



COUNCIL MINUTES: Open Business

11.00 a.m., Monday 11 July 2016

WEA YMCA CC Cymru, 7 Coopers Yard, Curran Road, Cardiff CF10 5NB

(Minutes 3, 11 and 12 are to be found in the Confidential Business minutes for 11 July 2016.)

1. Attendance and Introductory Matters

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

2. Minutes of the Open Business at the Council meeting of 17 May 2016 and matters arising not on the agenda

The minutes of the Open Business at the previous Council meeting at Wrexham were approved as a correct record, subject to two sets of amendments to minute 3 - **Clear Thinking Consultancy's Strategic Plan for the Coleg Harlech site** – which should now read:

Paragraph 5 - *The Steering Group had concluded that the order of short-term priorities was: to make a slight surplus on the site instead of the current deficit; to aspire to ensure continued learning there in line with approval of the AGM motion; to maximise a financial surplus over time; and to utilise the unique selling point of the library to its maximum.* **and**

Paragraph 6 - *The Steering Group also sought approval for a change in function and name of the group itself to a Project Group/Board, which should become internal in its composition;*

There was one matter arising, relating to the same minute – an update on the Strategic Plan for Coleg Harlech, on which a brief paper had been circulated. Mark Isherwood added that the arrival of a potential developer, based in North America, for the St. David's Hotel (next door to Coleg Harlech) posed a risk for us, as Visit Wales's opinion was that there was inadequate demand in the town to have two large serviced accommodation sites there. It might prove feasible to work collaboratively with that developer across both sites, however. As for the theatre, Cyngor Gwynedd Council representatives were on-site the following day to decide whether on health and safety grounds the building needed both fencing off and internal evacuation because of the dangers which it posed to passers-by and to users.

David Elis-Williams added that he feared there had been a slowing down in momentum on Coleg Harlech matters over the previous two months, since Jane Richardson had stepped aside from her consultancy role, as there had not yet been an appointment to the new staffing post for the site, and the Project Group/Board had yet to meet.

Minute 3 – Confidential Business – see under Confidential Business minutes

4. Extraordinary General Meeting (EGM) at Llandrindod Wells on 22 June and its repercussions

John Graystone in reflecting on the EGM stated that he was ill-at-ease over the influence of proxy votes on the EGM's conclusions. Those casting such votes were not able to hear the arguments put forward. He believed that was an important issue that should be returned to at a future stage by the organisation.

- a) **Naming the new organisation:** the proposals in the accompanying paper, in terms of the process to be followed prior to a further EGM, were discussed. Previous testing of the matter relating to future branding of branches had already been conducted informally at Caerphilly branch, with positive results. Additional points were made by governors as follows:
- There should be clarity for the focus group and members more broadly that the intention was that the 3 legacy organisations' brands/logos/identities would inevitably become fainter over time;
 - Greater care should be taken, in background papers and through open consultations, in explaining the reasoning and manner by which the proposals were coming before the further EGM than had been the case in the lead up to June's EGM;
 - It was imperative that the whole conceptualisation, consultation and discussion of the name and its associated branding was conducted with a bilingual product from the outset - something which had been untrue of the process earlier in the year, where an inappropriate English-leading mentality had been painfully evident to some.

The Council approved the recommended steps set out in the paper, with the above caveats, and stated its approval for the organisation's name to be Addysg Oedolion Cymru / Adult Learning Wales.

- b) **Governance issues follow-up:** the Council agreed with the recommendation in the accompanying paper. **It considered the Governance Task and Finish Group's work to have been completed at the Llandrindod Wells EGM. It appointed a short-term working group to include some new input on the matter and to aim for further compromise which would ideally obtain the approval of a further EGM. The Working Group would comprise of: John Graystone, Mark Isherwood, Stephen Thomas, Cathy Clark, Catrin James and Jeremy Gass. It was agreed that Martin Price should be thanked for his input on behalf of the Wales Co-operative Centre, but that the next phase should be in internal hands only.**

Catrin James also received Council's approval for obtaining greater clarification on the affiliated and partner organisation category of membership. For certain organisations, membership information was sporadic and inconsistent: some bodies did and some did not (and did not need to) pay an affiliation fee; and definitions needed to be made clearer and the mailing list rendered more up-to-date on this matter. Val Williams said that the Voluntary Movement Committee had been alerted to this issue, and that it was one of the matters being reviewed as part of comprehensive membership policy and strategy development by Sharon Reader's department.

