

## 1. Attendance and Introductions

- 1.1 **Present:** John Graystone (Chair) and Gerry Jenson (Vice Chair) – except for minute 3; Rob Humphreys (Vice Chair), David Elis-Williams, Toni Schiavone, Chris Franks, Alison Hill, Steve Drowley, Catrin James, Viv Davies. Becky Watson Stubbs, Cathy Clark and June Jeremy were absent for minute 2. The meeting was quorate throughout.
- 1.2 **Apologies:** Hayden Llewellyn.
- 1.3 **Absent:** Rhys Barfoot, Julie Cook, Cerys Furlong,
- 1.4 **In Attendance:** Stephen Thomas (Clerk); Gayle Hudson (to the end of minute 9), Dafydd Rhys, Sonia Reynolds, Heather Willbourn – all Council members in waiting; Kathryn Robson (Acting Chief Executive), Mark Baines, Cath Hicks, Nathan Jones, Sharon Reader – all Senior Management Team/SMT members (present from the end of minute 3 onwards); Alan Tinsley (SMT member: present from the end of minute 3 to minute 8 only); David Ashman (for the end of minute 3 and minute 4 only).

Each person present took the opportunity to introduce themselves. A number of people then left and returned at various stages over the next two items.

## 2. Minutes of the Confidential Business at the Council meeting of 27 January 2017 and matters arising not otherwise on the agenda

The minutes of the Confidential Business at the previous Council meeting in Llandudno Junction were approved as a correct record, and there were no matters arising from them.

## 3. Search Committee's recommendations on the appointment of governors to the new Council, following the open advertisement process

(John Graystone and Gerry Jenson departed for this item.) Rob Humphreys took the chair and explained the purposeful and business-like work undertaken by the Committee over the previous month in the short-listing and interviewing exercises that had occurred, with the assistance of two co-opted members of the new Council as previously agreed. Three recommendations were made and each was approved by the Council:

- **The appointment of John Graystone, Gayle Hudson, Glenys Hughes-Jones, Gerry Jenson and Iwan Hywel as Council members (the last named under the Affiliated and Partner Organisation category);**
- **That the 4 candidates interviewed but not recommended to become governors, plus a further 6 of the applicants who did not get invited to interview, be considered by the new Council as potential members of committees or management groups/working groups in the future;**
- **That the responsibility for filling the three unfilled Council vacancies (inc. one for an Affiliated and Partner Organisation) be passed on to the new Council to fulfil after 1 April 2017, in line with the constitution and as a continuation of the process undertaken thus far.**

The numerous absentees for this item were then invited back into the room, to be informed of these decisions. A list of the Council's membership as of 1 April 2017 was then tabled by the Clerk. It was agreed that further information about the new personnel be made available at the AGM and on our website. The new Council would be made aware of the expertise of the newly appointed governors, with the Clerk drawing up an updated matrix of skills and diversity.

Chris Franks added hearty congratulations on the Council's behalf to John Graystone on his recent receipt of a Lifetime Achievement Award at the TES FE Awards 2017, for his services to further education in the UK.

#### **4. An overview of our work in South East Wales**

In his role as South East Region Manager, David Ashman presented overall statistics on staff numbers, budget and activities in the region. Given the new system for recording educational data, he was able to quote current figures for accredited and non-accredited hours of delivery which were live as of the previous working day.

He then listed some of the strengths of the region and the challenges it faced. The strong concentration of activity in Communities First areas was a factor which straddled both factors, given that the scheme was due to end in the coming months: its emphasis on employability-related skills meant that over 800 different such courses were being delivered. In terms of continuity at the end of Communities First, good partnership working with a range of local authorities in the region meant that potential legacy payments due once the schemes closed should come our way, and discussions with other key delivery partners on legacy work were also underway.

David was thanked for his contribution.

