

Council Open Business – minutes 1 to 14 inclusive.

1. Attendance and Apologies

- 1.1 Present: John Graystone (in the Chair), Gayle Hudson, June Jeremy, Sonia Reynolds (Vice Chair), Chris Franks, Cathy Clark, David Elis-Williams, Marjorie Williams, Kaitlin Crisp, Caroline Davies, Gerry Jenson, Toni Schiavone (Vice Chair), Heather Willbourn, Dafydd Rhys; Julie Cook (to end of minute 7). The meeting was quorate throughout.
- 1.2 In Attendance: Kathryn Robson (Chief Executive), Mark Baines (Head of Finance and Resources), Cath Hicks (Head of Learner Services and Human Resources), Stephen Thomas (Company Secretary & Clerk), Siôn Aled Owen (simultaneous interpreter); Cecilia Forsythe (staff observer); Terri Bishop (Unite the union observer - to end of minute 9).
Jayne Ireland (South West and Mid Wales Regional Manager), Clare Evans, Sian Ellis-Jones, Paula Ewers (Newtown-based staff members), Esther Thorpe and a number of learners at an Art Class at the Ponthafren Association – all for lunch and for minutes 1 and 2 only.
- 1.3 Apologies: Iwan Hywel, Guy Wallace Smith, Nick Taylor.

2. Interaction with learners and presentation on our work programme in South West and Mid Wales

Students from an Art class held that morning at the Ponthafren Association in Newtown (a body promoting positive mental health) attended the meeting for this item, along with their tutor Esther Thorpe. Three learners described what work they were currently undertaking and what the course(s) they studied and support thereby received by them represented in their lives.

Jayne Ireland then presented a summary of our overall educational provision in the region for which she was Regional Manager. The PowerPoint images covered information on learners, types of collaboration and partnership working, the geographical scale and diversity of the region, and rurality as a factor in shaping our work there.

In the ensuing discussion, Council members were told that IT/ICT skills were increasingly part of basic skills and literacy courses, rather than a stand-alone named course option. Commonality between trade union courses on mental health and the type of provision given through Ponthafren was discussed. And the matter of Welsh language/bilingual courses within the region, currently at such a low level, was raised, with the claim being made that demand for them was similarly low, possibly because other providers were delivering such courses.

3. Three protocols for Council members on undertaking their responsibilities and on communication

A session led by the Clerk was held on this, with the draft written protocols serving as the starting point for discussion. His presentation covered matters such as confidentiality, moral considerations when serving as a Council member, and the balance to be struck between being a controlling governing body and one which served various legitimate, diverse interest groups in the organisation.

A useful discussion amongst Council members resulted in the following conclusions on the 3 protocols:

- i) the protocol on responsibilities and duties was considered worthwhile as guidance to be added to the overall induction/training materials for governors. However, it was felt by many that the Nolan Principles remained the most important guiding document in that domain, and should be the first point of reference when considering the appropriateness of a governor's actions. **An annual reminder of matters of integrity and trust which lay behind such documents should be timetabled for governors; and a review of the whistleblowing policy as it pertained to Council members was a priority in the shorter term.**
- ii) the potential WhatsApp group was felt to be too restrictive in its delineation and a different concept to what had originally been proposed as an informal forum. **It was therefore agreed not to proceed with its creation;**
- iii) there was no consensus on creating a set of @addysgoedolion.cymru/@adultlearning.wales e-mail addresses for some (or all) Council members. **That proposal was therefore also dropped and it was instead agreed that the sharing of current personal e-mail addresses and phone numbers among the Council's membership was adequate as a means of facilitating inter-communication when needed.**

4. Visit by Welsh Government Education Section's Provider of Assurance and Governance Services (PAGS)

This had happened over a 2-day period a fortnight earlier, and constituted what the PAGS personnel themselves referred to as a 'routine' visit by them to a further education sector body. Its timing was as a reaction to an anonymous written submission to the Welsh Government, questioning the acceptability of certain of the organisation's systems in dealing with learners. The visit had been deemed successful, as no anomalies in internal or awarding processes had been identified and there had been no manipulation of data either. The tidying up of a few matters in terms of our systems/procedures were understood to be the recommendations for improvement that would result from the visit. The confidential written report from PAGS would not be shown to us, however, and would instead go only to the Welsh Government's Fraud Department, the relevant Minister's office and to senior civil servants. The matter was therefore not considered to be as serious as at first verbally conveyed to the organisation, with no evidence uncovered of untoward connections with any awarding body.

