

**Council Open Business – minutes 1 to 11 inclusive.**

**1. Attendance, Apologies and Introductions**

Present: John Graystone (in the Chair), Sonia Reynolds (Vice Chair), Toni Schiavone (Vice Chair), David Elis-Williams, Cathy Clark, Stephen Nicholls, Caroline Davies, Jenni Jones-Annetts, Dafydd Rhys, Chris Franks (to minute 7 only). The meeting was quorate.

In Attendance: Kathryn Robson (Chief Executive), Mark Baines (Head of Curriculum and Resources – to minute 8 only), Cath Hicks (Head of Learner Services and Human Resources – to minute 8 only), Stephen Thomas (Company Secretary/Clerk); Steffan Wiliam (simultaneous interpreter).

Apologies: Julie Cook, Gayle Hudson, Iwan Hywel, Gerry Jenson, June Jeremy, Guy Wallace Smith, Nick Taylor, Heather Willbourn.

Brief introductions were made around the table, this being the first Council meeting attended by Jenni Jones-Annetts and Stephen Nicholls as the recently elected learner governors.

**2. Minutes of the Open Business at the Council meeting of 13 July 2018 and matters arising**

The minutes of the Open Business proceedings of the 13 July 2018 meeting held at Plas Tan y Bwlch, Maentwrog were approved as a correct record. There were no matters arising from them not otherwise on the agenda.

**3. Chief Executive's Report**

Teaching and learning figures for 2017-18 and the regional updates on curriculum and delivery matters were given attention first. While the indicative success rate of 91% for our learners was higher than that of the previous year, it was feasible that the national comparator for the year could also rise: that included all adult community learning providers, including colleges. The drop by 1,500 in our learners over the previous year – which itself had seen a fall from the 2015-16 total – was because there had been fewer outside grants fulfilled during the year compared with contract funded work in previous years (e.g. the Serco project), some of which had only been for 1-day courses and so gave a slightly misleading and inflated figure. It was possible to state that the 2017-18 number of 13,566 learners was in effect a core figure for the organisation as currently constituted. **It was asked that numbers of learners/attainment rates for each of the three operational regions be recorded in future versions of the Report, along with a description from each region of how the organisation's new priorities/Strategic Aims were being implemented there.** Caroline Davies brought up under the South East region the fact that the contract with Rubicon Dance had been lost, as its provision had moved to Cardiff and Vale College on the basis that it was better able to offer progression for its students. This represented a loss of c.10,000 hours of learning for us. Given that it was natural that as a third sector provider some partnerships evolved until they came to a natural end, **members thought it preferable to have challenging as well as heartening news included in the Report on each occasion.**

On that score, it was then reported that the two courses run at Plas Tan y Bwlch in the second half of 2017-18 (Access to HE: Humanities, and Health Care) had experienced poor recruitment for the newly starting academic year. While the deadline for enrolment had been extended, it was possible that neither course would be viable given the low numbers enrolled. The problem could be based on the courses' location, or competition with colleges, and might mean redeploying tutors or even redundancy for them. Two Council members in particular expressed concern about this eventuality, given that our provision in Llŷn and Meirionydd – indeed in rural areas of Gwynedd and Conwy as a whole, south of the A55 – was already well down as shown by the latest geographic profile data; and because of the special sensitivity/strategic nature of this being the former Coleg Harlech course provision. Options for its continuation were briefly discussed – a video-based course, the possibility of cross-subsidising it from other courses' receipts, changing it to a Level 2 course, and the offering of the course in future years through the medium of Welsh. It was claimed that this (as with the Rubicon Dance example) showed that we were no longer a natural Level 3 education provider; and as the Access to HE courses were resource heavy, involving 1.5 full-time equivalent tutors of ours, the economics of putting on the courses in a particular year were different from our majoritarian community courses. It was stated that the reality was that even cross-subsidy would only be feasible if the enrolments reached a figure far closer to a financial break-even point than they currently did.

On the matter of transfer of Coleg y Cymoedd's Adult Basic Education work, which involved taking over responsibility of its learners and 6 staff (some part-time, some full-time), TUPE arrangements would apply to those tutors, all of whom were in the Teachers' Pension Scheme but had more favourable terms and conditions of employment than Addysg Oedolion Cymru | Adult Learning Wales staff had in their contracts. It was acknowledged that this meant that some risks were being assimilated.

Attention then turned to tutor days and their contribution to continuing professional development. Although stipulated in job contracts that it was compulsory for tutors to attend them, there had been no systematic pursuit of those who were absent at such events. The leadership and management programme for all members of the Operational Management Team was almost fully externally funded. On the Open University partnership project, our income from it would be £60,000. It was confirmed that the recently updated Safeguarding policy included a section on child safety, that the organisation's profile on Welsh and bilingual teaching continued to be weak, and that collaboration with Co-operatives and Mutuals Wales continued, with a joint meeting to be held the following weekend.