#### **5. Minutes of the Open Business at the Council meeting of 27 January 2017 and matters arising not on the agenda**

The minutes of the Open Business at the previous Council meeting in Llandudno Junction were approved as a correct record. It was noted that the description of proposals in minute 5 for Coleg Harlech was correct as at the date of the meeting, though had since changed (see minute 6 below). There were three matters arising:

**Minute 4 – Staffing Structure Re-organisation:** the one unfilled post on the structure chart referred to an IT Development role, where revisions in the IT strategy had altered the need for the post.

**Minute 4 – Welsh Government's Adult Community Learning Review:** follow-up had been maintained through meetings with appropriate senior civil servants, at which the three options laid out in the Review and the cluster groups which were being formed as a result of it had been discussed. As for higher echelon political level representations, contacts with the Learning and Work Institute and with ColegauCymru would facilitate those.

**Minute 6 – Investment and Ethical Investment policies:** these had been before each of the Regional Forum meetings in February/March as planned. While detailed discussion on the policies had been limited, broad support was expressed for the fact that an ethical investment policy had been implemented.

## 6. Coleg Harlech Site Update, March 2017

A detailed report on the buildings and land owned by the organisation in Harlech by Rowland Jones Chartered Surveyors had been sent out prior to the meeting, in hard copy. This acted as background to the description provided by Kathryn Robson of the estate and of the educational provision currently based there. While the previous Council meeting had agreed potential relocation of the Harlech-based courses for 2017-18 to a different site in Gwynedd, such as at Porthmadog, alternative locations had proved costly and enrolment for the following academic year's intake had in fact centred on the Harlech area once more. Proposals had therefore changed to upgrading the Amenity Block, or locating the course in the theatre building as an interim measure in the coming academic year. This did not alter the decision already approved - to leave the Wern Fawr building on the site as of 31 July 2017 (essentially to mothball it) as part of a longer term strategy of revitalising it as a building. This along with associated staff cuts would save half of the c£100,000 annual deficit made on the campus, on top of which Theatr Ardudwy had agreed to increase its contribution to the running costs and overheads of the theatre building to £1,000 monthly from August this year.

Given the tenor of motions to be presented at the AGM in early April, clarification needed to be given to members, learners and others that Coleg Harlech as a whole was not being closed, and that its brand could be more widely utilised by the organisation in future, at the same time as a social enterprise future for the site was being seriously contemplated. In terms of staff at Harlech, voluntary redundancy terms had been agreed with a number of the core employees based there. Active tutorial staff would still be employed according to where the courses were run – i.e. they would now stay there for a further academic year.

The need for the new Council to be clear about the longer-term strategy for Harlech soon into its existence was underlined: this included not going back over former options and proposals that had ultimately been discounted over many years. More concrete timescales needed to be put before the new Council, and the involvement of national-level politicians (rather than merely local ones) in the next stage was becoming increasingly pressing and needful. It was further suggested that the Wales Co-operative Centre be involved in any moves relating to the social enterprise side.

**The recommendations in the paper were approved, namely: the drawing up of a costed plan for alterations to the Amenity Block; the creation of a new social enterprise to take the Wern Fawr building on, under a leasehold arrangement; follow-up to the potential development of the various parcels of land owned by us in Harlech, as laid out in the surveyor's report; and directing the Harlech Strategy Group to provide further costings and recommendations to the Council whenever they became firmer.**

## 7. Report of the Audit and Corporate Governance Committee meeting of 6 March 2017 and Risk Register for February 2017

Chris Franks reported on the Committee's final meeting in its current guise. It had reviewed the actions taken by the organisation on recommendations made by the external and internal auditors over the previous year, and pronounced itself satisfied with progress; it had also agreed the internal auditors' schedule of priorities for the Spring 2017 audit. Those auditors, TIAA, had also presented an explanatory note on the review that they were commencing on educational data for the 2014-15 academic year. Certain governors were reassured that this work - as referred to in the Risk Register (risk no. 18) - was now underway.

