

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, Iwan Hywel, Marjorie Williams, Toni Schiavone (Vice Chair), Heather Willbourn, Dafydd Rhys. Also Guy Wallace Smith from minute 3 onwards. The meeting was quorate throughout.
- 1.2 In Attendance: Kathryn Robson (Chief Executive, from minute 3 onwards), Mark Baines (Head of Finance and Resources), Cath Hicks (Head of Learner Services and Human Resources), Stephen Thomas (Company Secretary and Clerk), Hywel Pennar (simultaneous interpreter). Also: Vicky Knappett (Senior Officer, Human Resources – minutes 1 and 2 only); Betty Mason (Trade Union Studies Co-ordinator – minutes 1-3 only); Helen Cargill (TIAA Auditors – minute 4 only).
- 1.3 Apologies: Julie Cook, Kaitlin Crisp, Caroline Davies, Gerry Jensen, Nick Taylor.
- 1.4 It was noted that a number of Council members had had their portraits taken by a photographer prior to the meeting, for use on the organisation's web-site.

2. Confirmation of appointment of a Chief Executive and of two new Council members

The Council unanimously confirmed the appointment of Kathryn Robson as the organisation's Chief Executive, following the recruitment, assessment and interviewing exercise overseen by the Search Committee which had culminated on 6 November. A strong short list of 4 people had been interviewed from 20 original applicants. Those members of staff and other Council members who had played specific roles during the process were thanked for their input.

Separately, the Search Committee proposed **the approval of Julie Cook (as an Affiliated and Partner Organisation member) and of Guy Wallace Smith, following their successful interviews to become appointed Council members: these proposals were also confirmed unanimously.**

3. Presentation on our programme of work in Trade Union Education

Betty Mason provided a verbal and visual presentation on this field. It covered provision for Wales TUC Cymru as well as for individual unions, at universities, unitary authorities, private employers, health boards and third sector organisations. 'Workplace learning' constituted up to 20% of the overall total. Much of the work concentrated on digital skills, Education for Speakers of Other Languages (ESOL), British Sign Language and mental health awareness training.

Council members raised questions about the geographical split in provision and the potential for doing more with unitary authorities in southern Wales. It was acknowledged that delivery levels through the medium of Welsh were very low, though as all tutors had to come through a trade union accredited route this was not a situation that was fully in our hands. On that aspect, one Council member wondered whether it was possible to match up with Canolfannau Dysgu Cymraeg i Oedolion, with us providing complementary workplace education while the Welsh language teaching remained in the Canolfannau's hands. When asked what governors could do to enhance our trade

union related work, Betty Mason replied that they should use their contacts to push for more take-up of it, particularly amongst employers. She was thanked for her input.

4. Risk Management for Council members – a training session

Helen Cargill introduced herself and delivered a PowerPoint presentation in the name of our internal auditors, TIAA, on positive and negative risks, their definitions, and how important it was to include risk management as part of the routine of work for everyone within an organisation. Risks and the risk register should belong to all, including governors: the Audit Committee was there merely to check on the appropriateness of processes that were in place, rather than to be responsible in an overall sense for such matters. Issues such as control measures, likelihood and impact of risk, and residual risk scoring were discussed, as was the risk appetite of an organisation. She underlined the importance of moving ultimately from having a risk management strategy to implementing a wider Board Assurance Framework; it was good practice to develop such a Framework, which should be a simple and consistent system, not merely a written report. Assurance mapping with its three lines of defence was also a good risk management-related technique.

Two essential building blocks for any organisation were already in place: that the Risk Register came to the Council on a regular basis; and that all Council papers had a covering sheet which set out the degree of risk involved in what was proposed within the paper itself.

Helen Cargill was thanked for her input and left. **Copies of her slides (plus those used by Betty Mason in the preceding item) would be sent to all Council members.**

Council Confidential Business of 1 September 2017 – see minutes 5 to 7 inclusive, separately minuted.

Council Open Business – minutes 8 to 14 inclusive.

