



COUNCIL MINUTES: Open Business

1.00 p.m., Monday 14 September 2015

WEA YMCA CC Cymru, 6 Cleeve House, Lambourne Crescent, Llanishen, Cardiff CF14 5GP

(Minute 9 is to be found in the Confidential Business minutes for 14 September 2015.)

1. Attendance and Introductory Matters

- 1.1 Present: John Graystone (Chair), Becky Watson Stubbs, Viv Davies, June Jeremy, Catrin James, Hayden Llewellyn, Toni Schiavone, Anne-Marie Rogan, Gerry Jenson, Mark Isherwood (Chief Executive), Val Williams, Rob Humphreys, Cerys Furlong (from item 4 onwards). The meeting was quorate.
- 1.2 Apologies: Steve Drowley, David Elis-Williams, Chris Franks, Alison Hill, Claire Morris.
- 1.3 In Attendance: Stephen Thomas (Clerk).

As this was the inaugural meeting of the new organisation's governing body, introductions were made, declaration forms were signed by trustees and photographs were taken of those who were in this representational capacity for the first time.

2. Council Members' Handbook

A bound induction handbook was distributed to new trustees (and an edited version to those who had received certain induction materials previously). Stephen Thomas referred to the Charity Commission's on-line document 'The Essential Trustee' (Ref. CC3) as a good reference point on roles and responsibilities. The Chair mentioned the Code of Good Governance for Further Education in Wales that was being finalised by ColegauCymru in consultation with Welsh Government: **this would be distributed to members once complete** (ST).

3. Current Governance, Management and Staffing Structures

The process leading to merger on 1 August 2015 had been comparatively smooth in legalistic and governance terms. The two staff governors confirmed that from employees' perspectives it had been a fairly seamless period too, though there remained some natural nervousness among colleagues that the harmonisation of systems and paper work in the new institution would take time to see itself through. In terms of the Interim Staffing Structure, some staff members (including the Chief Executive) were sharing facilities between the two Cardiff offices: **a review of staffing requirements for the future would be undertaken during this initial 3-month integration period** (MI).

Turning to the organisational chart depicting the governance and management structure in place for 2015-16, the Chair declared his view that there were too many committees, and that the 'Council' name for the governing body should also be questioned. These were two of the legitimate issues to be covered by the review of governance arrangements, to take place during the coming months.

The generic terms of reference for the Council's Committees were approved, including the proposed numbers of governors sitting on each and the quorum to be applied. As for Committee membership, the rationale for differential numbers/duties was provided, and the transitional agreement regarding

their chairing was re-stated and agreed. It was also agreed that the Harlech Site task and finish group – comprising 5 trustees: David Elis-Williams, Alison Hill, Mark Isherwood, Gerry Jenson and Toni Schiavone – report directly to the Council because of its central importance. Anne-Marie Rogan expressed an interest in providing an input to that group’s deliberations. (The Chair also mentioned his discussion the previous week with Wayne David MP, who had suggested that a meeting to update Welsh MPs on developments at the Harlech site might be useful at an appropriate time.) The proposed Committee membership lists were approved, subject to:

- the addition of co-opted members in the form of Guy Wallace Smith (Audit), Anthea Clements and Peter Landers (the latter two to sit on the most appropriate Committees for them);
- John Graystone sitting on a Committee other than the Audit Committee, and another Council member taking the place of a learner governor on Audit (in line with Welsh Government’s Further Education Audit Code of Practice).

Attention finally turned to the issue of Vice-Chair of the Council. Two names were put forward – Gerry Jenson (prop. Viv Davies, sec. June Jeremy); and Rob Humphreys (prop. Gerry Jenson, sec. Toni Schiavone). These were both approved, as joint Vice-Chairs.

4. Review of governance arrangements for WEA YMCA CC Cymru

John Graystone felt the governing body in place for this academic year was a strong one, though there were still some gaps in expertise, notably in terms of business/the private sector. Gerry Jenson agreed that there was a need for a more entrepreneurial approach throughout, including within the Committee structure. The governance review should look at that among other issues. It would be a delicate yet interesting exercise, where it was important to set out its tenor as an opportunity rather than a chore at the outset – a means towards re-invigorating the organisation.

John Graystone ran through the previously circulated paper, concentrating on the recommended terms of reference and formation of a task and finish group to steer the review. It was felt important that the group be inclusive of the wider organisation by having a learner representative or learner governor on it - this was agreed. It was also essential to have a governor with experience of the WEA’s democratic structures and membership, as there was an awareness of the anxieties raised from those sources in discussions in the months leading up to merger, and of the expectation among many that a participatory future would result for the organisation post-review. Viv Davies was put forward and agreed for this latter position on the group. With current constitutional change and discussion within YMCAs in Wales too, it was agreed to include Anne-Marie Rogan on the group as well. **The membership of the task and finish group was therefore agreed as:**

John Graystone, Mark Isherwood, Gerry Jenson, Rob Humphreys, Viv Davies, Anne-Marie Rogan, Stephen Thomas, Learner governor/representative.