Turning to that Risk Register, the Council also suggested that certain actions listed in the action plan column under various points did not of themselves 'remove' risks or necessarily reduce risks on the Harlech building (risk no. 7), nor further influence national and regional educational policy (risk no. 2), nor make the organisation's membership more effective (risk no. 16). Toni Schiavone wished to add that with no senior staff member having lead responsibility on the Welsh language, that should be reflected in the Risk Register's next version. **The Acting Chief Executive agreed to revise the Risk Register, taking account of these comments.**

#### **8. Report of the Finance and General Purposes Committee meeting of 9 March 2017, including Financial Summary Report and Management Accounts to end of January 2017 and IT Update paper**

David Elis-Williams brought governors' attention to the office owned in Llanishen, Cardiff where advice from surveyors and valuers had been to take a neutral stance on the sale or lease of the office building once vacated, so as to test the market. The reformed Committee at its first meeting should consider pension harmonisation, consistency in applying budgetary control procedures and setting financial targets so that initial discussions on those matters could be concluded.

Turning to the financial report, Mark Baines stated that despite forthcoming redundancies relating to the Harlech site, it was still foreseen that the organisation would break even in the current financial year. There was discussion of the financial implications of changed stipulations by Welsh Government on non-accredited learning, and its greater emphasis on effective progression by learners and the importance of progression data being collected as evidence. In fact, some non-accredited learning carried out by WEA branches was not currently being recorded nationally and should be added to the organisation's overall output, providing a positive factor in terms of future balance of educational provision.

Alan Tinsley spoke to the Information Technology paper. The organisation's core IT infrastructure was being rebuilt from scratch, using capital grants from the Welsh Government. This was to deal with inherent problems caused by old equipment, and should future-proof the system for 3 years to come. The Committee in discussing IT matters had questioned why such a major matter had not come before it prior to its meeting earlier in the month, under its 'General Purposes' rubric. It had also asked why a degree of risk had been taken on financing the capital infrastructure required for IT prior to the Welsh Government's grant being a certainty. It had been agreed that a refreshed IT strategy would be presented to the Committee before the end of 2017.

Chris Franks referred to 'catastrophe planning': given that full replication of the hardware would be very expensive, he wanted to know what other options existed. Alan Tinsley said there had been discussions with advisers about duplication of certain infrastructure hardware at Bangor or Harlech and the option of moving core hardware to a data centre, such as at the BT tower building near the Millennium Stadium in Cardiff.

On separate IT communication matters, it was asked whether the 6 regionally-linked Council members could have a designated e-mail address and data link with the organisation's members in their respective regions: that was confirmed as being technically feasible. And the Machynlleth Regional Forum meeting had raised the possibility of easing the bureaucracy required for re-registration of learners who attended multiple courses, through the use of IT.

#### 9. Minutes of the Voluntary Movement Committee meeting of 25 January 2017

These were formally noted. A further discussion ensued on the term ‘lobbying’, given that the UK government had changed (dropped for the present) its plans for setting out detailed lobbying regulations for charities. Campaigning on what the organisation believed in was felt to be important by many Council members. Rob Humphreys enjoined that he did not contest that such activity was lawful for a charity as long as it fell within the bounds of its purpose/objects, but that he believed the organisation needed to raise its sights higher and seek to change political and other processes by effective influencing, rather than out-and-out lobbying.

#### 10. Minutes of the Curriculum Committee meeting of 20 February 2017

These minutes were formally noted. Viv Davies pointed out that the Welsh medium courses point raised in minute 2 should be carried forward by the new Council and the successor Committee in the revised structure.

#### 11. Minutes of the Quality and Learner Experience Committee meeting of 21 March 2017, Estyn Review Visit Report and Mid-year Report on Learner Feedback

These minutes were formally noted. Gerry Jenson said that the Committee had been somewhat taken aback (as had senior staff members) by the fact that an official remit letter had preceded the Estyn Review visit earlier in that month by only a week, and that there would be no formal written report resulting from it. Such comparative informality seemed to stem from Estyn’s current lack of clarity on how to deal with adult education, plus the fact that Addysg Oedolion Cymru | Adult Learning Wales was a national organisation, so that it had in some ways been an experimental visit for its inspectors. **It was nevertheless agreed that the organisation should send its own written conclusions from the visit to the inspectors, and seek confirmation on them by Estyn, so that something official in writing resulted from the visit.** The high quality of papers prepared by staff for the Review was praised by the Chair of Council.