8. Minutes of Open Business at the Council meeting of 27 September 2017 and matters arising not on the agenda

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

Minute 8 – Signed formal agreement with Wales TUC Cymru: this had been signed with no changes made by the Wales TUC Cymru General Council. A date for the newly-instituted annual review meeting with their representatives had yet to be confirmed;

Minute 9 – Update on Campaign Group’s briefing paper and the Welsh Government’s consultation on the Adult Learning Review: the meeting timetabled for the Senedd in December had been postponed, given likely slippage in the Welsh Government Review’s timetable, a change in personnel in terms of a new Minister for Lifelong Learning and Welsh Language (Eluned Morgan AM), and the appointment of our room-sponsoring AM as Counsel General. This entailed re-scheduling of the lobbying campaign, the promotion of its accompanying document and use of the linked paid software agreement;

Minute 10 – Report on the joint conference with Co-operatives and Mutuals Wales: this had occurred on 18 November 2017 as planned, with 9 representatives of ours among the attendees. It had presented networking opportunities and challenging ideas about how we could entrench democratic

ideals further into our work. Follow up could include potential work with new partners, and encouraging links between social enterprise/co-operative initiatives and our trade union education; **Minute 11 – Update on teaching and learning data for 2016-17:** provisional successful completion rates for the academic year stood at 88.6%. Final figures and full statistical reconciliation were due shortly; **Minute 12 – Three protocols for Council members on undertaking responsibilities and communication:** given that there were differing views and a significant degree of interest in this item, **it was proposed and agreed that discussion on it be postponed to a training session to be led by the Clerk at January’s Council meeting**, with the draft written protocols serving as a starting point for discussion.

9. Chief Executive’s Round-up Report for November 2017

Kathryn Robson talked of progress on the staff restructuring, including the fact that there had been no compulsory redundancies thus far and none anticipated. Ten voluntary redundancies had occurred. Two major aspects of the restructure remained unfinished, however – the terms and conditions package for tutors; and the remodelling of the regional/national delivery set-up.

Toni Schiavone once more stated that a large gap existed in the market on Welsh medium provision, constituting a risk if we did not take up the opportunities which it represented. (He incidentally wondered whether the fact that good quality bilingual candidates had applied for the Chief Executive’s role meant that our reputation in that field had perhaps improved.) Dafydd Rhys wanted reassurance that the tutor posts mentioned in the Report’s section on Welsh language and bilingual curriculum also had developmental - not merely teaching - responsibilities, as one additional full-time tutor would only raise our provision through the medium of Welsh by 0.25%. **Kathryn Robson said that a baseline study was being conducted on this aspect of our provision**, and accepted that it was important to get the degree of our commitment right on it.

On Harlech, Kathryn Robson drew attention to the surveyor’s valuation giving the campus an overall negative value of -£170,000. David Elis-Williams spoke of attending an open event in the town the previous day organised by Cyngor Gwynedd Council and CADW, where the emphasis in the publicly available information was on a hotel as the preferred future option on our site, and which implied that we still needed to reach a final conclusion on such matters ourselves. Meanwhile the *Cambrian News* continued to quote negative opinions about us, as expressed by one individual. Kathryn Robson stated that progress regarding the site, while slow, was visible in resolving issues to do with financing the Amenity Block’s adaptation, demolition of the adjacent property, and the future of Theatr Ardudwy.

10. Minutes of the Resources Committee meeting held on 5 October 2017

The minutes of the most recent Committee meeting were noted. David Elis-Williams as its Chair drew attention to minute 7, which proposed that the Health, Safety and Environmental Group’s reporting be through the Committee in future. This represented a change in governance structure, which Kathryn Robson explained was part of a broader review of the governance set-up that would be presented to the late January 2018 Council meeting, setting forth a number of revised reporting lines for Groups in order to simplify the overall structure.

The Llanishen (north Cardiff) office property’s nominal sale price was c£170,000: any capital receipt from its sale would be added to the organisation’s reserves. Should the property be rented instead, then such revenue would go into our income and expenditure account. In the case of a sale, David

Elis-Williams put forward a case for considering whether the money should be utilised as a lump sum to pay off part of the organisation's pension deficit.