Focus then moved to two key documents that were on the agenda for approval.

- a) *Draft Strategic Plan for 2018-19 to 2020-21*: this document aimed to encapsulate the key themes that had arisen at the Strategic Planning Day on 13 July 2018, streamlining them into four goals, each with four targeted sub-headings which reflected the priorities agreed on that day. The Chair thought that democratic learning should be highlighted more prominently in the foreword. Dafydd Rhys understood the reason for using the term 'college' in the document and accepted that this had been part of the title of legacy organisations; however, he thought that the fact that we were essentially a community-based body and a movement should be made more prominent in the foreword. David Elis-Williams agreed that the content reflected Plas Tan y Bwlch's conclusions but was disappointed with the Welsh version of the draft and the inconsistent use of terms/language in it, showing that effective proofreading was as important as the translation itself. **The Council approved that a final draft version of the Strategic Plan, incorporating these comments, would be circulated to the Council's officers over the coming 48 hours so as to get a finalised approved form ready** for submission alongside the documents being prepared for the Welsh Government's consultative exercise;

- b) *Draft response to the Welsh Government's consultation on Adult Learning in Wales*: this would be a priority for action and follow-up in the coming few weeks. The comprehensive answers to the 17 questions posed in the exercise had been circulated, as had the 'National Community College Model for Delivery' document. They had been shaped by consulting Jeff Greenidge to assist in their preparation, and had been discussed that morning at the Senior Management Team (SMT) meeting at which the Council's officers had been present. There, the view was that we needed to be bolder and more positive in pushing ourselves forward in them: thus proposals had been made that there should be a summary sheet to cover the submission of the Model, and that the version before the Council (a week old by now) should evolve further in its wording into something less bland, including being re-titled 'A Model for Success'. David Elis-Williams thought it important to state our case that as an independent body we fitted the Welsh Government's procurement rules without there having to be a tender process or seeking an exemption. This meant that, if successful, we should not be ring-fenced and limited by a formula imposed by the Welsh Government beforehand, but should have the ability to judge and earmark spending priorities ourselves for distribution of moneys in a just and equitable way between areas and unitary authorities. Dafydd Rhys referred to Q.16 and the Co-operative movement's feeling that there were possibilities in this to be more positive and finesse the answer with a couple of additional phrases. **The changes as outlined above were all approved by the Council for the submission deadline of 11 September.**

There was also a parallel e-mail advocacy campaign being conducted, and remaining open until Christmas, because of the need for a welter of supportive comments, from which there had already been c.1,500 communications generated - about half of the number for the Welsh Government's PCET consultation earlier in the summer. With the request that all Council members respond individually came a plea that it be circulated on Twitter too, for ease of spreading the message yet further. The Chair added that there was to be a series of meetings with Assembly Members and national bodies as part of the campaign during the autumn: **this overall approach involving members, supporters and the specific meetings convened for advocacy purposes was approved by the Council in turn.**

#### 4. Coleg Harlech site update

David Elis-Williams provided a brief historical exposition of the theatre building's deterioration, and the aim to have an early termination of the lease agreement with Theatr Ardudwy on the basis of bilateral discussions, rather than on past historical commitments. The outcome, following the preference agreed at the Council's July meeting, was achievement of a lower sum than that previously proposed and on which both sides had concurred. The legal documents (Settlement Agreement and Deed of Surrender) were prepared, and now required Council's agreement of the revised sum in order for them to be signed. **The recommendation for approval of early termination of the lease with Theatr Ardudwy in the amount of £48,633 was approved, with the aim of concluding legal matters within the coming weeks.**

Moving to the site's disposal, the Harlech Steering Group concurred with Rowland Jones's proposals (as set out in his attached paper) of dividing the property into different lots – some for sale, some for transfer as a community asset, and some for retention. There was discussion of withholding a 'ransom strip', or inserting a relevant legal clause in the agreement for the main campus site, and the possible ramifications in discussions with the Charity Commission of the need to sell to the highest bidder. The transfer of Pen y Graig to Harlech Community Council (currently leased to it) was discussed, as was retention of the Rock Plateau area to the east of the campus site, following explanation of why no development status had yet been approved for it as part of Cyngor Gwynedd Council's revised Local Development Plan. The garage/workshop on the lower beach road could be sold by auction – it might be

of interest to its current user/occupier. The Astor Fields area to the north of the town, which had no outgoing for us and brought in an annual income of c£3,000 for use of the land was the last lot/parcel discussed.

