



**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF WEA CYMRU
HELD ON WEDNESDAY 22 JULY 2015 AT THE CITY CENTRE CAMPUS,
CARDIFF AND VALE COLLEGE, DUMBALLS ROAD, CARDIFF CF10 5BF**

Present:

Officers: Rob Humphreys (Chair), Maggi Dawson (Chief Executive Officer), Gerry Jenson (Vice-Chair), Stephen Thomas (Clerk to the Council).

Individual members: David Ashman, Mark Baines, Terry Bishop, Gareth Cork, Cath Dawkes, Christopher Franks, Tracy Garnett, Jeremy Gass, Adele Gatt, Elaine Gwynne, Cath Hicks, June Jeremy, Lynda Jones, Jenni Jones-Annetts, Matthew Lloyd, David MacManus, Sharon Reader, Martyn Reed, Sonia Reynolds, Dafydd Rhys, Toni Schiavone, Katrina Taylor, Peter Townend, Ceri Williams.

Individual members and Branch representatives: Cathy Clark (Blackwood and Oakdale), Derek Edwards (Unit 10 Port Talbot), Phil Elias (Llanelli), Ceinwen Statter (Merthyr Tydfil).

Branch, Learner Forum or Affiliated Organisation representatives: Julie Cook (Wales TUC Cymru), Helen Murphy (Caerphilly Learners' Forum), Mary Newman (Global Community Learning Branch).

In attendance: Huw Baker (Auditor, Btp Associates), Kelly Edwards (Senior Officer for Policy and Research), Mark Isherwood (Chief Executive Designate), Sion Aled Owen (Simultaneous Interpreter), Trevor Summerlin (Tutor).

Apologies:

Janet Bailey (inc. pp. Llangynidr Branch), Paul Charlton, Christine Cockroft, Jeremy Comerford, Ian Cuthbertson, Desmond Davies, Nigel Davies, Viv Davies, Bella Decroix, David Elis-Williams, Joe England, June Estebanez, Tom Forbes, Christine Franks, Christina Gallagher, Michael Gallagher, Nomitha Gallagher, David Girdler, Jonathan Goddard, John Graystone (Chair, Shadow Board), Alison Hill (Vice-Chair), John Hurley, Lyn Hurley, Jayne Ireland, Rob Larkins, Sue Leslie, Nicolas Morgan, Annie O'Brien, Tim Owen, Valmai Owen, Jon Parry, Graham Price, Anne Reardon-James, Susan Roberts, Rebecca Rumbul, Cllr. Ken Stevens (Conwy CBC), Nick Taylor, Derek Thomas, Emlyn Thomas, Marilyn Thomas (pp. Caerphilly Branch), Jan Tiley, Heather Wilbourne, Huw Williams (43).

1. Welcome and introductory comments

Rob Humphreys, Chair of WEA Cymru, welcomed everyone to the Extraordinary General Meeting (EGM) and expressed pleasure at being hosted by Cardiff and Vale College in its new building. Apologies had been received from 43 members and supporters (noted above).

The Chair continued by stating that the EGM had been properly convened in line with WEA Cymru's constitution, and that it was quorate. Tellers needed to be elected from among the members present, for the counting of votes: Mark Baines and Matthew Lloyd were duly elected to those roles. In addition, there was a vote in favour of setting aside the stipulation in Standing Order 23 that a secret ballot be held, substituting instead voting by public show of ballot papers. These papers had been distributed to those entitled to vote at registration, prior to the meeting.

Finally, Rob Humphreys clarified that 75% approval was required to pass the two Special Resolutions before the EGM, because of their nature. The Ordinary Resolution and agenda item on the Standing Orders, Rules and Procedures required a simple majority for them to be adopted. Some members, though absent, had taken the opportunity to cast their votes by proxy beforehand, and the Clerk would refer to those votes at the appropriate time.

2. WEA Cymru and YMCA Wales Community College - the background to merger

Rob Humphreys spoke of the importance of the items before the meeting, which sought to build on the success of the two organisations and use the opportunity of a merger to create the platform for a secure future for adult community learning in Wales. He then welcomed and introduced Mark Isherwood, Chief Executive Designate of the new organisation, due to take up his post on 1 August, who spoke of the shared values stemming from 250 years of experience held by the two legacy organisations. YMCA Wales Community College had voted unanimously for the resolutions at its equivalent gathering the previous week. The merger was a chance to shape adult learning in Wales and to influence Welsh Government on its importance. He left the meeting at this point, to general applause.