- c) **Review of Council's make-up:** with a further 5 months of existence for the present Council now in place, the opportunity was taken to take stock of its membership. Anne-Marie Rogan had resigned due to pressure of work commitments in late May. **It was agreed that Claire Morris be asked to step down from her position as a governor, under the powers given to the Council in Article 10.8.4. (N.B. This action was not subsequently taken, as in an e-mail sent on the very same day, Claire Morris confirmed her resignation from the Council.) It was also agreed to select Julie Cook of Wales TUC Cymru to fill a Council place from 1 August to 31 December 2016; and that there would not be any active seeking of further members for that five month prolongation period.**

5. 2015-16 Financial Year considerations – Management Accounts to end of May and Voluntary Redundancy Applications

These management accounts had been to the Finance & General Purposes Committee, where the key improvement noted had been the greater confidence for financial forecasting and budgeting that the Management Information System's development gave to data on education delivery figures. This was echoed in the phraseology used in the narrative explanation of income generation under-performance for tuition fees and charges, where lack of solid data a year earlier had meant that targets had at times been set at levels that proved unattainable. The overall deficit was predictably stabilising as the year went on. Coleg Harlech's annual costs not related to provision were €130,000: Chris Franks reiterated the request made at Council previously and at the Finance & GP Committee that more specific details about Harlech-related costs needed to be included in all narrative reports. It was explained that the cash flow summary to April 2017 reflected a situation of stasis: the voluntary redundancy proposals and staff restructuring however were intended to improve the situation, compared with the €500,000 diminution that was shown there over that period.

Turning to voluntary redundancies, also discussed at Finance & GP Committee, the position had moved on since then with additional applications making a total of 11 applicants at a cost of £233,000. Thus the view at the Committee meeting that a relatively arbitrary total of €200,000 should be enough to deal with the authorised redundancies had been overtaken by events. Council was content that this would mean no compulsory redundancies, and agreed that there should be no tying of the management's hands on this matter. **It therefore approved a sum of up to £233,000 to be expended on this, with the caveat that if some of the payments could be avoided in order to save money then they should be. The Council also agreed that the Chair and David Elis-Williams be invested with its delegated authority, should senior staff feel the need to consult them on the detail of these matters.**

6. Risk Register for July 2016 – Overview of Key Points

More risks had been scored/branded Red in this latest version of the Register, as proposed by Audit Committee and by the previous Council meeting. The Council thought that Risk 1 (smaller allocation of resources by the Welsh Government) required much more specific action than the references in the current Action column, and the mitigation column should refer to raising the organisation's profile, the work of the Campaign Group and other new developments. While that risk was a perpetual one, the impression of a somewhat static set of reactions to it (as set out at present) was not reassuring to governors. The Council also requested that the referendum vote that the UK leave the EU be added to the Register; and that there be a new mechanism introduced to show whether risk scores had gone up or down compared to previous Registers.

7. 2016-17 Financial Year considerations

ColegauCymru had sought support from the sector's employers for a proposed 1% rise in pay award for 2016-17 via advance approval for it from each Further Education College and Institution. This would assist the ColegauCymru negotiating team in forthcoming negotiations with the trade unions. **The Council confirmed its support for the 1% increase for staff in the coming financial year, a sum that was already included in the budget overview figures presented.**

Commenting on the budget, the Chair echoed the views of the Finance & GP Committee a few weeks earlier, that there was a rather small targeted surplus for the year (£10,800) and that efforts should be made to increase it. David Elis-Williams stated that two potential ways of achieving that had been identified: the Harlech Project Group/Board should change the balance of deficit/surplus over Coleg Harlech during the year; and in terms of capital spending, as the Committee had noted, the expansion of new IT infrastructure should be a corollary of a review of the property estate as a whole, which should provide further opportunities for cost-cutting. Mark Isherwood informed members that there was a capital grant available from the Welsh Government on IT infrastructure, dependent on us having a single domain name, and available until March 2017 only.

The Council approved the budget as submitted, but only on the basis that the targeted surplus be increased to £100,000 as the financial year progressed, on the back of the decreased cost and increased income targets mentioned above.

8. Minutes of WEA YMCA CC Cymru Committee meetings, May to July 2016

The Council received the following sets of Committee minutes: Quality and Learner Experience (26 May); Finance and General Purposes (22 June); plus Audit and Corporate Governance (6 June), which had been taken as minute 3 under Confidential Business.

There were verbal reports from the meetings of the Curriculum (29 June) and Voluntary Movement Committee (1 July). The Chair felt it important for governors generally to have an overview of the strengths and weaknesses of the educational output of the organisation, such as its completion and progression rates. This had been provided to Curriculum Committee and **it was agreed that it should form a set of data for full Council at the first Council meeting of the following academic year, as part of an annual cycle.** Viv Davies also provided feedback on the workshop held as an extension of the recent Curriculum Committee meeting, at which a Welsh Government civil servant had commented that some of her colleagues did not fully understand the purpose of adult community education. On the Voluntary Movement meeting, Val Williams mentioned the resurrection of the Campaign Group, discussion on the staffing provision for supporting democracy and participation within the organisation, and the need for clarity for affiliated and partner organisations' membership (already referred to in minute 4b).

9. ColegauCymru's strategic response to the EU Referendum result

It was noted that the reference to a 'hub and spoke' body under point 6 in the paper was to WEA YMCA CC Cymru as the hub, and that Higher Education was not referred to in the paper. Some of Cerys Furlong's e-mailed comments about a strategic future direction for the organisation more generally were referred to here as well.

10. Date and Location of additional Council Meetings in 2016

12.30 – 15.45, Thursday 22 September 2016: Newtown
14.00 – 17.15, Wednesday 23 November 2016: Swansea

Minutes 11 and 12 – Confidential Business – see under Confidential Business minutes