**The Council agreed the following recommendations from the Harlech Steering Group in terms of the land and buildings comprising the Harlech estate:**

- i) **That the main campus area be prepared for sale as a single lot, with a ‘ransom strip’ withheld from the sale, or a clause inserted in legal documents with the same intention, for retention of a small proportion of the land by Addysg Oedolion Cymru | Adult Learning Wales;**
- ii) **That ownership of Pen y Graig be transferred fully to Harlech Community Council, at the cost of a nominal sum equivalent to the covering of our legal costs for the sale of that plot of land;**
- iii) **That the Rock Plateau be retained as our possession, as its maintenance costs were minimal and there might be future development potential on it;**
- iv) **That the garage/workshop be put up for sale by auction;**
- v) **That the Astor Fields land (approx. 40 acres in all) be retained in full - both that part likely to obtain planning consent for development and that which currently sat outside the development area.**

**On the basis of the above decisions, Cath Hicks would proceed with authorising Tom Parry Estate Agents to draw up sale documents and other details, in liaison with Rowland Jones.**

David Ashman (Senior Health, Safety, Environmental and Estates Officer) was in discussion with local representatives for handing over materials and furniture which would be useful to Harlech-based institutions. There had been two further break-ins, but no claim had been made on our insurance policy because the costs of repair/protection so far committed did not justify it. **The Council re-affirmed its continued commitment to reasonable expenditure to keep the site secure.** On the library, the first part of the agreement with the National Library of Wales had begun to be implemented, relating to distribution of books to the local community. A financial formula was to be offered to the local volunteers who were running the library in the town (no longer under Cyngor Gwynedd Council’s aegis) for their assistance in the sale of books: the principle of having a monetary formula was agreed, with its details to be finalised separately by the Harlech Steering Group. Depending on what transpired it could be feasible to re-invest money which accrued to us from the sales in further collaborative work with the National Library, for example.

## **6. Minutes of the Audit Committee meeting held on 5 July 2018 and Risk Register for August 2018**

Chris Franks as the Committee’s Chair noted the relatively minor issues raised in the Spring 2018 annual internal auditors’ report. On the Risk Register, it was questioned whether it was overly complacent in that no risks remained so serious as to be coloured red after mitigating actions had been taken on them; whether 2.1.2 (Welsh language provision) should be a higher colour risk given the frequency with which it was discussed in various forms; and whether risks 4.1.1 and 4.1.2 (ICT management and planning) could be combined as they covered very similar ground, while at the same time whether the ICT risks generally should be graded higher following the recent submission of a JISC report on IT infrastructure considered by the Resources Committee. The fact that there was ‘No Change’ in any of the 18 risks seemed also to suggest there was insufficient periodical review of the ratings severity in the Register, perhaps because it came to Committees and Council on such a regular basis.

## 7. Minutes of the Learner Experience Committee meeting of 20 July 2018

It was noted that this Committee meeting had been inquorate. On minute 2, Cathy Clark referred to the fact that the introduction of free courses for those on Universal Credit had had knock-on effects for members at the Oakdale and Blackwood branch, with fee contributions for some of its members rising by 17%. It was acknowledged that the application of an all-Wales fee policy meant that it had different implications in differing locales, and its practice would be reviewed during the year; and that there was an echo on this matter back to the answer on Q.14 of the Welsh Government's consultation, about commitments to areas of multiple deprivation.

The Self-Assessment Report for 2016-17 was considered. It was asked whether it was too positive in tone, and not self-reflective and critical enough. While the Welsh Government's Institutional Review of Further Education earlier in 2018 had indeed noted that there needed to be more self-criticism within the sector, this organisation had not specifically been part of that accusation. Given that this Report was already delayed and referred to a period over 12 months previous, and following feedback from the Welsh Government, **approval was given for it to go forward as it was**; the points raised here (and at that morning's SMT meeting) should be included in the 2017-18 version of the Report which would come forward for scrutiny much earlier in the forthcoming annual cycle.

On the 1-page Learner and Geographic Profile for 2017-18, the point noted earlier in minute 3 under the discussion on Plas Tan y Bwlch was reiterated – namely that there seemed to have been a steep decline in courses put on in rural areas in various parts of Wales.

## 8. Minutes of the Resources Committee meeting of 24 July 2018

David Elis-Williams briefly brought the Council's attention to the main points on finance (three-year budget forecasts), IT (infrastructure review) and human resources (job evaluations and appeals panel) that had been covered at the meeting.

