



**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF  
WEA YMCA CC CYMRU HELD ON SATURDAY 5 NOVEMBER 2016 AT THE  
EDWARD LLWYD CENTRE, WREXHAM GLYNDŴR UNIVERSITY, LL11 2AW**

**Present:**

**Officers:** John Graystone (Chair), Mark Isherwood (Chief Executive), Stephen Thomas (Company Secretary) (3).

**Individual members:** Carey Davidson, Cath Dawkes, David Elis-Williams, Christopher Franks, Christina Gallagher, Jeremy Gass, Jonathan Goddard, Dave Griffiths, Lynne Hayes, Steve Hayes, Rob Humphreys (Vice-Chair), Gerry Jenson (Vice-Chair), June Jeremy, Nathan Jones, Sarah K. Jones, Michelle Kerswell, Graham Price, Sharon Reader, Jenny Render, Julie Roberts, Susan Roberts, Kathryn Robson, Dafydd Rhys, Toni Schiavone, John Spencer, Nick Taylor, Alan Tinsley (27).

**Individual members and Branch representatives:** Cathy Clark (Blackwood and Oakdale), Derek Edwards (Unit 10 Carpentry, Port Talbot), Jenni Jones-Annetts (Caerphilly), David MacManus (Caerphilly), Sonia Reynolds (Upper Amman Valley), Ceinwen Statter (Merthyr Tydfil), Marilyn Thomas (Caerphilly) (7).

**Branch, Learner Forum or Affiliated & Partner Organisation representatives:** Nigel Davies (AVOW – Association of Voluntary Organisations in Wrexham), Alison Hill (Caia Park Partnership), Evie Wyn Jones (Busnes Eryri Cyf.) (3).

**In attendance:** Marc Jones (Y Saith Seren), Sion Aled Owen (simultaneous interpreter) (2).

**Apologies:**

Vivien Allen, Leanne Andreadis, David Ashman, Mark Baines, Sue Carlick, Colette Chilcott, Simon Conlin, Gareth Cork, Deborah Crecraft, Gerwyn Davies (Port Talbot branch), Maggi Dawson, Mandy Doyle, Steve Drowley, Diane Durrant (CIL De Gwynedd), Phil Elias, Tudur Evans, James Fleming, Janette Francis, Christine Franks, Tracy Garnett, Adele Gatt, Margaret Gimblett (Llanelli branch), David Girdler, William Dwyfor Griffiths (Llanelli branch), Natasha Harris, Maria Hartill, Adrian Heathfield, Cath Hicks, Llinos Hicks, Mena Ifans, Jayne Ireland, Hannah Isherwood, Catrin James (Urdd Gobaith Cymru), Sonia Jones, Victoria Knappett, Matthew Lloyd, Roslynne McAlister, Betty Mason, Clive Morgan, Graham Morris (Port Talbot branch), Richard Gareth Morris, Annie O'Brien, Lynne Osborne, Denise Owen (Dysgu Bro Ceredigion), Tim Owen, Jon Parry, Gwyneth Price, Martyn Reed, Heward Rees (Llanelli branch), Donna Ridler, Liz Saville Roberts MP, Patrick Robson, Carole Ann Smith (Llanelli branch), David Smith, Jan Tiley, Peter Townend, Jess Turner, Mark Turner, Lisa Voyle (Llanelli branch), Becky Watson Stubbs, Margaret Whitcombe, Buddug Wiliam, Heather Willbourn, Beverly Williams, Ceri Williams, Huw Williams (Merthyr Tydfil branch), Val Williams (Sylfaen Cymunedol Cyf., Caernarfon), Christine Worth (Llanelli branch) (68).

## **1. Welcome**

John Graystone welcomed all to the Extraordinary General Meeting (EGM), the second in a matter of months, and made announcements concerning simultaneous interpretation and ballot papers distributed at registration.

## **2. Presentation by Marc Jones - Y Saith Seren**

Marc Jones, one of its founders, described the setting up of Y Saith Seren in Wrexham as a community-run co-operative enterprise and Wrexham's Welsh language centre. He spoke of its successes in its five years of existence and the continuing challenges it faced, not least the fact that no public money had been received towards its operation. In answer to questions, he confirmed that there were many opportunities for closer working between Y Saith Seren and WEA YMCA CC Cymru, in formal partnership or otherwise. Y Saith Seren was partly an educational centre, and its emphasis on cultural and citizenship issues was in line with that of WEA YMCA CC Cymru. He was thanked for his informative input by Mark Isherwood, who had sampled Y Saith Seren's ambience the previous evening.