5. Harlech site update – Theatr Ardudwy: proposal to negotiate early termination of the lease

Kathryn Robson, referring to the papers which included a health and safety update on the theatre building, explained that the deterioration in that building's physical condition was such that its auditorium was now closed for public use. A site visit by the fire service the previous day had pronounced that our classrooms in the theatre building remained usable, but not the auditorium. A meeting would take place on 7 February with Theatr Ardudwy's representatives: the aim remained trying to avoid a public falling-out between the two charitable organisations. Relations were undoubtedly strained at present, though, and complicated by an ambiguous lease agreement with them, dating from decades earlier, which meant that responsibility for certain repairs/improvements was unclear as between lessor and lessee.

Governors were understandably concerned about the scale of such significant health and safety and structural difficulties, only months after the agreed mothballing of the Wern Fawr building and transfer of our staff and teaching to the preferred, safer option in the theatre building. There was no answer possible at present to the question raised by members about our overall potential financial liability relating to that building, nor about the cost of buying out the lease. Negotiations with Theatr Ardudwy had yet to commence. While we felt that our obligations entailed a relatively modest financial outlay for short-term remedial needs, the Theatr's interpretation of divisions of responsibility could differ. Staff confirmed that other factors, such as unpaid past debts relating to the Theatr's rental payments and current dues to us from its tenancy agreement, could be used as leverage in future discussions.

The Council agreed the recommendations in the covering paper, namely: that the Harlech Steering Group enter into negotiations to establish a surrender value for the lease with Theatr Ardudwy, in an attempt to terminate the lease early and obtain vacant possession of the theatre building; and that the Group report back to the Council on progress and on any further recommendations it wished to make at an appropriate time.

6. Minutes of Open Business at the Council meeting of 30 November 2017 and matters arising not on the agenda

The minutes of the Open Business at the previous Council meeting, held in Cardiff, were approved as a correct record. There were three matters arising:

Minute 2 – Council member appointments/elections update: two appointed places on the Council remained to be filled. Appointment of a particular candidate with significant financial and private sector experience had not come to fruition despite a successful interview because that individual was Surrey-based and therefore unable to make the additional travel commitments involved. While contact had been made with organisations representing ethnic minorities in Wales for potential applicants via them, **it was agreed that another round of open advertising (where particular, named individuals known to current Council members could be invited to apply) was the preferable option now - all based on zero expenditure, appropriate use of social media, and an objective application and interview process.** [A couple of potentially suitable candidates were mentioned during the discourse.] On a separate matter, resolution of Nick Taylor's position as a temporarily 'suspended' Council member due to the number of hours he had worked as a tutor for the organisation over the past year was anticipated soon from the Charity Commission;

Minute 9 – Chief Executive's Round-up Report for November 2017: Welsh language and bilingual provision: a question about whether recommendations made there had been acted upon yet was raised - to be answered under minute 7;

