



DRAFT COUNCIL MINUTES: Open Business

1.00 p.m., Tuesday 22 March 2016

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

(Minutes 9, 15 and 16 are to be found in the Confidential Business minutes for 22 March 2016.)

1. Attendance and Introductory Matters

- 1.1 Present: John Graystone (Chair), Becky Watson Stubbs (to minute 8), Viv Davies, June Jeremy, Catrin James, Toni Schiavone, Gerry Jenson, David Elis-Williams (to minute 10), Chris Franks, Rhys Barfoot (to minute 8), Alison Hill (to minute 10), Mark Isherwood (Chief Executive), Val Williams, Rob Humphreys, Cathy Clark, Cerys Furlong. The meeting was quorate.
- 1.2 Apologies: Steve Drowley, Hayden Llewellyn, Claire Morris, Anne-Marie Rogan.
- 1.3 In Attendance: Stephen Thomas (Clerk). Andrew Clark (items 1 and 2); David Ashman and David West (items 1, 2 and part of item 3); Paul Thomas (part of item 3); Martin Price (item 4); Mark Baines (items 5 to 8).

A Welsh Language Awareness training session had taken place earlier that same day, at which 11 governors had been present.

As there were confidential staffing matters discussed under parts of minutes 3, 9 and 16, governors who were also members of staff were excluded from those matters.

2. The future of Adult Community Learning in Wales and WEA YMCA CC Cymru's role in taking it forward

Andrew Clark, Head of Further Education and Apprenticeships Division at the Welsh Government, was welcomed to the meeting. He told members that the review of Adult Community Learning (ACL) in Wales that was underway, in the hands of Arad Consulting, should be complete by the end of May. This represented a singular opportunity given that the ensuing report would be received within a month of a new Minister and administration taking office, leaving until the end of July to shape the future of provision - possibly for decades to come.

Current provision was a patchwork quilt and needed modernisation: hence the opportunity to speak to the Council was timely, given that during the mergers that had occurred over the previous two years there had been mention of creating a 'national college' (for want of a better term) as an ultimate goal. It would be useful to hear Council members' views on the role the organisation could play in a future set-up, given that ACL was a core part of WEA YMCA CC Cymru's work whilst it was ancillary to most other educators - whether they felt the organisation was 'up to the challenge' that could potentially be presented to it.

While it had been possible to protect the organisation from the worst of the recent budget reductions, there could be further cuts coming in the wake of the UK Chancellor's most recent Budget. In that event it might become harder to convince Welsh Ministers about the worth and importance of adult education. If there were also messages that internal change at WEA YMCA CC Cymru was slow that would add to uncertainty as to whether the organisation could benefit from future budget settlements.

Andrew Clark was thanked for his frankness. Members confirmed that both the governors and senior managers were indeed 'up to the challenge'. As a priority, the quality of educational provision to learners had been maintained during the two mergers, and the commitment of staff, Council and Committee members would ensure that the pace of change continued through the amendments to staffing and governance structures, organisational name and implementation of a strategic plan in the coming months. It was also fully understood that, while not beholden to the Welsh Government, the organisation's future would be decidedly shaky without its support, and so the importance of performing well on key measures while continuing to influence it (through the review and other means) was appreciated. Essentially the same things were wished for and required by learners and by Welsh Government Ministers. WEA YMCA CC Cymru was best placed, for example, to assist government in tackling the anti-poverty agenda as it was more flexible on that than further education colleges.

Some members, while not disagreeing with colleagues' comments, felt that a certain backward-looking culture and complacency had set in, or at the very least had been projected to the outside world, giving an impression that reacting to change had not occurred comprehensively throughout the organisation. While there were frustrations at the perceived pace of some reforms, things were nevertheless moving ahead: the speed of change had actually been rather quick for a recently created national body, though perhaps had not been properly communicated to those at large. The message that there remained a limited period for further adaptation was taken on board: Andrew Clark was thanked for his input as a critical friend and left the meeting at this stage.

Members agreed that Andrew Clark's expression of perceptions about the organisation and his stark warning about the need for outcomes in the coming months and not sitting on historical laurels had to be heeded. If the organisation did not respond to the challenge, then what was its future? It was feasible that government resources could be invested in apprenticeships, rather than ACL, leaving FE colleges and others to benefit most, as they had done with Welsh for Adults. The organisation should therefore be a strong advocate for ACL and also accept Andrew Clark's challenge. Thus while there was a need to be consensual at the forthcoming AGM and EGM there was also a requirement to be forceful, to make sure that the high stakes at play were clearly conveyed to all members and staff.