A question was raised as to whether a budget line existed for an external consultant’s input to the review’s work: it was unclear whether the 2015-16 finances had a provision for this.

As for reviewing the organisation’s name as part of the same process, Mark Isherwood pointed out that he had already encountered some ‘reputational risk’ from the current interim name, with a Minister/civil servants mis-quoting it. More importantly, there were practical and communication risks of two sets of systems being maintained in parallel under the current set-up. Proud institutional histories and traditions meant that there could be no arbitrary impositions on the naming matter, and it needed broad engagement through the aforementioned governance review and the **Fit for the**

Future day. It was however agreed that some market research should be undertaken on the issue of the name, going beyond current members/stakeholders to the wider public.

Cerys Furlong said that in her current experience of NIACE merging with the organisation Inclusion (CESI) it was essential that values and a mission were clearly described before the introduction of an external consultation/branding input: that chronology was important. She would pass on some relevant materials on this matter to Mark Isherwood. In light of the discussion, **it was agreed that the timetable for market research and for finalising naming proposals would be January-March 2016 (MI).**

5. Priorities for the Further Education Sector 2016-17: letter from the Minister for Education and Skills

John Graystone underlined that this letter referred to the following academic year rather than the present one, and that a similar missive had been distributed relating to Sixth Forms. Previous years' prioritisation of poverty-related matters had been replaced by emphases on skills provision, youth employment, progression to work, literacy and numeracy – although a reduction in poverty was still an overriding commitment. All of these offered opportunities for the new organisation to underline its strong position as a partner of government. There was discussion of Regional Consortia and WEA YMCA CC Cymru's place in them; and of the inspection regime, Estyn and potential changes to it. It was noted that there would be a new Welsh Government after the 2016 National Assembly elections and there could be a consequent change in policy direction.

6. Minutes of the final Shadow Board meeting of 31 July 2015 and matters arising not on the agenda

These minutes were presented for information. Under minute 1, the one remaining manifesto group meeting was with Welsh Labour, due the following week. In minute 8, an updated Information Technology and Information Learning Strategy paper would be before the Council's November meeting. As for Welsh Government Reviews (minute 9), Mark Isherwood had written as indicated regarding the Hazelkorn Review, but had not been able to involve himself directly (through ColegauCymru) on the Quality task and finish group, convened by Deputy Minister Julie James.

7. Finance Report to Council for September 2015

Mark Isherwood pointed out that further upgrades and standardisations of information systems/Information Technology would mean additional financial outgoings, not reflected in the summary financial position figures set out here. Such IT investment could be seen as a one-off commitment in 2015-16 from the organisation's cash balances, if it was felt important enough to undertake such upgrades. That situation would be spelt out more clearly in the full accounts coming to the November meeting (as agreed that they would for each subsequent Council gathering). The 2015-16 year end position (a projected deficit of £70,000) was worse than previously foreseen because there had not been as many savings as anticipated, with the application of TUPE regulations, no compulsory redundancies and budgeted one-off costs such as legal work related to the constitution. With a 2015-16 deficit now forecast, **it was imperative that the original forecast for 2016-17 (a deficit of £300,000) be further questioned, as there was a danger that it would become even more material (MI).**

8. Personnel Matters

The policy statement on a 3-month post-merger recruitment freeze was noted and approved (MI).

The Interim Staffing Structure chart was similarly noted. **Fit for the Future** was the bonding and consultation exercise that would be held on Thursday 26 November for staff and governors in Cardiff or its environs. This was intended as a follow-up to the February 2015 consultation session with governors, facilitated by a project manager. It would take the issue of coalescing the two legacy organisations further - clarifying agreed purposes, values and behaviours to fit the current organisation, and helping to feed that into the governance review. Up to 150 people would be invited to it.

Minute 9 - Confidential business – see separate minutes.

10. Dates and Locations of Council Meetings in 2015-16

9.30 – 15.30, Thursday 26 November 2015: **Fit for the Future** event, Cardiff area
10.00 – 13.00, Friday 27 November 2015: Coopers Yard office, Cardiff
12.00 – 15.00, Tuesday 19 January 2016: Llandudno Junction office
13.00 – 16.00, Tuesday 22 March 2016: Llanishen office, Cardiff
12.00 – 15.00, Tuesday 17 May 2016: Caia Park office, Wrexham
11.00 – 14.00, Monday 11 July 2016: Coopers Yard office, Cardiff