## **3. Minutes of the EGM of 22 June 2016**

The minutes of the Extraordinary General Meeting held in Llandrindod Wells in June were approved as a correct record (prop.: Chris Franks; sec.: Cathy Clark). All matters arising from them were on the day's agenda.

## **4. Introductory arrangements and comments**

John Graystone stated that this Wrexham meeting had been convened in line with WEA YMCA CC Cymru's constitution, and that it was quorate. Numerous apologies had been received (noted above), and many absentees had utilised their right to cast their votes by proxy beforehand. Some of those votes would be cast by nominated individual members who were present, others through him as Chair: these would be considered at the appropriate time. Tellers needed to be elected from among those members present, for the counting of votes on the Floor: Tina Gallagher and Julie Roberts were duly elected to those roles. John Graystone confirmed that 75% approval was required for the Special Resolutions to pass, because of their legal, constitutional nature.

He said that events that had occurred since the previous EGM – the EU Referendum, the US Presidential race – showed that there were divisions to be found everywhere which needed to be overcome. This was the case on a smaller scale in our organisation too: the disagreements that had been so eruditely expressed in June had been listened to, lessons had been learned, and he trusted that the revised proposals before the meeting would be accepted, since they resulted from positive discussion and compromise, on the part of governors and senior staff.

He also referred to the Welsh Government's report on Adult Community Learning (ACL) published a fortnight earlier, with its five key recommendations. It was essential that WEA

YMCA CC Cymru showed that it could take on a national coordinated or structured regional role in respect to ACL, as the Welsh Government was about to embark on significant reform in that realm. Senior civil servants and Ministers would therefore be keen to know the outcomes of the EGM in those terms.

#### **5. Special Resolution 1**

***‘That this Extraordinary General Meeting resolves to extend the office of the present Council by three calendar months to 31 March 2017 and instructs the Company Secretary to amend Article 10 accordingly and to file the revised Articles.’***

Chris Franks, in proposing this, explained it was necessary for the present Council to remain until the end of March 2017 in order that it could complete the work arising from the other agenda items being debated at the EGM. Sonia Reynolds added that this was the minimum amount of time required to put revised structures in place, and to maintain our liaison with the Welsh Government and others in the period before the new Council took up office.

Moving to the vote on Special Resolution 1, the result – including proxy votes received – was:

**100 in favour  
1 against  
3 abstentions**

The Resolution therefore passed with a very clear majority - in excess of the requisite 75% vote in favour of it.

#### **6. Special Resolution “A”**

***‘That the name of the Company be changed to Addysg Oedolion Cymru / Adult Learning Wales, such resolution to take effect immediately upon all necessary consents (if any) having been received to the adoption of new articles of association from the Charity Commission for England and Wales.’***

This was proposed by Kathryn Robson, Deputy Chief Executive. She referred to the document distributed earlier in the meeting which gave details of the extensive consultation that had occurred over many months on the name and, more recently, on the logo and visual branding of the organisation. She particularly drew attention to Appendix 1, setting out the research stages on the organisation’s name that had taken place earlier in the year. Approval on this had almost been reached at the Llandrindod Wells meeting in June 2016. Now that members had been reassured that the legacy organisations would be included as part of our future identity, she trusted that this important resolution would be passed. Cathy Clark as the resolution’s seconder mentioned that she had taken part in various forms of consultation over many months, and time really was up for moving forward on this matter.

Rob Humphreys put forward a number of reasons to endorse the name: internal cohesion, improved external recognition by learners and by the Welsh Government, and the creation of a more purposeful image. He illustrated his points by producing bottles of whiskey bearing different labels, representing the old and proposed new organisational names, yet whose contents were identical. While honouring the past was important, uniting under one name would be a major symbolic act for the future.

Carey Davidson was not in favour of the name change. R H Tawney had been responsible for the first class held in the WEA's name in Wrexham, established for a particular and noble purpose which she was concerned was not reflected at all in the new name. In response, Michelle Kerswell said that as a relatively recent recruit as a Learning Manager she felt certain reassurances could be given that that original ethos and spirit still ran through the organisation's veins, as it remained respectful of its history, and conscious that its principles should continue. Graham Price added that it would still be part of the wider international network of WEA bodies: a new legal entity name was needed for presentational and other purposes, and members should strive to ensure that all good things from its past were taken forward.