Minute 14 – Welsh Language Standards/Embedding Bilingualism: Cath Hicks explained the content of the accompanying papers. Dafydd Rhys thought that the human resources Welsh Language Policy was weak in Section 10 (Recruitment), where it should be more akin to the equivalent policies that had been in place with CHWEAN and YMCA Wales CC prior to the Standards becoming the guiding principle to follow. This was before considering extending our commitments to Welsh language/ bilingual educational output - the subject of so many recent Council and Committee discussions. The Chair also said that he felt the Council should show its own *bona fides* by adopting a policy for its own commitments on this matter. Cath Hicks responded that concentration was on internal Standards requirements given the Comisiynydd's deadline of 1 April, with the possibility of prioritising wider aspects thereafter. An e-mail from Iwan Hywel, reflecting his experience of the internal Welsh Language Standards Group, was broadly positive in supporting the initiatives being taken at present, but also highlighted the need for greater emphasis on Welsh language teaching outputs. It was

predicted that the new Minister for Welsh Language and Lifelong Learning would give more weight to the visibility of our external provision than to internal conformity. **The Council expressed its thanks to Clare Grist for her work, accepted the principle of short-term internal ‘Standards’ prioritisation over the coming 2 months, and underlined the need for concentration on the external as a priority thereafter.**

7. Chief Executive’s Round-up Report for January 2018

Kathryn Robson responded further to the various points about the Welsh Language Standards/provision by referring to relevant sections in her report, including the undertaking of a baseline analysis to ascertain our present level of educational provision. That would be on the agenda for the Learner Experience Committee in late February in the first instance, and there was general awareness that higher numbers of bilingual/Welsh medium classes had to be offered: comments such as that made earlier - that there was ‘little demand’ for them - needed to be justified with evidence, or corrected. Parenting/grand-parenting skills, vocational possibilities including in health and social care, and Patagonian links were examples quoted of the potential for expansion in Welsh medium courses.

There was a pleasing picture to report with reference to the improved quality profile on courses, with a success rate of 89.8% as the indicative position for 2016-17 outcomes, an increase of 2.8% on the previous year. In trade union education, employers were to be expected to take the lead in ‘mental first aid’ across the board by the Welsh Government. The low percentage (at 12%) of non-accredited provision in the South East region was questioned: the mental health and loneliness agenda, plus branch activities, suggested that this should be higher. One Council member proposed that the centenary of women’s suffrage should be noted at Regional Forum activities and elsewhere during the year.

The Chief Executive and the Chair were to meet Eluned Morgan AM, Minister for Welsh Language and Lifelong Learning, on 1 February, where they would seek clarity on the ACL Review’s future direction, though it was uncertain how detailed a background the new Minister would have of the adult education field.

8. Review of Committee and Group structures, inc. current and proposed governance charts and delegated powers for each Committee

With the organisation’s evolution, a further revision was proposed in the governance structure to reflect current reality. **It was agreed to add remuneration to the Search Committee’s remit, to add ‘Marketing’ to the title and role of the Membership and Campaigns Group, to re-align Group reporting to particular Committees, and to reflect these changes in the listing of delegated powers for each Committee.**

It was questioned whether scrutiny of IT was too weak, especially because of the entry into force of the General Data Protection Regulation (GDPR): this was felt to be adequately covered in the remits of the Learner Experience and Resources Committees. There was discussion on the significance of the dotted lines on the chart linking the two Operational Management Groups to the structure, and one Council member thought that it was too early to conduct a review of this type as the Committees had not yet completed a full annual cycle of work. Instead **it was agreed to return to this issue of structure in autumn 2018, to see how the revised set-up was working.**

9. Minutes of the Resources Committee meeting held on 12 December 2017

The minutes of the most recent Committee meeting were noted, as was the fact that it had been inquorate. David Elis-Williams as its Chair referred to two points: a reiteration by Mark Baines that the costs of restructuring would fall within the budget line dedicated to it for 2017-18; and the suggestion that **from 2017-18 onwards attendance records for Council members at Council and Committee meetings be added to the information included in the Annual Report which formed part of the Financial Statements. This was approved by the Council.**

10. Management accounts for the 5 months to the end of December 2017

Mark Baines explained how the negative revaluation of the Harlech site would have implications for fixed assets, deferred income and revaluation reserve figures. More positively, educational delivery was on target, cash reserve totals remained strong, and there were minimal variances to the budget. As all figures were based on reliable data, there were no concerns that he wished to pass on to the Council: he felt that he could give relatively high levels of assurance, with the 6-month review of the financial year about to be embarked upon. Regarding the Llanishen (north Cardiff) office, a possible buyer had viewed it, but there was no conclusive action on it yet. He confirmed that maintenance costs on that site were currently minimal.