Rob Humphreys then introduced the three key items (Resolutions) relating to the proposed merger between WEA Cymru and YMCA Wales Community College. These formed the necessary follow-up to the vote at the AGM held in Harlech in April 2015, when 63 votes were in favour of the merger and 2 votes were cast against it. The Council of WEA Cymru was aware that certain proposals represented interim solutions, which would need adaptation post-merger. To this end, a commitment had been made to undertake a review, involving consultation with members, stakeholders and partners on the new organisation's constitution. Through Regional Forums and other means the membership would be fully involved in that, leading up to an AGM in Spring 2016 which would consider revised Articles of Association, Standing Orders and a new charity name for the merged body.

3. Resolutions

There were three resolutions before the meeting – two Special Resolutions, and one Ordinary Resolution.

i) Special Resolution 1

That the name of the Company be changed to WEA YMCA CC Cymru, such resolution to take effect on 31 July 2015 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; and**
- **Completion of the transfer of the business and assets of YMCA Wales Community College Limited to the Company with effect from 1 August 2015.**

This was proposed by Chris Franks on behalf of the Council of WEA Cymru, and seconded by Sonia Reynolds. Chris Franks said that he had not anticipated a second merger process in under two years, but it had become clear to the Council and Shadow Board that both organisations would soon be operating at a deficit if this did not occur. Council members were also fully aware of the need to keep democratic traditions, with a view to strengthening Regional Forums in the coming phase.

Tracy Garnett asked for clarification as to whether the company name would be a permanent one. Rob Humphreys answered that it would not be, and that there would be debate on nomenclature during the review. The Council and Shadow Board had agreed that the existing two brand names should continue in everyday usage until the review's conclusions were implemented, and in the interim it was only the legal company name that would change. Peter Townend was reassured that this was only to be a legal device: as a tutor he wished to point out that many of his learners were not men, and many came from overseas.

The vote on Special Resolution 1 – including the proxy votes received – was:

**65 in favour
1 against
1 abstention**

ii) Special Resolution 2

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 2015, subject only to:

- (a) all necessary consents (if any) having been received to the adoption of new articles of association from the Charity Commission for England and Wales; and**
- (b) completion of the Transfer (as such term is defined in the resolution numbered 3 below) with effect from 1 August 2015.**

This was proposed by Toni Schiavone on behalf of the Council of WEA Cymru, and seconded by Jenni Jones-Annetts. While the Articles of Association were not the most stimulating of documents, Article 10.6 of the version before the meeting provided an opportunity for all members to take part in a thorough-going review of their contents, so as to ensure a structure in the medium term that was appropriate for the new organisation. The vote on Special Resolution 2 – including the proxy votes received – was:

**66 in favour
0 against
0 abstentions**

[It was accepted that minor changes could be made to the documentation, if necessary and agreed by the Chair, provided that they did not change the material terms and spirit of the documents as circulated.]

iii) Ordinary Resolution 3

It being noted that the acceptance of such transfer:

- (a) would be consistent with and permitted by the objects of the Company, as set out in the Company's articles of association (as adopted pursuant to the special resolution numbered 2 above); and**
- (b) would be permitted by the powers of the Company, as set out in the Company's articles of association (as adopted pursuant to the special resolution numbered 2 above),**

IT BE RESOLVED THAT the transfer to the Company of the undertaking, property and assets (or any part thereof) of YMCA Wales Community College Limited on such terms as may be agreed by the Company's Council (the "Transfer") BE APPROVED for the purposes of section 190 of the Companies Act 2006 and otherwise with effect from 1 August 2015, subject only to:-

- (i) the passing of the special resolution by the Company to change its name to WEA YMCA CC Cymru with effect from 31 July 2015; and**
- (ii) the Company obtaining such consents (if any) as may be required to such transfer from the Charity Commission for England and Wales.**

This was proposed by Gerry Jenson on behalf of the Council of WEA Cymru, and seconded by David MacManus. Formal meetings about the merger had only started in earnest in June 2014, and the benefits to learners had been uppermost in the minds of both sides during the deliberations. Given the nature of the merger, YMCA Wales Community College was being dissolved, and this was reflected in the Ordinary Resolution's wording and the detailed Business Transfer Agreement document that had been agreed by both organisations.

The vote on Ordinary Resolution 3 – including the proxy votes received – was:

**67 in favour
0 against
0 abstentions**

4. Adoption of Standing Orders, Rules and Procedures of WEA YMCA CC Cymru

Toni Schiavone explained that these had been discussed in detail by the Council and Shadow Board. Some of their provisions were avowedly temporary in order to 'get through the merger gate'. While he had queries himself in relation to the representative democracy details of the new organisation, the correct time to raise them was in the forthcoming review period, when he hoped those in the room and others would make their voices heard. He formally moved adoption of the document, and this was seconded by Jenni Jones-Annetts.

