



**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF
WEA YMCA CC CYMRU HELD ON WEDNESDAY 22 JUNE 2016
AT THE METROPOLE HOTEL, LLANDRINDOD WELLS, POWYS LD1 5DY**

Present:

Officers: John Graystone (Chair), Mark Isherwood (Chief Executive), Stephen Thomas (Clerk to the Council) (3).

Individual members: David Ashman, Mark Baines, Terri Bishop, Christine Cockroft, Viv Davies, David Elis-Williams, Christine Franks, Christopher Franks, Christina Gallagher, Tracy Garnett, Jeremy Gass, Adele Gatt, Jonathan Goddard, Dave Griffiths, Fran Griffiths, Lynne Hayes, Steve Hayes, Cath Hicks, Jayne Ireland, June Jeremy, Matthew Lloyd, Betty Mason, Nic Morgan, William Powell, Sharon Reader, Jenny Render, Susan Roberts, Dafydd Rhys, Toni Schiavone, David Smith, John Spencer, Katrina Taylor, Nick Taylor, Elaine Topping, Becky Watson Stubbs, Heather Willbourn, Maria Worley (37).

Individual members and Branch representatives: Cathy Clark (Blackwood and Oakdale), Steve David (Port Talbot), Derek Edwards (Unit 10 Port Talbot), Phil Elias (Llanelli), Jenni Jones-Annetts (Caerphilly), David MacManus (Caerphilly), Sonia Reynolds (Upper Amman Valley), Ceinwen Statter (Merthyr Tydfil), Marilyn Thomas (Caerphilly), Huw Williams (Merthyr Tydfil) (10).

Branch, Learner Forum or Affiliated & Partner Organisation representatives: Julie Cook (Wales TUC Cymru), Allan Herbert (South Riverside Community Development Centre, Cardiff), Catrin James (Urdd Gobaith Cymru), Evie Wyn Jones (Busnes Eryri Cyf.), Jonathan Morgan (Brecon Branch), Val Williams (Sylfaen Cyf., Caernarfon) (6).

In attendance: Michelle Anderson, Moelwen Gwyndaf, Nerys Hurford (simultaneous interpreter), Martin Price (Martin Price Associates), Heward Rees (WEA Llanelli Branch), Gillian Wilde (6).

Apologies:

Rufus Adams, Graham Allen, Vivien Allen, Leanne Andreadis, Huw Baker (btp Associates), Sue Carlick, Simon Conlin, Gareth Cork, Deborah Crecraft, Carey Davidson, Andrea Davies, Gerwyn Davies (Port Talbot branch), Jill Davies, Nigel Davies, Terry-Anne Davies (Global Community Learning branch), Cath Dawkes, Maggi Dawson, Mandy Doyle, Steve Drowley, Ian R. Edwards (Unit 10 Port Talbot), Joe England, Ann Evans (Vale branch), David Evans (Vale branch), Gwilym T. Evans, Tudur Evans, James Fleming, Clare Fox-Rashed (Women Connect First), Janette Francis, Cerys Furlong, Elaine Gwynne, Natasha Harris, Adrian Heathfield, Llinos Hicks, Alison Hill, Daphne Holdsworth, Rob Humphreys (Vice-Chair), John Hurley, Lynette Hurley, Hannah Isherwood, Wally James, Gerry Jenson (Vice-Chair), Nathan Jones, Sarah K. Jones, Sonia Jones, Richard Knoyle (btp Associates), Hayden Llewellyn, Roslynn McAlister, Peter Midmore, Graham Morris (Port Talbot branch), Richard Gareth

Morris, Helen Murphy (Caerphilly Learner Forum), Jayne Murphy, Sarah Murphy, Ray Neil, Mary Newman (Global Community Learning Branch), Annie O'Brien, Lynne Osborne, Tim Owen, Valmai Owen, Tracey Powell, Graham Price, Martyn Reed, Cllr. Peter Rees (Neath Port Talbot CBC), Julie Roberts, Harold Rothera, Marjorie Rothera, Leane Saunders, Derek Thomas, Jan Tiley, Alan Tinsley, Peter Townend, Margaret Whitcombe, Buddug Wiliam, Beverly Williams, Ceri Williams (75).

1. Welcome and introductory comments

John Graystone welcomed all to the Extraordinary General Meeting (EGM) and made a few customary housekeeping announcements. He stated that the meeting had been properly convened in line with WEA YMCA CC Cymru's constitution, and that it was quorate. Apologies had been received from numerous members and supporters (noted above). Some members, though absent, had taken the opportunity to cast their votes by proxy beforehand. Certain of those votes would be cast by nominated individual members who were present, others through him as Chair: the Clerk would refer to those latter votes at the appropriate time. Tellers needed to be elected from among the members present, for the counting of votes on the Floor: David Ashman and Matthew Lloyd were duly elected to those roles. Voting papers (including, where appropriate, for proxy voting) had been distributed at registration to those entitled to vote, prior to the meeting.

John Graystone underlined the importance in particular of the name and governance issues that were before the EGM, which had been the subject of much advance discussion and consultation. He was aware that aspects of the proposals were controversial, and anticipated informed debate on the key issues. He confirmed that 75% approval was required to pass the two Special Resolutions or the Alternative Proposal, because of their central, constitutional nature.

