



COUNCIL MINUTES: Open Business

12.30 p.m., Tuesday 17 May 2016

WEA YMCA CC Cymru, Caia Park Centre, Prince Charles Road, Wrexham LL13 8TH

(Minutes 11 and 12 are to be found in the Confidential Business minutes for 17 May 2016.)

1. Attendance and Introductory Matters

- 1.1 Present: John Graystone (Chair), Rob Humphreys, Becky Watson Stubbs, June Jeremy, Toni Schiavone, David Elis-Williams, Chris Franks, Alison Hill, Mark Isherwood (Chief Executive), Val Williams, Cathy Clark, Cerys Furlong (via Skype link, to minute 7 inclusive only). The meeting was quorate.
- 1.2 Apologies: Steve Drowley, Hayden Llewellyn, Claire Morris, Anne-Marie Rogan, Gerry Jenson, Viv Davies, Catrin James, Rhys Barfoot.
- 1.3 In Attendance: Stephen Thomas (Clerk). Mike Phillips – Studio Gill – & Jonathan Goddard (minutes 1 and 2); Jane Richardson – Clear Thinking (minute 3).

2. Research and Proposals on Brand Name for the new Organisation

Mike Phillips provided a visual, oral and aural presentation of the research undertaken by his consultancy on the naming issue in recent weeks, which included: on-line surveys; focus groups involving staff, some learners and some partner organisations; and street interviews at four locations the previous week. He believed the exercise had been robust, with due attention paid to brand values, a word cloud exercise and other techniques to elicit views. The core values, mission and vision of the organisation had been used as a means to achieve 4 initial propositions, to help shape the positioning of the brand and to establish a 'tone' for it. From there the creative process had resulted in three suggestions on naming the organisation which had scored highly, and stood out among the original ten ideas consulted upon openly, in feedback from a demographic sample similar to the organisation's learners. The three names which had scored highest were then disclosed to governors.

Mike Phillips was thanked for his presentation. In discussion, there was reference made to the types of name that were rejected as less popular, including those with the words 'college' or 'education'. Governors sought reassurance that staff had not been too prominent in the consultative process, that there had been adequate partners quizzed, and enough street interviews conducted. While it was acknowledged that it was difficult to meet the needs and demands of the numerous constituencies involved, some governors wondered why a single name in Welsh was not an alternative that had been tested, without the need to translate it. There was agreement that the name needed to be acceptable to 'political pay-masters'. Cerys Furlong spoke of the positive impact that the change of name of her organisation had had over recent months, and claimed that clarity and resulting greater effectiveness in a name counted for much.

Adult Learning Wales was the consensus agreed upon by those governors present from among the three names presented, though to some it sounded a little too corporate in English. It was proposed to change the Welsh name to '***Oedolion yn Dysgu***' rather than '***Dysgu Oedolion Cymru***': this received support from certain governors. Finally, there was discussion of the strap-line that accompanied this name, and proposals that this be changed to '***Dysgu. Ar gyfer pawb. A tithau. / Learning. For Everyone. And you.***' That aspect would now be further tested by the consultancy, following the decision on the

organisation's name. **The Council agreed that the new name be proposed and seconded by Council members as a resolution at the forthcoming Extraordinary General Meeting (EGM) in late June.**

3. Clear Thinking Consultancy's Strategic Plan for the Coleg Harlech site

Jane Richardson introduced herself. She began by underlining the long-term income stream that was the end target of her consultancy's brief and involvement, but also spoke of the timeframe, number of steps and prolonged commitment that would be needed to achieve it.

The Route Map in the Plan set out priorities which needed fairly immediate action – project management input, maintenance of the engagement and energy of those stakeholders already identified, and continuity for what had been so far achieved by the Steering Group hand in hand with the consultancy. She made some specific points as to shorter-term (first and enabling phases) priorities. The library was a major asset, and as a first step it was essential to find out what was there in terms of archive materials and precious books, and to include the National Library of Wales in that exercise before preparing that room as a resource for the next stage of the Plan. The theatre building was a deal-breaker – a 'carbuncle' that had to be got rid of in its current form in order for the other parts of the Plan to be implementable. And planning permission needed to be obtained in relatively quick order to facilitate the subsequent phases.

