

Council Open Business – minutes 1 to 13 inclusive.

1. Attendance and Apologies

Present: David Elis-Williams, Iwan Hywel, Dafydd Rhys; via Cardiff video link - John Graystone (in the Chair), Sonia Reynolds (Vice Chair), Cathy Clark, Gareth Cork, Caroline Davies, Chris Franks, Daryl Leeworthy, Stephen Nicholls, and Tim Palazon (from minute 4 onwards). The meeting was quorate throughout.

In Attendance: Kathryn Robson (Chief Executive), Stephen Thomas (Company Secretary/Clerk), Buddug Wiliam (observer: JCNC representative – to minute 8 only), Siôn Aled Owen (simultaneous interpreter); via Cardiff video link - Iola Llwyd (simultaneous interpreter); Cath Hicks (Head of Learner Services & Resources) and Mark Baines (Head of Curriculum & Performance) - both for minutes 1-5 and 12-13 only.

Apologies: Julie Cook, Salamatu Fada, Jenni Jones-Annetts, Suzanne Samuel, Toni Schiavone (Vice Chair), Guy Wallace Smith.

2. Welcome and Introductory Matters

Video conferencing guidelines were read out by the Chair. Introductions were made all round, and welcomes extended in particular to Buddug Wiliam as the Joint Consultative and Negotiating Committee's (JCNC) staff side observer and to Iola Llwyd in her role of paired interpreter at the Cardiff office venue. The conclusions of recent elections to 4 Council seats, each with three-year terms, were announced; and the Chair wished to express the appreciation and gratitude of the Council for the significant contributions made by David Elis-Williams and Iwan Hywel, for whom this was their last meeting before stepping down as Council members at the end of their terms on 31 March.

3. Coronavirus Covid-19 and its implications

Given the primordial importance of this matter and how it had developed over the previous days, a synopsis was given to the Council of the Organisation's communications on it and policies implemented thus far. As the UK Government's COBRA committee was meeting and was anticipated to announce moving to the 'delay' phase of action later that day, the Council was encouraged to discuss its own standpoint and contingency plans for the Organisation. Decisions taken by various universities on examinations and on cancelling conferences were cited; awarding bodies were expected to show flexibility in their approaches, as was the Welsh Government in terms of core funding should it prove likely that a significant part of educational provision would be adversely disrupted. Grant funding would be a more uncertain matter. Views on holding the Annual General Meeting (AGM) in a fortnight's time would be returned to at the appropriate time, later in the agenda. [See minute 12 – Coronavirus Covid-19 reprise.]

4. Chief Executive's Report, March 2020

Kathryn Robson spoke of positive conclusions from the Gwynedd and Môn partnership's Estyn inspection report, of the report being awaited on the Merthyr Tydfil partnership's equivalent exercise, and of a continuing thematic review of youth work education. It had become clear with these consecutive inspections that there were mixes of strengths and weaknesses within ACL partnerships and provision, and that our national scale influence was often important in maintaining standards. Given that our own delivery had been assessed a couple of times already, it had been excluded through prior agreement at Merthyr Tydfil and would similarly be left out of future ACL partnership inspections.

On learner data, it was agreed that the division of figures so far this academic year split into 'vocational' and 'generic' (not the same as an accredited/non-accredited divide) would accompany the meeting's minutes. That point echoed the Learner Experience Committee's discussion a few weeks earlier on the narrowing of our curriculum base, as diminution in liberal arts offerings reflected Welsh Government funding priorities. The negative impact of this in terms of reduced courses in north-west Wales and rural areas for example was reiterated, and the danger of over-zealously 'following the money' was underlined. It was to counter-balance this in part that the Business Development Manager had been employed: the accompanying Project Tracker document recording new funding approaches was noted - the first time it had been before the Council.

The education provided by branches could help in that breadth too, but the paragraph in the Report explaining why that was not a priority to expand at present (a conclusion endorsed by the Senior Leadership Team) was debated. A range of members spoke up for what existing branches were currently doing, of the alternative types of qualifications that some of their courses led to, and that this was done to a large degree despite lack of support from the Organisation centrally. While the reason for the decision not to resource creation of new branches, specifically in north Wales, was understood it was hoped that should a group of people be in the position of wishing to establish themselves as such then the central Organisation would not block such an initiative. Buddug Wiliam mentioned practical difficulties and lack of experience/guidelines among staff in the north Wales region on how to go about creating and supporting a branch. **It was agreed to establish a task and finish working group on the matter of branch futures, with Cathy Clark, Daryl Leeworthy and Tim Palazon agreeing to be members of it, to report to the July Council meeting on how matters could be shaped on this.**

5. Report of the Resources Committee meeting of 5 March 2020

The Committee's Chair reported that the previous week's meeting had received management accounts for the first 6 months of the financial year and that the situation continued to be stable with nothing adverse to report. There was a forecast surplus for the year, and a continuing strong cash reserves position of approx. £3.5 million. Two personnel-related matters warranted reporting: the potential TUPE implications of taking further steps on the harmonisation of employment of five former Coleg y Cymoedd tutors; and the proposed restructuring relating to the Organisation's Welsh and Bilingual provision and Digital Marketing. Both of these matters could have implications for one-off expenditure in order to make longer-term savings. The Committee had approved taking initial legal steps for the former, while agreeing that more detailed proposals on the latter should come to the Council meeting in May.

