and non-accredited courses, he said that the preferred 80%/20% split between such courses in our provision was a reflection both of educational values and of financial prudence, as that was the allowance set out within the Welsh Government's funding regime. Expansion of the non-accredited portion from its 11% thus far in the 2016-17 academic year was in hand. A question was asked about the North Region's income and expenditure figures, as quoted in the Regional Summary.

The fact that we had received a further legacy from a will was noted: the Chair wondered whether we should undertake more in terms of following up alumni as a possible income stream in the medium term. Sonia Reynolds also stated that as we were registered for Gift Aid, governors' expenses claims could be repaid 'at a profit' to the organisation, if governors were so minded.

There was positive news in terms of the Welsh Government's 1.25% increase in funding allocation to us for 2017-18. Kathryn Robson stated that she felt the organisation was as lean as it could be in terms of its non-pay expenditure, but that there might be staffing-related financial issues which the next meeting of the Council would need to consider. These included the fact that higher overall pension costs had to be factored in to the following year's budget.

10. Reports on events in April – AGM and Launch event at Y Senedd

Kathryn Robson described the high quality of the performances and speakers at the AGM at Porth Eirias in Colwyn Bay on 8 April 2017. Three motions (all supported by the Council) had been passed, one other relating to Coleg Harlech had been defeated, and a further one on our Music Technology course provision was withdrawn, following negotiation.

The Launch on 27 April 2017 had provided good networking opportunities and positive media coverage, especially on ITV Cymru Wales. The Minister for Lifelong Learning and Welsh Language's comments had been encouraging (though no promises had been made about future moneys). The Acting Chief Executive was due to meet him once more as a result of the event. Chris Franks felt that not enough was being done to obtain potential support from Assembly Members and Members of Parliament in general, and asked that a media strategy be presented to the Council. **It was agreed that such a paper would come to the Council in the future, via the appropriate 'Management Group', and would also include descriptions of campaigning and advocacy work that was carried out.**

11. Draft formal agreement with Wales TUC Cymru

This had resulted from a meeting between the then Interim Chair, Acting Chief Executive and the General Secretary of Wales TUC Cymru, Martin Mansfield: this same draft had been shared with him, so that he might amend it prior to submitting it to his own General Council. Wales TUC Cymru invested c. £150,000 per year in Addysg Oedolion Cymru | Adult Learning Wales to conduct its educational courses for trade unionists, and was content with the quality and consistency of the service provided. **The Council gave Chair's authority to John Graystone to finalise the agreement's wording, in consultation with Kathryn Robson, on its behalf.**

12. Arrangements for making appointments to the 3 remaining places for Council members

The Council noted that this was an outstanding action and agreed that the Search Committee be convened to act on the matter as soon as was practicable.

13. Forthcoming Council meeting dates

12.30 pm, Tuesday 13 June 2017: Coleg Harlech, St. David's Hill, Harlech (with guided tour of the campus at 10.30 a.m.)

12.30 pm, Monday 24 July 2017: Innovation Centre, Ebbw Vale