

COUNCIL MINUTES: Open Business

12.30 p.m., Monday 26 September 2022

Held at 9 Coopers Yard, Curran Road, Cardiff CF10 5NB and multiple other locations, via Zoom software

Council Open Business – minutes 1 to 10 inclusive.

1. Attendance and Apologies

Present: John Graystone (Chair), Sonia Reynolds (vice Chair), Jan Tiley, Tim Palazon, Stephen Nicholls, Jenni Jones-Annetts, Victory Ezeofor, Marion Burke, Sam Emmett, Salamatu Fada, Cathy Clark, Judith Evans, Siôn Aled Owen; Nicole Kinnaird (to minute 3 only), Chris Franks (to minute 4), Dona Lewis (to minute 5). The meeting was quorate throughout.

In Attendance: Kathryn Robson (Chief Executive), Cath Hicks (Head of Learner Services & Resources), Mark Baines (Head of Curriculum & Performance); Stephen Thomas (Company Secretary/Clerk); Steffan William (interpreter - simultaneous translation).

Apologies: Caroline Davies.

2. Minutes of Open Business at the Council meeting of 4 July 2022 and matters arising

The minutes of the Open Business proceedings of the previous (hybrid) Council meeting, held via Zoom, were approved as a correct record. The three action points listed there had been followed up - including minute 11 (timetable of meetings), where the three revised dates were now:

- Tuesday 17 January 2023 (Council meeting);
- Wednesday 22 February 2023 (Annual General Meeting);
- Thursday 30 March 2023 (Council meeting).

Nicole Kinnaird was able to join proceedings briefly at the outset before a tutoring commitment, and was welcomed to her first Council meeting.

3. Minutes of the Audit Committee meeting held on 28 July 2022

Chris Franks as the Committee's Chair spoke of the broadly positive nature of the internal audit reports studied at that meeting, and other Committee members confirmed that key controls at the Organisation seemed to be implemented well. The Council noted the minutes.

4. Chief Executive's Report, September 2022

This took the form of a visual presentation on this occasion, with commentary on its component parts split between the three Senior Management Team members. Kathryn Robson spoke of the fact that the chair and vice-chair appointments for the new Tertiary Education and Research Commission were

currently being advertised. The Organisation had a seat on the steering group of the Review of Adult Education: Programme of National Co-ordination for Wales, which was a positive position to be in. Regarding Taith (international learning exchange programme), the Organisation jointly facilitated the programme for adult students with the Learning and Work Institute Wales; yet both bodies had failed in their own initial bids for funding, and a Council member's suggestion that full understanding of why that was the case was needed, before another application was submitted, received agreement. The Organisation had won an award for its stall at the National Eisteddfod in Tregaron and had successfully used the event to recruit both learners and tutors. **The Council asked for the number of tutors/potential tutors that had arisen from it, and suggested that for the 2023 Eisteddfod there be a recruitment target set for them.** The Citizens' Curriculum in Wales was being mentioned in various fora, and it was agreed that **the Council should receive a written synopsis on it, for its information.**

There was discussion of the poor follow-up by the Welsh Government on the Race Equality Action Plan: An Anti-Racist Wales initiative. On climate matters, the anticipated report from Cynnal Cymru on an environmental and sustainability strategy for the Organisation would come to the November Council meeting: **it was proposed that the Organisation sign up to membership of the Climate Cymru network in any case.** An on-line event on that theme run by the Cardiff Capital Region was being attended by Siôn Aled Owen. The marketing consultancy would report next to the November Council meeting, too.

80% of provision was now back to being face-to-face, but while ESOL was strong on that count there was lower take-up for essential skills courses. The Multiply Fund was causing some problems as unitary authorities in Wales had differing approaches on it, but there was good news on the AMIF (Asylum, Migration and Integration Fund) project in that the Organisation had been invited to apply for funding on it for the 2023 calendar year. Also, a trend towards offering longer courses meant that the overall total of learners would continue to fall, as shorter courses (sometimes of only a day's, or half a day's, duration) were now less common in the curriculum, meaning a fall in the throughput of students but not necessarily in the total number of educational hours provided. There was some discussion on the learner outcomes and feedback pages and then on the finances page, with alternative investment of £1.5 million held in cash to be discussed at the next Resources Committee meeting. It was confirmed that the search for a potential new office/ teaching building continued, and was not limited to Newport.