11. Management accounts and financial report for the 2016-17 financial year

Without various one-off elements in the accounts the deficit for the year would have been £9,000 (rather than the forecast of a £95,000 loss). However, the final sums remained unaudited and it was yet to be confirmed how the Harlech campus negative valuation would be shown, or what the final pension figures for the year would be. The issue of fees for courses was raised, linked to the introduction of Universal Credit and other potential payment difficulties for learners. **It was agreed that this should be a discussion item on the Learner Experience Committee's next agenda.**

12. Management accounts for the 3 months to the end of October 2017

Mark Baines pointed out the positive nature of the £413,000 grant from the Welsh Government to deliver ESOL in the Cardiff area through the Access to Communication and Integration Project, though it largely represented equivalent sums of money in and out of the organisation. The restructuring costs budgetary commitment represented an allocation of what had been approved by the Council but not been fully utilised during the previous financial year. **It was agreed once all those costs had been expended the Council should receive a summary report of the restructuring's overall costs and its financial implications for the forthcoming two years.**

13. Minutes of the Learner Experience Committee meeting held on 24 October 2017

The main points raised at the meeting were noted, as were the minutes themselves. David Elis-Williams reported on the negative undercurrents at the North West Regional Forum relating to the ending of the Music Technology course at Harlech, and the continuing need to consider provision of courses in that subject field more generally. Dafydd Rhys referred to an external group that had come together on this matter, to look at the positive social and economic possibilities that the musical/cultural scene represented nationally.

14. Update on Welsh Language Standards

Negotiation with Comisiynydd y Gymraeg officers before receipt of the final compliance notice in September meant that some of the more demanding Standards had been dropped in our case, as noted in the accompanying papers. However, there remained significant areas of work yet to be put into operation before our legislative duties came into force on 1 April 2018. A Bilingual Receptionist had now been appointed to commence in January, and means of fulfilling that service when she was on leave were still being explored.

15. Welsh Government's Exercise on Resilience in Further Education

John Graystone explained the background to this review exercise, in which he, Rob Humphreys - until recently a Council member - and Sue Pember - who drew up the Code of Good Governance for Colleges in Wales on behalf of ColegauCymru - had been invited by the Welsh Government to lead

the governance project. A paper was tabled, with details of the 3 training and consultative days during January 2018, any one of which Council members were invited to attend.

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

The Chair invited comments about the structure of Council meetings and how members felt procedures could be improved. The presentations at the outset of meetings were felt to be useful and important, and should be maintained. **It was agreed as a further step that office colleagues at each location at which a Council meeting was held should be invited to join the Council over food and select an observer to the meeting as well.** Linking Council meetings with regional forums would enable other organisational members/learners/partner bodies to observe them as well – as had been the intention since forums' inception. It was also considered very positive that learners' issues and educational matters had received priority in the Chief Executive's report, now to appear at each meeting.

A comment was made that adequate information was received in writing by governors before meetings, and that the single pdf combined document of each meeting's papers was a positive innovation. Was it feasible to include recommendations/actions from Council meetings in a covering sheet in front of its minutes as well?

A question raised rhetorically was whether the Council's input was of use in turn to the Senior Management Team, to the learners and to the organisation at large. An away day between staff and governors, organised during 2018, might go some way towards answering that broad point.

17. Forthcoming Council dates confirmed for the diary

12.30 pm, Tuesday 30 January 2018: Newtown, Powys

12 Noon, Friday 23 March 2018: Bryn Menai, Bangor

ACTION POINTS

Reference	Minute name	Action agreed	Action by whom
Minute 2	Confirmation of appointment of a Chief Executive and of two new Council members	Kathryn Robson as Chief Exec. and Julie Cook and Guy Wallace Smith as Council members confirmed unanimously.	ST
Minute 4	Risk Management for Council members – a training session	Copies of the slides (plus those used by Betty Mason in the preceding item) to be sent to all Council members.	ST
Minute 8	Three protocols for Council members on undertaking responsibilities and communication	Agreed that discussion on it be postponed to a training session to be led by the Clerk at January's Council meeting.	ST

Minute 9	Educational provision through the medium of Welsh	A baseline study was being conducted on this aspect of our provision.	KR
Minute 11	Fees for courses and introduction of Universal Credit	It was agreed that this should be a discussion item on the Learner Experience Committee's next agenda.	MB
Minute 12	Management accounts	Agreed once all costs had been expended that the Council should receive a summary report of the restructuring's overall costs and its financial implications for the forthcoming two years.	MB
Minute 16	Feedback on the meeting and self-assessment of performance	Office colleagues at each location at which a Council meeting was held should be invited to join the Council over food and select an observer to the meeting as well.	ST