The additional paper, ***Utilisation of the Organisation's reserves***, with associated recommendations from the Committee meeting, was then discussed. It was reported that the Resources Committee had approved the spending of £30,000 of its delegated decision-making money pot from the projected 2019-20 surplus on: research on the economic/social impact of adult education (£20,000); and on the creation, or expansion, of a scholarship fund which referenced Coleg Harlech (£10,000). In terms of

recommendations coming to the Council on the use of cash reserves, the first was for £500,000 on paying off part of the Organisation's Local Government Pension Scheme deficit, for which some of the details were still uncertain in terms of timescale but would result in a far better rate of return on investment than was currently being obtained by bank account holdings. That had received Audit Committee's acclamation too earlier in the week. The second was a further £45,000 towards the employment of a person to initiate the establishment of a Tudor Bowen Jones library, and it was confirmed that that same person would have responsibility for assimilating the WEA North Wales archive currently held at Bangor University. **Council members unanimously approved these two uses of the cash reserves held by the Organisation.**

6. Minutes of Open Business at the Council meeting of 27 January 2020 and matters arising

The minutes of the Open Business proceedings of the previous Council meeting held at Cardiff were approved as a correct record.

Four matters in the minutes/action points list were discussed further. On the *Prevent* programme (minute 3), ten Council members had now completed the on-line training module and assessment exercise. It was confirmed that the Education and Training Foundation and Colegau Cymru had been contacted with the relevant feedback from that meeting's *Prevent* discussion. It was reported under minute 4 that the Search Committee had authorised application of the pay settlement to the two Senior Post Holders in the Organisation (Chief Executive and Company Secretary/Clerk). And on minute 5, approval of the Welsh Government's revised funding proposals for 2020/21 had been conveyed and the funding allocations for the year had already been confirmed on that basis. Meanwhile the diversity survey for Council members had not yet been issued, it being an action which had until May to be completed.

7. Review of the Senior Leadership Team and its functioning

The 16 months or so of activity of the Senior Leadership Team (SLT) was considered to have been a success, and the open invitation for all Council members to attend/observe it was underlined. **With changes to its Terms of Reference to reflect the recent decision to hold it less frequently, and to add the phrase 'in no way takes away from the authority of the Council' therein, the Council was content to approve the SLT's continued functioning.**

8. Proposal to nominate an Honorary President – Nia Parry

Nia Parry had expressed her happiness at being approached for this role. When asked if she was a correct fit for the Organisation given her principal reputation as a Welsh for Adults champion, Kathryn Robson underlined that the intention was for her high profile in that field to be utilised for our broader adult educational remit. **The Council approved Nia Parry's nomination, to go before the AGM for endorsement.** It was intended that she would be available for the June conference and for the National Eisteddfod.

9. Risk Register for March 2020

This document had been scrutinised by the Audit Committee earlier in the week. It had felt there was nothing of concern to bring to the Council's attention, given that the changes suggested by the Council at its January meeting had been assimilated in this version - one risk on Welsh Language Standards

attained and consequently withdrawn; one new risk added, on the Tudor Bowen Jones endowment; and a further risk on Welsh language educational provision showing an increased net rating. Developments over the fortnight since the Register was drawn up meant that **the Council agreed that coronavirus should be added as a new and high level risk.**

10. Report of the Learner Experience Committee meeting of 27 February 2020

The Committee's Chair mentioned three points covered at the meeting. The 2018-19 Self-Assessment Report (SAR) had been discussed at length, with many suggestions on drafting changes and improvements made by the Committee. This was the first SAR reporting under the new Estyn inspection framework of 5 fields/areas. The Committee also approved final, official versions of the Organisation's Universal Learning Provision and Additional Learning Provision, required as part of the Additional Learning Needs legislation. These would be made publicly available, and easy-read versions of them created too. Finally, on the Prevent duty, applying its expectations to our Branches was acknowledged as being demanding but necessary; and it was understood that the tone of our own resources being prepared needed to be quite distant from the 'British values' base of the original Home Office material for them to be acceptable to our tutors, and for them to shore up our traditionally good tutor-learner relationships.

11. Report of the Audit Committee meeting of 9 March 2020

The Chair of Audit highlighted that this had been a broadly reassuring meeting with all matters presented being largely under control. Only two of the previous year's internal audit recommendations remained to be achieved, the internal auditors' annual general survey of issues that caused concern showed that we were in tune with similar educational bodies and other sectors, and in terms of use of reserve funds there had been Committee support for the pension pay-off option (minute 5 above).