## 9. Governance matters – specification for a President, job description for the Chair, and duration of tenure for Council members

The Company Secretary set out the key points on these matters. On the President's role, Cathy Clark questioned whether it was necessary to have an appointment to a further post, feeling there was a degree of duplication between the proposed role and that of Chair and, to an extent, of Chief Executive, while adding to organisational costs. Gayle Hudson, in written comments, had also asked what benefits would be realised from filling such a role. The incumbency of Prof. Teresa Rees as President at WEA South Wales was raised for comparison, where her expertise in the field had been the main asset: perhaps making an appointment for the sake of it was the wrong way around to look at the matter – if somebody fitted the brief perfectly then it would be fine to appoint them, but there was no need to seek someone actively for it. **While the remit and job description for a President were accepted as valid for reference purposes, it was concluded there should be no activation of a process to recruit such an individual, but rather if someone presented her-/himself as suitable then the role could be filled in light of that individual's strengths.**

The Chair's updated job description was considered useful as a re-affirmation of responsibilities. There was some discussion whilst going through the points specified in it, with a self-assessment by the incumbent on how well some of the duties set out were being undertaken. As for the duration of tenure

points, the timetable in early 2019 for those to step down on 31 March 2019 was spelled out. There was a discussion of attendance records at Council and Committee meetings, and **the need to contact certain members about their successive absences was noted.**

#### 10. Feedback on the Council meeting

As the newest member, Stephen Nicholls expressed his view that the objectives of the meeting had been met, that the amount of material enabling detailed background reading was good, while there were perhaps a few too many acronyms used therein than was desirable.

#### 11. Forthcoming Council and other meeting dates confirmed for the diary

- 2018 - Thursday 22 November: Wrexham
- 2019 - Tuesday 29 January: Cardiff
- Monday 4 March: Newtown
- AGM – Saturday 23 March: venue in northern Wales
- Friday 17 May: Ebbw Vale
- Thursday 18 July: Llandudno Junction

#### ACTION POINTS

Reference	Minute name	Action agreed	Action by whom	Action by when
Minute 3	Chief Executive's Report	Numbers of learners/attainment rates for each of the 3 operational regions to be recorded in future versions of the Report, with a description from each region of how the organisation's new priorities/Strategic Aims were being implemented there.  There should be challenging as well as heartening news included in the Report on each occasion.	KR	Nov. 2018
Minute 3a)	Draft Strategic Plan for 2018-19 to 2020-21	The Council approved a final draft version of the Strategic Plan, incorporating the comments made by Council members, to be circulated to the Council's officers over the coming 48 hours so as to get a finalised approved form ready.	KR / JG / SR / TS / Jonathan Goddard	Sept. 2018
Minute 3b)	Draft response to the Welsh Government's consultation on Adult Learning in Wales	Changes as outlined by the Council were all approved, for the submission deadline of 11 September.	KR / Jonathan Goddard	Sept. 2018

		The overall approach involving members, supporters and the specific meetings convened for advocacy purposes were approved by the Council.	KR / JG / DRh / all Council members	Oct. 2018
Minute 4	Coleg Harlech site update	<p>The recommendation for approval of early termination of the lease with Theatr Ardudwy in the amount of £48,633 was approved, with the aim of concluding legal matters within the coming weeks.</p> <p>The Council agreed the following recommendations from the Harlech Steering Group in terms of the land and buildings comprising the Harlech estate:</p> <p>i) That the main campus area be prepared for sale as a single lot, with a ‘ransom strip’ withheld from the sale, or a clause inserted in legal documents with the same intention, for retention of a small proportion of the land by Addysg Oedolion Cymru   Adult Learning Wales;</p> <p>ii) That ownership of Pen y Graig be transferred fully to Harlech Community Council, at the cost of a nominal sum equivalent to the covering of our legal costs for the sale of that plot of land;</p> <p>iii) That the Rock Plateau be retained as our possession, as its maintenance costs were minimal and there might be future development potential on it;</p> <p>iv) That the garage/workshop be put up for sale by auction;</p> <p>v) That the Astor Fields land (approx. 40 acres in all) be retained in full - both that part likely to obtain planning consent for development and that which currently sat outside the development area.</p> <p>Cath Hicks would proceed with authorising Tom Parry Estate Agents to draw up sale documents and other details, in liaison with Rowland Jones.</p>	Variously regarding Harlech: KR / CH / all Harlech Steering Group members	<p>Sept. 2018</p> <p>Sept. 2018</p> <p>Sept. 2018</p>

		The Council re-affirmed its continued commitment to reasonable expenditure to keep the site secure.		Sept. 2018
Minute 7	Self-Assessment Report for 2016-17	Approval was given for it to go forward as it was presented to the Council.	KR / MB	Oct. 2018
Minute 9	Governance matters	The need to contact certain members about their successive absences was noted.	JG / ST	Oct. 2018