11. Minutes of the Audit Committee meeting held on 11 January 2018

The main points raised at the meeting, along with the minutes themselves, were noted. Chris Franks as its Chair pointed out that the tender exercise for external audit over the coming 5 years was about to commence; that the internal auditors seemed content with how matters stood in terms of controls; and that the point on potential outsourcing of payroll duties was being addressed.

12. Risk Register, January 2018

The Register had been commented upon by Audit Committee and reflected a new format: one Council member declared it the most readable and useful Risk Register received over the past few years. The low risk appetite for the organisation was underlined. It was agreed that the GDPR would be incorporated in the next Register. On the basis of what had been heard earlier in the agenda about Harlech, the Chair believed that the estates and health & safety specified risks should be rated at higher levels of risk than at present - even after the mitigating actions mentioned.

13. Feedback on the meeting and self-assessment of performance

The Chair once more asked for comments on the meeting's structure and its related procedures. The overall view was that the input from learners and regional presentation had been well judged, though some questioned whether the venue was large enough given the numbers present for that first part of the meeting. While one member commented on improvement in the overall quality of papers to the Council over the previous 12 months, another underlined the importance of adhering to the commitment to distributing them a full working week in advance of each meeting to enable adequate reading/preparation time – a norm that was currently rarely achieved. It was suggested that a password-protected part of the organisation's web-site for governors should be developed for access

to certain information. Cecilia Forsythe appreciated her opportunity to attend as an observer, and the fact that the Council was committed to holding meetings throughout Wales.

14. Forthcoming Council dates confirmed for the diary

12 Noon, Friday 23 March 2018: Bryn Menai, Bangor
 Late May: Coopers Yard, Cardiff
 Late July: Conwy Business Centre, Llandudno Junction

Council Confidential Business of 30 January 2018 – see minutes 15 and 16, separately minuted.

ACTION POINTS

Reference	Minute name	Action agreed	Action by whom
Minute 3	Three protocols for Council members	An annual reminder of matters of integrity and trust which lay behind such documents should be timetabled for governors; and a review of the whistleblowing policy as it pertained to Council members was a priority in the shorter term. No WhatsApp group or organisational e-mail addresses to be created, only an intra-Council sharing of personal e-mails and phone numbers.	ST
Minute 5	Harlech site update – proposal to negotiate early termination of the lease with Theatr Ardudwy	The Harlech Steering Group to enter into negotiations to establish a surrender value for the lease with Theatr Ardudwy, in an attempt to terminate the lease early and obtain vacant possession of the theatre building; and the Group to report back to the Council on progress and on any further recommendations it wished to make at an appropriate time.	KR / DE-W

Minute 6	Council member appointments	It was agreed that another round of open advertising was the preferable option now – based on zero expenditure, appropriate use of social media, and an objective application and interview process.	ST
Minute 6	Welsh Language Standards and educational provision through the medium of Welsh	The Council expressed its thanks to Clare Grist for her work, accepted the principle of short-term internal ‘Standards’ prioritisation over the coming 2 months, and the need for concentrating on the external as a priority thereafter.	KR / Clare Grist
Minute 8	Review of Committee and Group structures	It was agreed to add remuneration to the Search Committee’s remit, to add ‘Marketing’ to the title and role of the Membership and Campaigns Group, to re-align Group reporting to particular Committees, and to reflect these changes in the listing of delegated powers for each Committee. It was agreed to return to this issue of structure in autumn 2018, to see how the revised set-up was working.	KR / ST
Minute 9	Resources Committee minutes	From 2017-18 attendance records for Council members at Council & Committee meetings to be added to the information included in the Annual Report which forms part of the Financial Statements.	ST / MB / Adele Gatt