12. Annual General Meeting (AGM) preparations

[Please note that this paragraph is superseded in some respects by the third paragraph in this minute, which considers the impact of coronavirus on the staging of the AGM.] The programme for the day was agreed, subject to inserting the approval of Nia Parry's nomination to be Hon. President of the Organisation (minute 8 above) as a resolution. Turning to the resolutions previously presented for debate, the one on Social Prescribing was endorsing what was already being done by the organisation: the Council supported it and Kathryn Robson would speak to it. The second resolution on disabled access to toilets and on dyslexia had originated from two learner forums which had felt empowered that the NE Wales Regional Forum gave them a means of expressing their views. It was agreed that no Council stance should be taken on that one. There was much discussion over resolution 3 on the co-operative education and university theme, with differences of opinion on how supportive the Council could and should be. It was concluded that Gareth Cork would read a pre-prepared statement on it for the Council and that the Clerk would speak to the proposer on its implications, seeking to clarify certain aspects of it in the lead-up to the AGM. Resolution 4 on a Regional Forum boundary change was supported by the Council. As for the Emergency Resolution on the South West and Mid Wales Regional Manager position, there was debate on whether this was an issue that was justified in going before the AGM, as it involved staffing matters and a particular post. **The Council concluded that it should not be included on the AGM agenda and the proposer and seconder should instead receive a written response, drawn up by the Senior Leadership Team to it and transmitted by the Clerk.**

As for the constitutional amendments papers (Articles of Association and Standing Orders), the one discussion centred on Standing Order clause 22 and the terminology for trying to ensure that in future a tutor took one of the two seats available to staff members on the Council. There was discussion of whether there needed to be re-phrasing to make it more equitable to tutors and of ways of inducting tutors to observe/participate at Council meetings without necessarily being governors. In a vote there were 7 In Favour and 5 Abstentions for the deletion of the second sentence of the proposed re-drafted clause. In the view of the Chair unanimous support was needed to make such a change, so the clause was retained as previously worded. **The Council therefore approved the other (non-Emergency) resolutions for AGM consideration; and the two constitutional documents in their presented form to go before the AGM for endorsement.**

[Coronavirus Covid-19 reprise: there had been no further public statement from the COBRA meeting thus far. **The Council decided to call off the AGM as a physical gathering programmed for 26 March at Canolfan Soar in Merthyr Tydfil, and to utilise instead a virtual format of voting/congregating to cover those parts of the agenda that were necessary to be dealt with constitutionally/legally. The Senior Leadership Team was delegated the authority to decide precisely what on-line/video/web-based form that should take and with the Clerk's input what were the essential, as distinct from the desirable, ingredients to it.** There might be Charity Commission/Companies House advice that could assist on that, as there would be numerous other organisations in a similar situation.]

13. Council and other related meeting dates for 2020 (in diaries now, but to be re-considered and re-confirmed at a future date):

- AGM – Thursday 26 March: no longer at Canolfan Soar, Merthyr Tydfil, but in some virtual form
- Wednesday 20 May: Cardiff / Bangor
- Awards Event and Conference – Thursday 25 June: Llanhilleth Miners' Institute or in some virtual form
- Thursday 23 July: Bangor / Cardiff

ACTION POINTS

Reference	Minute name	Action agreed	Action by whom	Action by when
Minute 4	Chief Executive's Report, March 2020	It was agreed to establish a task and finish working group on the matter of branch futures, with Cathy Clark, Daryl Leeworthy and Tim Palazon agreeing to be members of it, to report to the July Council meeting on how matters could be shaped.	KR / CH	July 2020
Minute 5	Report of the Resources Committee meeting of 5 March 2020	Council members unanimously approved two uses of the cash reserves held by the Organisation: £500,000 towards paying off the deficit in the Local Government Pension Scheme; and £45,000 towards the employment of a person to initiate the establishment of a Tudor Bowen Jones library.	KR / MB	May 2020

Minute 7	Review of the Senior Leadership Team and its functioning	With changes to its Terms of Reference to reflect the recent decision to hold it less frequently, and to add the phrase 'in no way takes away from the authority of the Council' therein, the Council was content to approve the SLT's continued functioning.	KR / ST	May 2020
Minute 8	Proposal to nominate an Honorary President – Nia Parry	The Council approved Nia Parry's nomination, to go before the AGM for endorsement.	KR / ST	March 2020
Minute 9	Risk Register for March 2020	The Council agreed that coronavirus should be added as a new and high level risk.	KR / MB	March 2020
Minute 12	Annual General Meeting preparations	<p>The Council concluded that the Emergency Resolution should not be included on the AGM agenda and the proposer and seconder should instead receive a written response drawn up by the Senior Leadership Team to it, transmitted by the Clerk.</p> <p>The Council approved the other resolutions for AGM consideration, and the two constitutional documents in their presented form to go before the AGM for endorsement.</p> <p>The Council decided to call off the AGM as a physical gathering programmed for 26 March at Canolfan Soar in Merthyr Tydfil, and to utilise instead a virtual format of voting/congregating to cover those parts of the agenda that were necessary to be dealt with constitutionally/legally. The Senior Leadership Team was delegated the authority to decide precisely what on-line/video/web-based form that should take and with the Clerk's input what were the essential, as distinct from the desirable, ingredients to it.</p>	<p>KR / ST</p> <p>ST / Jonathan Goddard</p> <p>SLT / ST / Jonathan Goddard</p>	<p>March 2020</p> <p>March 2020</p> <p>March 2020</p>