The Mid-year Report showed the benefit of having live data and of providing timely feedback to regions when points of concern did appear.

#### 12. Revised proposal for a review of governance/Committee structure from April 2017

Much of the feedback received by Kathryn Robson to the original draft proposals circulated in January had revolved around the voluntary movement. She had worked with Regional Representatives and Chairs to ensure that the strong and seamless connection between the movement as a whole and the professional organisation was underpinned wherever possible. Sonia Reynolds nevertheless pointed out that the Campaign Group should appear somewhere in the accompanying diagram.

In terms of specifics, it was again acknowledged that the Search Committee was more akin to a task and finish group, and the Harlech Strategy Group similarly so. Other Committees should be encouraged to set up their own task and finish groups where they saw fit. Greater regionalisation of roles was also considered important, as was the fact that certain Management Groups would need to report more frequently to the Council than annually – the Harlech Strategy Group certainly being a case in point. There was also felt to be a need to define more clearly the involvement of voluntary

members in the Management Groups, lines of accountability and of communication emanating from them, and the role of the Clerk's office in it all. The Chair did not demur from this, and felt that remits and terms of reference for each Committee would clarify these matters. **The Clerk and Acting Chief Executive were requested to bring further proposals on this matter to the next Council meeting for approval, including proposed remits and terms of reference.**

### 13. Motions received for the AGM at Porth Eirias, Colwyn Bay on 8 April 2017

In addition to the paper circulated to all members with the papers, a further document was tabled including Kathryn Robson's response to each of the five motions. Motions 1 and 2 were seen as non-controversial. Motion 3 on the Harlech site (which had come via the North West Regional Forum) was discussed at some length and **the division of speaking responsibilities on it between David Elis-Williams and Kathryn Robson agreed.** Motion 4 on the potential closure of Coleg Harlech needed to be answered factually in terms of the financial difficulties encountered, and **a written brief setting out which assets had been sold should be prepared for that.** Motion 5 was largely to do with an operational issue concerning the curriculum: in certain governors' view it showed that a review of the correct constitutional channels and structure to deal with such matters was required, as it was felt inappropriate for a curriculum-related matter initiated by a learner or group of learners to be discussed at an AGM. An unfortunate precedent might thus be set. It was nevertheless a cleverly worded motion: **it was agreed that further discussions occur with its proposers, resulting possibly in an amendment being put to the AGM. Governor speakers on these last two motions would be confirmed in anticipation of the AGM.** Given possible media interest in these Harlech related motions, it was agreed that should a *Daily Post* journalist require entry at the AGM the decision would be in the hands of the Chair on it.

### 14. Appointment of Interim Chair for the organisation from 1 April 2017 to the date of the first meeting of the new Council

The Chair stood down for this item, for which the Clerk read the appropriate part of the organisation's Standing Orders which made it clear that it was for the new Council to elect a Chair from among its own members. **It was proposed by June Jeremy, seconded by Toni Schiavone, and unanimously agreed that John Graystone should fulfil the role of interim Chair until the first Council meeting on 11 May 2017 - this to include presiding at the forthcoming AGM.**

### 15. Expressions of gratitude

John Graystone thanked all those governors who were stepping down as of 31 March 2017 for their sterling work on behalf of the organisation. He also wished to thank Mark Isherwood for his important contributions prior to and following the merger period. John Graystone was in turn thanked for his input as Chair.

### 16. Dates for the Diary

Annual General Meeting: 12 noon – 3.00 pm, Saturday 8 April 2017: Porth Eirias, Colwyn Bay

Launch of Addysg Oedolion Cymru | Adult Learning Wales: 12.30 – 2.30 pm, Thursday 27 April: Y Senedd, Cardiff Bay