3. DNA Definitive Consultancy Report

David Ashman and David West introduced themselves. They were representing staff at the Heads of the Valleys office in Ebbw Vale which had been subject to an 'experimental' project of 3 months done in conjunction with DNA, which had looked at processes to enhance quality and delivery. This had meant implementing changes based on the views of staff at the office, such as taking on extra personnel so as to regionalise data input, overcoming bottlenecks on accreditation and improving turnaround times. Views on the project had been positive - that it enabled democratic and participatory change, raised morale and improved systems and performance through applying a new mind-set. DNA Definitive had inspired colleagues to break habits and overcome resistance to change. It was acknowledged that there should have been greater planning of the project beforehand and better communication about it to the rest of the organisation at the time it was underway. The project had now come to an end, but the hope was that the imminent staffing restructure would ensure that the added emphasis within it on the organisation's regional tier - 'front-line staff' - was repeated in terms of resourcing.

The Audit and Corporate Governance Committee had been disconcerted in recent meetings to hear that certain financial controls had been relaxed as part of the project. This was true, alongside

personnel recruitment policies being set aside in order to achieve some of the innovations, but these had all reverted to norm thereafter. The two Davids were thanked and left.

Paul Thomas of DNA Definitive then entered and explained the qualitative research which had been conducted, covering over 200 interviews (with certain staff interviewed more than once). He spoke of the major findings that had been identified. The Heads of the Valleys office had approached DNA asking for a 'change experiment', so that had been undertaken over and above the original consultancy brief. He was thanked for his input and departed. There ensued a discussion about DNA's work, its conclusions and their implications.

4. Governance Review Process report

Martin Price introduced himself and his colleague Branwen Ellis of the Wales Cooperative Centre, which was administering the Review funded by Welsh Government's Social Business Wales scheme. He had spoken to certain governors and staff individually, met the Governance Review Task and Finish Group to establish broad outlines for his work, and had attended all 6 Regional Forum meetings in February at which a consultation paper (appended to his document for the Council) had been discussed. His current thinking was set out in proposals in that same document, in which the potential make-up of a Council and of an Assembly were described, as well as a broadening of the membership offer - though that still needed further discussion on how best to achieve it.

Val Williams in her capacity as Chair of the Voluntary Movement Committee referred to the paper from Graham Price (South Wales Central regional representative) circulated to all the previous day, which described alternative possibilities. The Committee's meeting a fortnight earlier had received views from all 5 Regional Forum representatives, who had underlined the essential nature of continued regional structures and of suitable constituencies from among members/learners and other stakeholders for election purposes, but also a generalised lack of support for the Assembly tier. Given decentralisation's importance, justification for and clarification of the role of a national level Assembly was still felt to be required by them.

Martin Price endorsed the maintenance of regionalism, but felt that a model which differed from the current rather unsatisfactory regional processes was required. An Assembly in his view would prove a less intimidating body than a Council at which regional representatives (particularly learners) could express opinions – a large-ish gathering which he envisaged would involve smaller discussion groups to ease interaction, and from which learner representatives might 'graduate' to Council membership in due course after greater experience. There was a need to hear learners' views more clearly than at present for the health and relevance of the organisation, and an Assembly was a means towards ensuring that. Various Council members expressed views about the size of a future Council (some believing that a smaller body would make it more efficient, others that it needed to be fully representative of the constituencies ultimately agreed upon, and so end up at an optimum size according to those criteria). Others still raised the importance of boosting membership to ensure that members reflected learners and stakeholders.

The Chair summed up the discussion as follows:

- **There was full agreement (as at the Regional Forums) that a majority of Council members should be elected, that a form of regional structure must continue to exist, and that learner representation should be made stronger at the various governance levels.** On this last point, 'learner voice' and 'learner engagement' were linked, but separate, concepts: while the former was being achieved reasonably well within the organisation, it was the latter that was not being done effectively and needed bolstering within its governance;

- **A clear majority was against earmarking a Council seat for YMCA in Wales/YMCA partner organisations**, because of the importance of moving swiftly to a unified approach, with constituencies that were not segregated along the legacy organisations' lines. However, there was also **a majority in favour of ensuring that partner bodies and corporate stakeholders/members were more fully represented on the Council than currently**;
- Mixed views were expressed about staff being entitled to be members of the organisation – that point had yet to be resolved. However, **there was unanimity that staff should only be represented on the Council through staff governor(s), and should be ineligible to represent any other of the future constituencies there or on an eventual Assembly**;
- The continuing disagreement over the Assembly proposal required greater clarification of its remit and powers, and of how precisely it would fit with the regional set-up and an AGM, for enlightening the next stage of discussion. This would take place in part at a consultation session at the mid-April AGM.