Peter Townend proposed an amendment to Clause 22, point 3 of the document: this related to student (learner) governors on the Council of WEA YMCA CC Cymru. He expressed a

feeling that he believed was shared by others in the organisation that there needed to be fairer geographical representation on such an all-Wales body, which had not yet had time to become embedded in its current WEA Cymru form. He therefore formally proposed the creation of a third student (learner) seat on Council, specifically for learners from north Wales. This was seconded by Terry Bishop. Sonia Reynolds spoke against the amendment, on the basis that the forthcoming review was the appropriate place for such considerations. Jeremy Gass wished to know what the geographical spread of the 16 appointed governors was – 5 of them were from northern Wales, with the remaining 4 seats (of 20) yet to be filled through election. The amendment was put to the vote, and the result was: 4 in favour, 34 against, and 4 abstentions. The amendment therefore fell, though the point made was entirely apposite with regard to the governance review.

There then followed a vote on the adoption of the Standing Orders, Rules and Procedures as circulated, and the result was:

41 in favour
0 against
1 abstention

5. WEA Cymru's Annual Report and Financial Statements for the year ended 31 July 2014

Jeremy Gass, as Chair of the Finance and General Purposes Committee, explained the delay that had occurred in finalising this document either side of the AGM at Harlech in April 2015. This was due to the need to apply merger accounting principles following the merger of WEA South Wales and Coleg Harlech WEA North Wales (CHWEAN), and the added complexity of different accounting periods – including one of 17 months. He pointed out the surplus made on the year, the strong balance sheet and the healthy cash flow statement, and proposed their receipt and adoption (seconded by Chris Franks).

Huw Baker then spoke of the full set of financial statements available for perusal, and congratulated the Finance Team on its work given that there had been no former members of CHWEAN's finance staff to assist in the process. Recent meetings of the Finance and General Purposes and of the Audit and Corporate Governance Committee had scrutinised the document in great detail, and he was content that it represented a fair and true reflection of the year to 31 July 2014. Jenni Jones-Annetts asked why there was a significant reduction in income from branches. Mark Baines answered that this was because some had been slow in submitting their annual accounts to central office, and Huw Baker added that given the comparatively small amounts involved that was not a material issue for the auditors' work. There was a unanimous vote (42 cast) in favour of receipt of the Annual Report and Financial Statements.

6. Progress in meeting targets in the WEA Cymru Strategic Plan 2014-17

Maggi Dawson provided a PowerPoint presentation of progress on this, presaging her comments with the fact that the two legacy organisations were to keep their own strategic plans in place for one year and to have a combined one from then on. She explained how WEA Cymru had joined forces with others to influence the Welsh Government's new adult

community learning framework that was due later in the year, and was part of round table meetings to influence manifestoes for the May 2016 National Assembly elections. Data on deprivation were shown: our work with ethnic minorities was considered of good quality. While continuing Category B financial status with Welsh Government was a positive indicator, 82% reliance on Welsh Government funding remained a challenge, and our degree of impact would increasingly be questioned by Welsh Government as well.

7. Regional Forums and their role in the future democratic structure of WEA YMCA CC Cymru

The Council had requested that there be an interactive session to discuss this matter and to seek ways of re-energising these structures in the newly merged organisation. Attendees were therefore divided into three workshop groups, where inputs were made on how to invigorate the Forums and underpin their influence within the organisation. Following 30 minutes of discussion there was brief feedback in a plenary gathering, during which each group made one key point:

- The purpose of Regional Forums should be more clearly spelt out, through revised and circulated terms of reference;
- Was a regional tier really a necessity in terms of 'ownership' of the Association?;
- The Regional Forums needed to become effective pathways for 2-way, rather than merely 1-way, communication.

8. Concluding Remarks

In her valedictory meeting, Maggi Dawson took the opportunity to thank the three people who had previously chaired the organisation in her 8 years at the helm at WEA South Wales and then WEA Cymru. Jeremy Gass was presented with a gift to show appreciation for his input and patience during the first merger process. Rob Humphreys was then thanked for having undertaken the chairing role originally allotted to him by Leighton Andrews when Minister, and staying on beyond that to see through a second merger. Gerry Jenson commented that her initial reluctance to sit on the original Shadow Board had been set to one side on the news that it was Rob Humphreys who would chair the process, as she knew of his vision and commitment to accomplish such tasks. His strategic leadership had similarly been evident in the new merger with YMCA Wales Community College. He was presented with gifts on behalf of staff and governors.

Rob Humphreys in turn paid tribute to those who had contributed to that day's outcomes. He particularly thanked and congratulated Maggi Dawson for her achievement, on her imminent retirement, in handing on the 'precious chalice' of the WEA from its past to the future phase: it had been a joy and a privilege to work with her. Gerry Jenson then presented Maggi Dawson with a token of appreciation from Council members.