In terms of income to contribute towards the Plan, Cyngor Gwynedd Council, the Heritage Lottery Fund, and the sale of some of WEA YMCA CC Cymru's land in the vicinity of Harlech were all potential sources that needed acting upon. Once the development phase was ready for initiation, there remained alternatives for it – a consortium model, a developer (possibly a chain) looking at the top and the bottom of the site as potentially separate parcels, and establishment of a trading subsidiary. Ms Richardson suggested that she would not be surprised if the most positive responses would come from developers or financiers with local roots, or nostalgia for the area, whether for the Coleg itself or the environs more generally. She concluded by referring to the 12 recommendations in the Strategic Plan and the fact that the preliminary estimated costs at c£13,000,000, while sketchy, would not differ much if the alternative route of converting part of the site to apartments rather than a hotel(s) was followed.

David Elis-Williams added a few points in his capacity as Chair of the Steering Group. The recent structural survey of the theatre had confirmed its hazardous state and the danger of parts of it falling. A harder line was being taken with Theatr Ardudwy on unauthorised use of the building by them, and there was more concerted recent engagement with the Arts Council of Wales on these matters. It was also confirmed that Theatr Ardudwy had submitted a request for listing of the theatre building; however, a previous similar application in 2002 had failed.

The Steering Group had concluded that short-term priorities were to make a slight surplus on the site instead of the current deficit, and to maximise that surplus over time; to guarantee continued learning there in line with approval of the AGM motion; and to utilise the unique selling point of the library to its maximum. Such priorities were reflected in the Strategic Plan, in which the instructions given to Clear Thinking had been fulfilled. The Steering Group agreed with all 12 recommendations, and sought the Council's endorsement of them, alongside approval for a chartered surveyor to undertake action on the parcels of land owned in the Harlech vicinity. It also sought approval for a change in function and name of the group itself to a Project Group/Board, which should remain internal in its composition; and for a review of where matters stood in two years' time. Some financial resources were needed for the Project Group/Board in 2016-17, on top of the staffing

commitment included in the recommendations, and Council's go-ahead was also required to engage more broadly and directly with the various stakeholders.

Chris Franks thought highly of the entrepreneurial challenge that was laid out, highlighting the potential reputational risk of working with Finance Wales, as distinct from a private developer, as a lead negotiator.

Council confirmed its support for the 12 recommendations, the re-designation of the group to a Project Group/Board, and that it should lead on this undertaking on behalf of the organisation for the coming two years. It also agreed that membership of the Project Group/Board be reviewed, should it require additional internal expertise for this new phase; and that a separate Stakeholder Liaison Group be set up. It further agreed in principle that a specific budget line be included in 2016-17 for the actions that were needed in the coming financial year.

Jane Richardson and Clear Thinking were thanked for their input over recent months, as were the members of the Steering Group.

4. Governance Review: feedback from Task and Finish Group and constitutional proposals for Extraordinary General Meeting (EGM) on 22 June

John Graystone introduced the accompanying papers on this item, feeling that they fairly reflected the culmination of a process of many months of consultation through a broadly acceptable set of proposals, where there had been some degree of compromise from all those involved who held strong views. He hoped that there would be collective agreement by Council members that could then be presented as such to the EGM in Llandrindod Wells.

Toni Schiavone confirmed that what was to be proposed was an acceptable compromise as far as he was concerned. Though he was not against the concept, he remained unclear as to how the Assembly would work effectively as a scrutinising body. Rob Humphreys too, from a different point on the spectrum of views, accepted the conciliatory tone of what was being proposed, including the inclusion of affiliated and partner organisations on both the Council and the Assembly. He wished to see these changes bring about a cultural change in the organisation in time, where block votes and proxy votes played a lesser role, and where lively debate on issues of importance resulted in closely contested motions and resolutions.

The proposals from the Task and Finish Group were endorsed by the Council for presentation at the following month's EGM, and it was agreed that governors – ideally from among that Group's members – should propose and second the resulting resolution at Llandrindod Wells.

5. Final draft, WEA YMCA CC Cymru's Strategic Plan 2016-2019 inc. Vision, Mission and Purpose

Mark Isherwood described the lengthy consultative process that had culminated in this document and, linking it to minute 2, spoke of the latest input from the Studio Gill-led research on branding which had resulted in changes over the previous few days, even after the version sent to governors with other Council papers the previous week. He apologised for that (changes reflected in a version e-mailed the previous evening, and tabled on the day), though it showed that this was a 'living' document.

