

Council Confidential Business of 23 March 2018 – see minutes 1 to 3 inclusive, separately minuted.

Council Open Business – minutes 4 to 15 inclusive.

Attendance and Apologies

Present: John Graystone (in the Chair), Gayle Hudson, Sonia Reynolds (Vice Chair), Cathy Clark, David Elis-Williams, Marjorie Williams, Caroline Davies, Gerry Jenson, Toni Schiavone (Vice Chair), Iwan Hywel, Nick Taylor, Dafydd Rhys. The meeting was quorate.

In Attendance: Kathryn Robson (Chief Executive), Mark Baines (Head of Curriculum and Resources), Cath Hicks (Head of Learner Services and Human Resources), Siôn Aled Owen (simultaneous interpreter), Buddug Wiliam (Unite the union representative).

Apologies: Julie Cook, Kaitlin Crisp, Chris Franks, June Jeremy, Guy Wallace Smith, Heather Willbourn; Stephen Thomas (Company Secretary and Clerk).

[Some of those present and attending – Cathy Clark, Caroline Davies, Toni Schiavone and Mark Baines – joined the meeting via video link from the organisation’s office in Cardiff.]

4. Minutes of the Open Business at the Council meeting of 30 January 2018 and matters arising not otherwise on the agenda

At the previous meeting, held in Newtown, it had been suggested under minute 3 (Three protocols for Council members) that **a password-protected part of the organisation’s web-site should be developed for governor-only access to certain information. This was confirmed and needed to be included as an additional Action Point on this occasion** (see table below). With this amendment, the Open Business minutes of the 30 January 2018 meeting were approved as a correct record.

Two matters arising were discussed. Under minute 4, it was asked whether the PAGS (Welsh Government’s Assurance body) visit would still be described as ‘successful’ following receipt of feedback from its representatives. Kathryn Robson confirmed that was indeed the case because the allegations made by the anonymous complainant(s) were judged to have been unfounded; and because certain action points identified for the organisation had already been in place for some time following a review of quality processes, since the data under scrutiny related to the 2016/17 academic year. On minute 6, **two Council appointments remained outstanding, awaiting a further round of open advertising**, while Nick Taylor’s continuing Council position had been formally regularised by the Charity Commission.

5. Chief Executive’s Round-up Report for March 2018

Kathryn Robson presented an overview of a positive position in respect of learner numbers, their outcomes, and the organisation’s quality profile, including confirmation that we had been awarded the continuation of our ESOL project in Cardiff (ACI) to July 2019. In respect of attainment data in the report, it was recognised that they related to ACL partnerships therefore could be

influenced by other organisations. **The importance of monitoring our own data was identified; therefore a request was made for specific organisational data in the next report.** Feedback was provided at the request of Council members on Eluned Morgan AM's ministerial visit to a digital literacy programme of ours in Flintshire on 8 March 2018, where we had been able to demonstrate how many Welsh Government policy initiatives we were meeting. The Minister's approach was commended, and those who had been present shared the view that there seemed to be a clear understanding of our organisation's role.

An update on the staff reorganisation outlined arrangements for ensuring a thorough review of progress. Sonia Reynolds highlighted the need for external discussion in that area, and **it was agreed that that should be addressed by the Campaign, Membership and Communication (formerly Marketing) Group.**

Regional terminology used was confusing to some in respect of where the South Wales Central (member) region currently fitted, and it was suggested that there be a change to "South East and South Central" (operational) region. **It was confirmed that a regional review in April would address terminology as part of its process.** There was discussion of the most recent Regional Forums, and the fact that there had been insufficient time to raise learner award nominations at the South Wales Central Forum. It was confirmed that 28 nominations had been received, a record number for the organisation. Cathy Clark said that concerns had been raised at the South East Forum regarding the Head of Curriculum and Resources's workload. Mark Baines assured Council that a team approach was being taken in managing the work, while recognising that the current interim arrangements were unsustainable in the longer term. Recruitment of the Curriculum and Welsh Medium Provision Manager, already underway, would reduce pressure in this regard.