5. Minutes of the Open Business at the Council meeting of 19 January 2016 and matters arising not on the agenda

The minutes of the Open Business at the previous Council meeting were approved as a correct record. There were two matters arising:

Minute 5: Methodology for Naming the new Organisation and for consultation on Mission, Vision and Aims: There had been a change in the means of conducting consultation on these issues. Rather than use students at the University of Wales Trinity Saint David, an electronic survey was being carried out, with additional focus group activity. The ensuing proposals would come to the Council's May meeting.

Minute 8: Management Information System Actions: A paper had been distributed, explaining data system updates since the previous Council meeting's expressions of concern about the situation. The Curriculum Committee had recently discussed the matter in detail and felt satisfied that both technical requirements and inputting processes had improved.

6. WEA Cymru's Audited Annual Report and Financial Statements for the year ended 31 July 2015

This document had been to the Finance and General Purposes Committee on two occasions, most recently with amendments arising from its previous comments having been fully incorporated. **The Council approved the Report and Statements and agreed that they go forward to the AGM in April for final authorisation (MB/ST).**

7. Confirmation of salary increase award and Finance Report to Council for February 2016

Council formally approved the 2015-16 1% staff salary increase award that had been agreed unanimously through e-mail consultation in February by those 16 Council members eligible to vote on it. Mark Baines then turned to the income and expenditure figures after 7 months of the financial year which showed that that decision, together with higher tutor costs, meant that the deficit for the year was greater still and now projected to be over £243,000. This was a further significant drift away from the original 2015-16 budget that had shown a slight surplus for the year. The impact of savings from the merger was occurring more slowly than foreseen, and reserves would need to be used to make up this financial year's shortfall.

A 2016-17 projection included in the papers showed what the likely financial effect of staff restructuring (discussed later in the agenda) would be. The Finance & General Purposes and Staffing Committees had discussed aspects of that in great detail the previous week, and had asked in particular for more information from senior managers on the income generation aspects, for further debate at their next meeting(s). It was clear that more concerted scrutiny was needed, as the expected position for 2016-17 was now also in deficit.

8. Clear Thinking consultancy's Feasibility Study for the Coleg Harlech site

The Harlech Steering Group had been impressed by the work conducted by consultants Clear Thinking thus far, culminating in this feasibility report. The one amendment made to the original version was excision of a reference to the potential listing of the theatre building there as being of special architectural interest. **Council received the report and approved it for circulation to local stakeholders subject to minor changes referring to the theatre's demolition. It also approved that Clear Thinking continue with the second phase of its work, namely drawing up a business plan to be presented to the Steering Group on 10 May and to the Council itself on 17 May.** Viv Davies asked that a timeline be included as part of the business plan: this was very much in the mind of the Steering Group, especially as such a plan was now to be largely for others to implement rather than WEA YMCA CC Cymru itself as originally anticipated. There could be a need for a rapid turnaround of approval of the business plan's contents/recommendations at the Extraordinary General Meeting.

Minute 9 - Confidential Business – see separate minutes.

10. Motions for consideration at the Annual General Meeting in Newport on 16 April

Five motions were being proposed at the AGM. While there was some discussion of the implications of Motion 2 (on a regional tier of governance), most attention turned to Motion 4 relating to Harlech. **It was agreed that the English language translated version of it should be amended to be an accurate reflection of the original Welsh, and that given the decision in a previous minute relating to the Harlech site's future there needed to be an amendment to the motion, submitted in the Council's name, offering greater flexibility for future action. The Chair, Clerk, Chief Executive and David Elis-Williams would agree the amendment's wording in time for the distribution of papers for the AGM (ST). With that caveat Council accepted the five motions to go forward to the AGM.**

11. Risk Register March 2016

The Audit and Corporate Governance Committee was overseeing matters on this, having commented on a more comprehensive version of the Register at its meeting the previous week.

12. Minutes of WEA YMCA CC Cymru Committee meetings

Council received the following sets of Committee minutes: Finance and General Purposes (15 January); Quality and Learner Experience (25 January); Welsh Language and Welshness (8 March); and Voluntary Movement Committee (8 March). The point passed on from the Welsh Language and Welshness Committee to the Curriculum Committee about further Welsh language and bilingual provision was noted, as was the fact that the Curriculum Committee's next discursive session would

cover the major issue of accredited and non-accredited learning.

13. Code of Good Governance for Colleges in Wales

A printed version of this Code (already made available on-line to the governors) was distributed to those Council members present, and would be posted to the ones who were absent.

14. Dates and Locations of remaining Council Meetings in 2016

12.00 – 15.00, Tuesday 17 May 2016: Caia Park office, Wrexham
11.00 – 14.00, Monday 11 July 2016: Coopers Yard office, Cardiff

Minutes 15 and 16 – Confidential Business – see separate minutes.