The response to the cost of living page was discussed in greatest detail, with confirmation that the Welsh Government had committed to making a 5% contribution towards the 2022-23 staff cost of living increases. The added days off in late December proposed for all staff were noted. On health and well-being for learners the TOTUM card was on offer (with good discounts at certain retailers) and a range of extended criteria for Financial Contingency Fund support, counselling and coffee morning sessions being organised for them. On the proposal to offer staff an interest free loan, while the Council agreed with the principle of it there needed to be scrutiny of its detail, so **it was agreed that that its mechanics be put before Resources Committee by e-mail, prior to coming for ultimate approval by the Council as a whole.** It was confirmed that it did not contravene Welsh Government or HMRC guidelines.

5. Management Accounts for 1-31 August 2022

The figures in this financial report covered the first month of the financial year only. The narrative set out areas in which cost of living challenges were affecting plans: many of the key matters were discussed in the previous minute. It was confirmed that suspension of the 15-mile deduction per journey for tutors on their travelling expenses was a temporary measure for Term 1 only, at a cost of some £20,000.

6. Minutes of the Learner Experience Committee meeting of 24 June 2022

Salamatu Fada (Committee vice Chair) covered the main points discussed. She asked, in relation to minutes 8 and 9, that the Committee at its next meeting receive comparative figures on the number of learner complaints and safeguarding cases received by the Organisation over the past three academic years. JISC on-line library resources information would be provided to that same Committee meeting, and the potential use of apprentices for a range of internal opportunities was again raised.

7. Risk Register for September 2022

There had been a broad updating of notes and refreshing of comments since the July version of the Register, following suggestions from the Council, Audit Committee and internal auditor TIAA's report on risk management mitigation. The continuing engagement with Welsh Government representatives and with politicians at a national level was commended. On point 2.1.3 (the introduction of Course Mentors to improve use of the Moodle system) it was clarified that such mentors could vary between being tutors, Curriculum Development Co-ordinators, or members of the Digital Team - depending on the most appropriate type of support.

8. Proposed amendments to constitution regarding Council member terms of office

The options available constitutionally to prolong the terms of Council members (as agreed in principle at the July Council meeting) were explained by Stephen Thomas. The change in wording in Standing Order 21 seemed to some to offer greater flexibility than the change in stipulation in Article 10.4 of the Articles of Association. All Council members who spoke were however in favour of implementing one or other of the changes that would allow longer lengths of service, and ultimately **a majority favoured the Standing Order change, that would enable the Council to prolong periods of service by two years (making a maximum of eight consecutive years in all).**

There was also discussion of current mechanisms of obtaining new Council members and committee co-optees (often in recent years through pursuing particular individuals); and some disagreement over reducing the break in continuity of service on the Council to one year only from its current two (Article 10.8). Ultimately, **a majority was in favour of that reduction to one year.**

It was important for transparent (and in certain cases, democratic) processes to continue and to be seen to be undertaken amongst these changes in Marion Burke's opinion, so such amendments needed to be brought in openly. The criteria on which current, or future, Council members should or should not be offered an extension to their terms needed to be spelled out in advance so that agreed and objective measures were used, rather than potentially subjective ones. **The Clerk was asked to draft measures for that purpose for the November Council meeting,** with the aim of ensuring that there was fairness and internal logic to the processes as they would be proposed to the 2023 AGM. The diversity categories, skills matrix and attendance record of Council members all provided potential bases for such objectivity.

9. Self-assessment of meeting's proceedings by Council members

The visual presentation of the Chief Executive's report was considered a good development: it had stimulated a more natural discussion and sets of Q and A, since it had been easier to interject at appropriate times as pages/themes changed than when responding to a single, paper report.

10. Council and other meeting dates for 2022-23 (as revised)

- Wednesday 30 November 2022
- Tuesday 17 January 2023
- Wednesday 22 February 2023 (Annual General Meeting – yet to be confirmed if in physical, virtual or hybrid form)
- Thursday 30 March 2023
- Tuesday 16 May 2023 (Strategic Planning Day)
- Thursday 6 July 2023

ACTION POINTS

Reference	Minute name	Action agreed	Action by whom	Action by when
Minute 4	Chief Executive's Report, September 2022	The Council asked for the number of tutors/potential tutors that had arisen from the Eisteddfod presence, and suggested that for the 2023 event there be a recruitment target set for them.	CH	November 2022
		The Council should receive a written synopsis of the Citizens' Curriculum in Wales, for its information.	KR	November 2022
		The Organisation should sign up to membership of the Climate Cymru network.	KR / CH	November 2022
		It was agreed that the mechanics of the interest-free loan scheme for staff be put before Resources Committee by e-mail, prior to coming for ultimate approval by the Council as a whole.	MB / ST	October 2022
Minute 8	Proposed amendments to constitution regarding Council member terms of office	The Clerk was asked to draft agreed and objective measures for the purpose of potential extension of Council members' terms of office for the November Council meeting.	ST	November 2022