Kathryn Robson provided an update on organisational culture issues, where staff and trade union representatives had reported a positive shift. Meetings were increasingly well-focused without distractions, systems had merged, communication was stronger, and staff were on board with improving the organisation's position in priority areas such as its membership and Welsh medium provision. She thanked Council members for their supportive roles which had made a real difference in strengthening the element of trust. There was discussion regarding mechanisms for staff to raise concerns through the organisation's established policies and procedures. The Chair confirmed that he had met Unite's full time official and the staff union representative formally on one occasion each, and while management would always be expected to respond to concerns in the first instance, the potential to liaise directly with the trade union remained, should there be serious issues regarding the management team. While progress made in respect of integration was viewed positively, a concern was raised about the lack of voice from the former YMCA Wales Community College. **This was agreed to be another matter for the Campaign, Membership and Communication group to consider.**

Kathryn Robson reported that improved terms and conditions for hourly paid tutors would be implemented by 1 August 2018. A Welsh Medium Provision and Skills Strategy had been presented to the Learner Experience Committee that morning, with greater emphasis on provision. Arrangements for establishing a Welsh and Bilingual Group were discussed - an extension to the current working group focusing on the Welsh Language Standards.

Council members were informed of an 'institutional review' meeting to be undertaken by Welsh Government representatives on 11 April, which marked a new approach to reviewing the performance of further education institutions. The Chair and Vice Chairs would be present, and feedback would be provided to the Council's next meeting.

Some Council members expressed a wish to visit learners undertaking a course, should appropriate opportunities arise. This was welcomed, and Council members were directed to contact Mark Baines in the first instance to arrange such learner visits.

Finally, the value of the Chief Executive's report was recognised, particularly as a tool for showing progress in teaching and learning. **Toni Schiavone suggested that it would be helpful if the key issues requiring progression were summarised at the end of the report.**

6. Minutes of the Audit Committee meeting held on 13 March 2018

The minutes of the meeting of 13 March 2018 held in Cardiff were noted. In the absence of the Committee's Chair, **Mark Baines formally on the Committee's behalf recommended to the Council the re-appointment of external auditors BTP Associates for a 5 year period. The Council approved this recommendation, which would go forward to April's AGM for ratification.**

7. Risk Register for March 2018

Mark Baines pointed out the introduction of the novelty that movements since the previous Register were set out in the net risk column, reflecting (for example) changes in the external landscape or improved/weakened controls. **It was agreed that the new senior management team (SMT) structure be added as an extra point in the Register,** with reference to its agreed review timetable, in response to concerns raised regarding this matter at Regional Forums and elsewhere.

It was suggested that the risk rating for Harlech might need to be increased in respect of both its likelihood and consequence following the discussion relating to Harlech later on in the agenda. David Elis-Williams queried the increase in risk rating associated with financial planning: it was explained that, while nothing material had changed on it, it was considered that the net risk had been understated previously. Mark Baines confirmed that we were actively planning for a reduction in funding associated with Communities First, along with the loss of European funding as a result of Brexit. **A paper outlining the implications of these losses, and potential measures for bridging the funding gap, would feature on a future Council meeting agenda.**

8. Report from the Resources Committee meeting held on 15 March 2018

David Elis-Williams spoke to the brief written report on the meeting, which had focused more on staffing issues on this occasion than previously, including a review of the HR policies timetable. The Chair highlighted the need to work with Colegau Cymru regarding potential future salary reviews, given its prediction of a groundswell of pressure to increase salaries.

9. Coleg Harlech site update

An update was provided on campus location moves and other related developments. While the debate on the site's future had been continuing for years, none of the parties involved had the capacity or finances fully to resolve the situation alone. Council members recognised their moral and legal responsibilities and highlighted the need to take some firm decisions on the matter, given that money currently being spent on Harlech solely for the purpose of maintaining the site and protecting the value of the asset could be used more appropriately for learning. Kathryn Robson

reported a positive outcome for our Harlech-based learners, nevertheless, who had been relocated to Plas Tan y Bwlch in Maentwrog and settled in well.

The Council had previously authorised discussions between the organisation and Theatr Ardudwy relating to the lease termination. David Elis-Williams reported that these discussions had been progressing, but the organisation would be required to pay a settlement figure which potentially could be in the tens of thousands of pounds, given that a valid claim by Theatr Ardudwy had been established. The future of the library remained an issue, and further legal advice would be taken in respect of moving its contents. A working group with a library-specific remit might need to be established.