Various governors made a number of suggestions relating to the phrasing of the Vision statement and to certain objectives amongst the Strategic Aims, concerning influencing the policy process, excluding points that were personal rather than organisational attributes, increasing references to learners and to progression, plus shortening the Aims section as it currently stood, with more 'doing' verbs included in it. David Elis-Williams stressed the importance generally, and to him specifically, of having a bilingual version rather than English-only as at present, as he found that this made it easier to edit poor phraseology and jargon which did not work in both languages.

The Council approved the suggested amendments made at the meeting, requested prompt translation of the revised version and then electronic circulation to all governors of the bilingual version for final approval via that means. An operational business plan drawn up by staff would follow on naturally from that finalisation.

6. Minutes of the Open Business at the Council meeting of 22 March 2016 and matters arising not on the agenda

The minutes of the Open Business at the previous Council meeting at Llanishen were approved as a correct record. There was one matter arising:

Minute 10: Feedback on the AGM at Newport on 16 April - The Chair provided a resumé of the day at Newport YMCA, including the morning workshop sessions, the awards ceremony, and the five motions which had all been passed. Voting on each of the five (the one on Harlech being the version amended by the Council) had been very one-sided. David Elis-Williams reported that he had fed back the ramifications of that vote to the Coleg Harlech Learner Forum since the AGM. Chris Franks commended the content and smooth-running of the AGM as a whole, and reminded governors that the 2014-15 audited accounts of YMCA Wales CC were before the Audit Committee's next meeting for scrutiny as a result of a point he had raised at Newport.

Other governors expressed concern at the lack of participation and engagement by learners at the event (other than during receipt of awards). Toni Schiavone believed he had seen that working strongly and appropriately on only three occasions, namely the most recent Regional Forums held in north west Wales. That was what made him retain doubts about how the Assembly would function in practice at a national level. Rob Humphreys was critical of the gap which existed between the rhetoric on democratic participation within the organisation and what he had observed as being its reality. He felt there was a significant challenge involved in bridging the somewhat moralising tone of certain parties involved and the poor practice which actually occurred on the matter. **It was agreed that Mark Isherwood would present a paper to a future (unspecified) Council meeting on proposed means of strengthening such participatory aspects within the organisation.**

7. Finance Report, inc. Management Accounts for April 2016

There had been an increase of almost £20,000 in the projected deficit since the figures seen by the Council two months earlier, and the forecast deficit for 2015-16 was now £262,000. It had become increasingly clear that the major costs resulting from merger had fallen after the event, rather than pre-merger.

Chris Franks was reassured to see that there were 6 new contracts recently signed (part of the 'Active Inclusion' project, via WCVA), but remained concerned that the year's overall figures continued to drift in a negative direction. The Chair added that Welsh Government would inevitably

react adversely to a year of financial loss, and that the organisation needed to be particularly vigilant that this was not repeated in the following year. **The Council asked that 3-year projections be phased in as soon as practicable, once the uncertainties of this first year of operation and of the staff restructuring were settled; and that Coleg Harlech-related figures be spelt out as a separate category (in note form) as part of future financial summaries.**

8. Risk Register for May 2016 – Overview of Key Points

The Council was of the opinion that the Inherent Risk categories for the unfavourable allocation of resources by Welsh Government for 2017-18, and the potential for negative impact from failure to implement the recommendations in the Harlech Business Plan, should both be scored/branded Red. It also requested that the issue of staff restructuring be added as another significant risk, in a separate category.

9. Minutes of WEA YMCA CC Cymru Committee meetings in March 2016

The Council received the following sets of Committee minutes: Curriculum (11 March); Audit and Corporate Governance (15 March); Finance and General Purposes (15 March); Staffing (15 March); and Quality and Learner Experience (24 March). It was noted that the Finance & General Purposes Committee meeting provisionally timetabled for early May had not taken place, but that there would be such a meeting earlier than the mid-July date officially included in its cycle of meetings.

10. Date and Location of remaining Council Meeting in 2015-16

11.00 – 14.00, Monday 11 July 2016: Coopers Yard office, Cardiff

Minutes 11 and 12 - Confidential Business – see separate minutes.