2. Special Resolution 1

'That the name of the Company be changed to Addysg Oedolion Cymru / Adult Learning Wales, such resolution to take effect on 31 July 2016 subject always to all necessary consents (if any) having been received to the adoption of new articles of association from the Charity Commission for England and Wales.'

This was proposed by Viv Davies and seconded by David Elis-Williams on behalf of WEA YMCA CC Cymru's Council. Viv Davies said that the new name was a sign of change, which would cement the relationship between the two former organisations. References to previous brand names, representing the legacies of the past, could be maintained below this unifying title, which would in due course come to represent the inspiring work done by the merged body. David Elis-Williams stressed its advantages as a fully bilingual title, one that was required to replace the unacceptable jumble of letters that currently existed and which was urgently needed following almost a full year of organisational existence.

Twelve members subsequently spoke on this matter. Most debated in favour of doing away with the 'long-winded encumbrance' of the current name; of the operational imperatives of being able to move to having a single domain name/web-site and unified e-mail addresses

rather than a continuation of confusing, mixed titles as at present; and of the need to grasp the opportunity seemingly being presented by Welsh Government for secured funding and continuing liaison with partners such as Wales TUC Cymru by forging a modern and clear identity for ourselves. While perhaps uninspiring, the name was at least descriptive of the organisation's work in a way that the current one was not.

A minority of speakers however was against the name change, for a number of reasons: some felt it arrogant, as there were other providers of adult education in Wales. Nor did it reflect young people within its wording. Others still were against it for the fact that, in their eyes, it sold out the significant, combined history of the organisations that had come together in the mergers of the previous three years. To certain speakers, the name was unexciting quango-ese, and suggested a mere arm of Welsh Government or of local authorities.

An undertaking was made by the Chair that the names/logos of three of those former institutions (WEA Cymru, Coleg Harlech and YMCA Wales CC) would be reflected in sub-headings on all designs which utilised the new name. This did not satisfy those, however, who were of the opinion that designs of such materials should have already been made available to vouch for this claim, and who were not content that alternative overarching names which had been thrown up by the consultative process had not been openly shared with members, either at recent Regional Forum meetings or now at the EGM. Nor was the potential strapline to be used being shared with the meeting – for example, could the importance in the minds of some of referring to 'community' somewhere be covered in that way?

Following a summing-up by Viv Davies, the vote on Special Resolution 1 – including proxy votes received – was:

67 in favour
27 against
10 abstentions

The Resolution therefore fell, because although a clear majority was supportive there was not the requisite 75% vote in favour of it.

3. Special Resolution 2 and the Alternative Proposal regarding governance

'That the regulations set out in the document produced to the meeting and, for the purpose of identification, initialled by the chair of the meeting be adopted as the articles of association of the Company in substitution for all existing articles of association of the Company with effect from 1 August 2016, subject only to all necessary consents (if any) having been received to the adoption of new articles of association from the Charity Commission for England and Wales.'

This was proposed by Catrin James and seconded by Cathy Clark on behalf of WEA YMCA CC Cymru's Council. Catrin James spoke of the extensive process of consultation and discussion behind the proposals, linked to work undertaken by consultant Martin Price, and of the fact that many compromises had been made to accommodate the varying views of those who felt strongly on matters of future governance models, such as on regionality. Thus there would be a majority of elected governors on the newly shaped Council, the Assembly

represented a novel means of renewing the democratic foundations of the organisation, and greater means of electronic communication with members were being written into the constitution as well. She concluded by citing a message from member Derek Thomas, in which he asked that his view *'that the Alternative Proposal removes democratic control and places power in the hands of a few'* be read out. Cathy Clark endorsed the Resolution, having been a member of the task and finish group that had shaped the proposed changes, cognisant of the many differing opinions held on the matter. The Assembly was a brave move forward for the organisation, and with a governorship of 19 people the proposed Council remained a large body compared with other groups with which she was involved.

Jeremy Gass then spoke on behalf of the Alternative Proposal. While acknowledging the move to a majority of elected people on it, he felt it rather offensive that in the Special Resolution the Chair of the new Council should explicitly be from among its appointees. This he saw as a backward, anti-democratic step – as was the fact that governors were not automatically required to be members of the organisation. The Alternative set-up proposed a larger Council of 25 people, which in his view and that of official seconder Graham Price better reflected the range and types of learners, while quantifying representation from regional forums, learner forums, branches, individual members, affiliated and partner organisations and staff – some of which was left in the Council's hands to decide upon in the Special Resolution. Proponents of the Alternative Proposal also saw no reason for creating an Assembly, as it was feared it would muddy the governance waters with its somewhat vague remit, and potentially undermine the annual general meeting and Regional Forums. The Alternative Proposal was formally moved from the Floor by David Smith.