Following detailed discussion of the related issues, the Council agreed a course of action for the SMT to implement, with the proviso that governors were not prepared to accept a negative impact on adult learning delivery at the cost of maintaining an empty building which no longer served to facilitate adult education and training. **Actions were agreed as follows:**

- **The costs of maintenance and security of the site should be reduced to the minimum level required to make the site safe and to protect the value of the asset as far as possible;**
- **The future of the library should be prioritised, by seeking further legal advice in respect of moving it, with a view to bringing recommendations to the next Council meeting;**
- **An options appraisal from appropriate surveyors regarding the disposal of the site should be commissioned.**

The Council needed to be aware of the potential repercussions, both local and national, of disposing of the site. **It was also agreed that Welsh Government should be notified of that potential decision at an early stage.**

10. Final version of Financial Statements for the year ending 31 July 2017

Two observations were made by Toni Schiavone, as follows:

- Under point 3.1 (shorter term liquidity), where the organisational financial objective for the year had not been met, it would have been helpful to include a brief explanation why not;
- The IT infrastructure (4.3) remained potentially an area of high risk for the organisation, and greater opportunities for governors to pay attention to this were required.

The Financial Statements were approved by the Council, to go forward to the AGM for ratification.

11. Management accounts for the 6 months to the end of January 2018

The accounts were presented with some headline points, namely:

- A 6-month review of delivery had been undertaken, and no issues of concern identified;
- At the last meeting a forecast deficit of £138,000 had been reported. However, due to other grant income that had been received and sensible budgeting, a small surplus was now being forecast, such that we were on target to meet an operating surplus of 0.5% as planned.

Council members acknowledged the progress that had been made in respect of our financial position.

12. Report from the Learner Experience Committee meeting of that morning of 23 March 2018

Gerry Jenson reported on the following key items from that morning's agenda:

- The Committee had approved a revised self-assessment and quality development process for 2018-19;
- Governors would ultimately be responsible for ensuring the organisation's compliance with Additional Learning Needs (ALN) legislation coming into force in 2020. Training on it would be provided in due course;

The Committee had also discussed the need to ensure effective scrutiny of the work of Committees, particularly given the revised Committee structure. It was agreed that the Committee Chair played a key role in monitoring such effectiveness, and the importance of actively engaging with the Risk Register was recognised as one facet of that.

13. Motions and amendments received for the AGM at Neath Town Hall on 14 April

It was agreed that responses would be prepared for all motions, and that Stephen Thomas would arrange appropriate speakers for each motion in advance.

Motion 1: Kathryn Robson confirmed that she would prepare a positive response to this motion.

Motion 2: It was accepted that the organisation needed to focus on sustainability issues in a wider sense than that outlined in the motion's wording; this would be addressed through the development of an environmental strategy. In respect to the motion itself, Regional Managers would include plastic pollution within the ESDGC (Education for Sustainable Development and Global Citizenship) element of curriculum delivery.

Motion 3: Progress had been made in this area of co-operative working, which could be reported at the AGM. (An observation was made that we needed to review the protocols outlining how motions should be presented, given the length and degree of detail of this particular motion from David Smith.)

Motion 4: Sonia Reynolds was identified to speak in response to this motion.

Motion 5: The similarities between this and the previous motion were recognised, and Stephen Thomas was asked to consider the potential for combining them into one overarching motion (along with the following amendment, submitted by the North East Regional Forum in time for the deadline):

"The offer of membership for free for learners should be considered."

Prop.: Nick Taylor; Sec.: Nigel Davies or Michelle Kerswell - to be confirmed;
Supported by the North East Wales Regional Forum

Motion 6: Kathryn Robson reported that this motion would be opposed for the following reasons:
- This matter had already been the subject of extensive debate at Council, following which a decision had been reached;

- It had been agreed that the structure of the senior management team would be reviewed within 12 months of its implementation;
- The post of Curriculum and Welsh Medium Provision Manager had already been advertised.