The vote on Special Resolution "A" – including proxy votes received – was:

**102 in favour**  
**2 against**  
**0 abstentions**

The Resolution therefore passed with a very clear majority, in excess of the requisite 75% vote in favour of it.

## **7. Special Resolution "B"**

***'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 immediate effect, subject only 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.'***

This was proposed by Gerry Jenson who explained that the document represented a means of moving forward, as it was a blending of two proposals – neither of which had received the necessary support at the Llandrindod Wells meeting in summer. A working group with representation from both those proposals had come up with the revised articles, which represented a 60/40 split in terms of an elected majority on the Council, a review of arrangements in three years' time, and a Chair elected by the Council members. Jeremy Gass in seconding the motion accepted this compromise, acknowledging that aspects of the previous proposal that had proved controversial had been dropped. Thus there would not now be an Assembly, the Chief Executive would no longer be a governor, and all new governors would become individual members of the organisation if they were not so already. A further compromise had been agreed in reducing the size of the body to 20. While he remained disappointed that governors from affiliated and partner organisations were to be appointed rather than elected, and that the 3 learner governors would not come solely

through branches or learner forums, he was content that many concerns had been addressed, and was happy to second the motion.

A vote was taken on Special Resolution “B”. Including proxy votes received, the result was:

**98 in favour  
1 against  
5 abstentions**

The Resolution therefore passed, as the requisite 75% vote in favour was clearly achieved for it.

#### **8. Adoption of revised Standing Orders, Rules and Procedures of Addysg Oedolion Cymru / Adult Learning Wales**

Toni Schiavone stressed the fact that this meeting being held in Wrexham was evidence of the all-Wales remit of the organisation; that was further underlined in the important Addendum to the document, which ensured fairness in geographical coverage, gender, language and other categories too in the make-up of the new Council. While accepting that it may have delayed matters, his view of the June 2016 meeting in Llandrindod was that it was one of the best of any organisation that he had attended for a number of years. Its liveliness had shown that he, and his fellow governors, had not been attentive enough of members' wishes, and so had quite correctly been called to account. David Elis-Williams formally seconded the motion.

A vote was taken on it. Including proxy votes received, the result was:

**99 in favour  
0 against  
5 abstentions**

The motion therefore passed, as the requisite 50% +1 vote in favour was clearly achieved for it.

#### **9. Visual depictions of new name and of legacy bodies on materials**

Jonathan Goddard further explained the research project and the consultation exercises that had been undertaken on these matters and which had engaged with members and other stakeholders of the organisation. He presented visual material on how the organisation would be depicted in future, referring to the previously circulated paper which included the options that had been before a focus group, Regional Forums and others in recent months. There was reference to the legacy organisations in the examples, as required by members. He believed the end result in terms of name and logo would work well in attracting learners. Finalisation (through extra consultation) would occur on matters such as font and colour: the intention was to have a full set of brand guidelines in place by the end of January 2017.

In answer to questions from the Floor, he explained that there had been more logos than the final three at an earlier stage of the consultative process, and that the design had been

verified so as not to be too similar to that of other bodies or commercial companies. The importance of it being visually accessible to disabled people was underlined to him.

#### **10. Next steps and closing remarks**

Stephen Thomas summarised the forthcoming steps to be taken. Authorisation for the constitutional changes would be sought in parallel from the Charity Commission and Companies House, but members and the organisation as a whole should use the new name as common parlance with immediate effect. The new Council would be constituted in two steps, with the 12 elected governors to be in place by early 2017 and the 8 appointed ones then following, ideally filling any skills and diversity gaps that existed. There was discussion as to whether the 8 appointments should be the sole responsibility of the 12, once they were elected to their positions. While there were differing opinions expressed, most who spoke were of the opinion that the current Council had a duty to ensure a proper handover of responsibilities and therefore should oversee that appointment process, via its current Search Committee, while ensuring a voice for the incoming elected governors on the matter.

John Graystone thanked those who had contributed to the meeting, and concluded that he felt positive about the organisation's future given the way the meeting had unfolded.