Eight spoke from the Floor, with most supporting the Alternative Proposal. Many of them found it more democratic in its construction with regard to branches, affiliated and partner organisations, especially given the Special Resolution's appointed Chair and the Chief Executive automatically serving as a governor. The Assembly to some speakers seemed toothless and ill-defined. In defence of the Special Resolution, some speakers thought it offered a more mature way of reflecting democracy in the organisation, with broader participation possible. Martin Price, invited to speak on behalf of the Special Resolution, underlined his view that what he had observed while attending Regional Forums, the AGM and the EGM was a semblance of democracy rather than a true representation of the thousands of people with whom the organisation dealt. An Assembly in his opinion was essential to re-kindle a participatory structure which more truly reflected learners, affiliated and partner organisations. Its role had explicitly been made unspecific in the proposals, so that it could evolve over time once formed. He feared that the organisation was in danger of missing a major modernising opportunity if it rejected the Special Resolution.

Points of summation and of rebuttal were made by Jeremy Gass and by Catrin James in turn to conclude the discussion. A vote was first taken on the Alternative Proposal. Including proxy votes received, the result was:

65 in favour
25 against
10 abstentions

The Proposal therefore fell, because although a clear majority was supportive there was not the requisite 75% vote in favour.

A subsequent vote on Special Resolution 2 from the Council – including proxy votes received – was:

**24 in favour
61 against
15 abstentions**

That Resolution was therefore clearly defeated.

4. Adoption of revised Standing Orders, Rules and Procedures of Addysg Oedolion Cymru / Adult Learning Wales

Given the fact that neither of the Special Resolutions nor the Alternative Proposal had been passed earlier in the agenda, and that this particular document rested upon clarity and decisiveness regarding a name and Articles of Association, the meeting agreed to set aside this agenda item without discussion or a vote.

5. Motion relating to the democratic structure and staffing support for it

'This EGM notes the overwhelming support at the AGM for democracy within the organisation and the consultant's recommendations for growing our membership. The EGM calls on the Council to ensure that in the new staffing structure there is at least one member of staff whose role is to build and support the democratic structure of the organisation, including Learner Forums, Branches and Regional Forums, and to develop membership.'

Jeremy Gass was once more proposer of this motion, which had emanated from his shock (and that of others) that such a post was missing from the original staff restructuring chart. Sonia Reynolds, in seconding the motion, spoke of how the level of discussion at the EGM had shown what was feasible with support and resources at Regional Forums in future, given staff support.

Mark Isherwood responded that this proposal had received support from both the Senior Management Team and the Council. Following consultation with staff as well, a full-time post as outlined was included in the present version (version 3) of the staffing structure.

The vote on this motion – including proxy votes received – was:

**99 in favour
4 against
5 abstentions**

The motion was therefore clearly carried, with a significant majority in favour of it.

6. Cynllun Strategol 2016-2019 Strategic Plan

Mark Isherwood thanked those present for their input at the various consultative stages relating to this Plan, circulated for information with the papers, which would form the focus of the organisation's work over the coming 3 years. David Smith sought clarification on what was meant by 'strategic partners' within the document, asking if the Co-operative College

was one such. This was a wide definition encompassing various strands of activity and interest, so the answer to his specific request was 'yes'. Jeremy Gass was pleased to see research work referred to here and in the unapproved Articles (Special Resolution 2), but wondered how work in that realm would be supported without a dedicated staff member in place in the revised structure. Mark Isherwood provided assurances of his personal commitment to the research agenda, and added that the soon-to-be-appointed Deputy Chief Executive would have a specific role in that field too.

7. Motion presented from the Floor of the Meeting

A document was circulated containing the following motion, reacting to news received since the EGM had been convened:

'This EGM congratulates former Chief Executive Officer of WEA Cymru, Maggi Dawson, on receiving an OBE in the Queen's Birthday Honours List 2016 and acknowledges the significant contribution that Maggi made and continues to make to Adult Community Learning in Wales as well as in other countries.'

Proposed by the Council, it was seconded from the Floor by David Smith. Some questioned the appropriateness of having this as a formal motion. There was general acclaim for the congratulatory sentiment expressed, though not universal support for it, as some did not back what they believed to be an unacceptable honours system.

8. Resolution on forthcoming steps to be taken by the organisation

Given the decisions earlier in the agenda not to pass either Special Resolution nor the Alternative Proposal, the Clerk had drafted an emergency resolution that was required in order to formalise the next phase in the process of change for the organisation. It was read out by the Chair as follows:

'This EGM, by virtue of the impasse reached on the two Special Resolutions before it, resolves to extend the office of the Council to 31 December 2016, i.e. by five months, and instructs the Clerk to file the revised Articles (attached) which extend the date and to amend Article 10.'

This EGM further requests that the Council establish a working party to work on the issues of a new name and revised Articles, with a view to presenting its proposals to an EGM to be convened before 31 December 2016.'

This was approved unanimously, by acclamation, by the meeting. A couple of members merely added that they believed that the next EGM should be held on a different day of the week, at a different time of day, and at a location different from the one that was concluding.

John Graystone thanked those who had spoken for the high level of debate and the civility of proceedings. His one observation from the Chair was a certain uncomfortableness relating to the importance of proxy votes in the results, given that the individuals who had voted thus had not been present to hear the well-presented arguments on either side of each resolution, proposal and motion.