It was agreed that Gerry Jenson and Kathryn Robson should speak in response to this motion at the AGM, and the points that supported the current position that had previously been raised in debating it should be presented.

An observation was made by Caroline Davies that considerable time could be taken in discussing these motions, and that we needed to ensure that speakers did not exceed the time they were allocated.

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

The challenges of simultaneous interpretation over video conference were recognised, but the opportunity for video conferencing was much welcomed by Council members. The layout of the room in Bangor would need to be reconsidered for future meetings involving video.

The presentation on Prevent was slightly rushed, and could have been tailored to reflect the responsibilities of governors in this area more closely. The attendance of Buddug Wiliam as Unite representative was welcomed.

It was agreed that a summary of issues discussed at the Council should be provided to staff and members in the form of a two-monthly briefing from the Chief Executive and Chair, in order to improve communication links.

15. Forthcoming dates confirmed for the diary

Annual General Meeting: 11 am Saturday 14 April: Neath Town Hall

Council: 12.30 pm Monday 21 May: Coopers Yard, Cardiff

Late July: Llandudno Junction or Plas Tan y Bwlch (date and venue to be confirmed)

ACTION POINTS

(NB: Table format amended to include “Action by when” column.)

Reference	Minute name	Action agreed	Action by whom	Action by when
Minute 4	Minutes of Open Business at the Council meeting of 30 January 2018 and matters arising	A password-protected part of the organisation’s web-site for governors to be developed, for access to certain information.	ST / Rhydian Williams	Sept. 2018
Minute 4	Council member appointments	A further round of open advertising to find 2 other governors.	ST	May 2018

Minute 5	Chief Executive's round-up report for March 2018	The importance of monitoring our own data was identified; therefore a request was made for specific organisational data in the next report.	MB	May 2018
		A review of progress on the recent reorganisation to be addressed by the Campaign, Membership and Communication Group.	CH / SR	For discussion at the Group meeting on 18 April 2018
		The regional review in April would address terminology issues as part of its process.	MB / SMT	April / May 2018
		The lack of voice of the former YMCA Wales Community College was identified as another matter for the Campaign, Membership and Communication Group to consider.	CH / SR	For discussion at the meeting on 18 April 2018
		It would be helpful if the key issues requiring progression could be summarised at the end of the report.	KR	May 2018
Minute 6	Minutes of the Audit Committee meeting held on 13 March 2018	The recommendation that external auditors BTP Associates be re-appointed for a 5 year period was approved by the Council, to go forward to April's AGM for ratification.	ST / Chris Franks	April 2018
Minute 7	Risk Register for March 2018	It was agreed that the new SMT structure needed to be added to the Risk Register.	MB / SMT	May 2018
		A paper outlining the implications of the reduction in Communities First funding and the loss of European funding as a result of Brexit, and potential measures for bridging the funding gap, to feature on a future Council meeting agenda.	MB / SMT	July 2018
Minute 9	Coleg Harlech update	The costs of maintenance and security of the site should be reduced to the minimum level required to make the site safe and to protect the value of the asset as far as possible;	KR / MB	May 2018
		The future of the library should be prioritised, by seeking further	KR / MB	May 2018

		<p>legal advice in respect of moving it, with a view to bringing recommendations to the next Council meeting.</p> <p>An options appraisal from appropriate surveyors regarding the disposal of the site should be commissioned.</p> <p>It was agreed that Welsh Government should be notified of the potential decision to dispose of the site at an early stage.</p>	<p>KR / MB</p> <p>KR</p>	<p>July 2018</p> <p>April 2018</p>
Minute 10	Final version of 2016-17 Financial Statements for the year ending 31 July 2017	The Financial Statements were approved by the Council, to go forward to the AGM for ratification.	MB / ST	May 2018
Minute 13	Motions and amendments received for the AGM at Neath Town Hall on 14 April	It was agreed that responses would be prepared for all motions, and that ST would arrange appropriate speakers for each motion in advance.	ST	April 2018
Minute 14	Feedback on the meeting and self-assessment of performance	It was agreed that a summary of issues discussed at the Council should be provided to staff and members in the form of a two-monthly briefing from the Chief Executive and Chair in order to improve communication links.	CH / SMT	May 2018