

Council Open Business – minutes 1 to 15 inclusive.

Part of minute 8 is recorded separately under Confidential Business.

1. Attendance and Apologies

Present: John Graystone (in the Chair - other than for part of minute 3), Chris Franks, June Jeremy, Guy Wallace Smith, Heather Willbourn, Sonia Reynolds (Vice Chair - absent for part of minute 3), Cathy Clark, Caroline Davies, Toni Schiavone (Vice Chair - absent for part of minute 3), 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), Stephen Thomas (Company Secretary and Clerk), Jan Tiley (Unite the union representative – other than minute 6); Steffan Wiliam & Catrin Parri (simultaneous interpreters – shared responsibility).

Apologies: Julie Cook, David Elis-Williams, Gayle Hudson, Gerry Jenson.

2. Introductory Matters and Updates for the Record

Jan Tiley was presented to the gathering, and brief introductions were made all around the table. It was announced that Kaitlin Crisp and Marjorie Williams had stepped down from their roles as Council members since the previous meeting, and that elections for two learner governors in their places would be held. That morning, the Chair and two Vice Chairs had undertaken an end of probationary 6-month period review meeting with Kathryn Robson, and the Chair was pleased to announce that Kathryn had passed her probationary period.

3. Election of Chair and Vice Chairs

John Graystone, the only nominee for the role of Chair, left the room and Stephen Thomas took over chairing duties for that election. He confirmed that the role was annually renewable, and that while other possible nominations had been mentioned none had been confirmed to him by the closing date. There being no comments, **the sole nominee was unanimously approved. John Graystone** returned to chair the rest of the meeting, while thanking Council members for their continued support.

The 2 nominations for the two Vice Chair roles were the incumbents, Sonia Reynolds and Toni Schiavone, and they left the room for this matter. The Clerk confirmed that they had been duly nominated, at differing times by different people, and that their positions would also be for one year apiece. **They were unanimously approved to the shared role**, and re-joined the meeting to the sound of congratulation.

4. Procedural matters relating to Council membership, the Presidency, and Council meetings

Renewed declaration (conflict of interest) forms for Council members had been circulated with the papers, and some members took advantage of the meeting to complete them and hand them over. On the matter of division of Council members' terms of office (some to end in March 2019 and others in March 2020), the Clerk explained that three current members' terms needed confirmation. He proposed that all three terms should end in March 2020, given that in two cases these members had started their periods of office later than March 2017 and that there had already been some turnover in Council membership during its first year of operation. There was discussion on issues of fairness and constitutional interpretation. Caroline Davies did not feel that two years' service to March 2019 was enough to give her adequate time to be fully enough informed on all organisational matters, in particular as she was now vice chair of a Committee; and she thought that it was more challenging to seek a further term for an elected governor than it was for appointed governors (though it was confirmed that appointed governors needed to undergo another application/interview process as well, if seeking a further term). **It was agreed that the Clerk would look again at the matter from a constitutional perspective. In the meantime the proposal was approved, with 9 votes in favour and 1 abstention, for Julie Cook, Iwan Hywel and Guy Wallace Smith remaining in position until the end of March 2020.**

The constitutional option of creating an honorary president and vice-presidents (up to 5) was discussed – an option not utilised since Prof. Teresa Rees had held the President's position at WEA South Wales more than four years earlier. **It was agreed there should be a written remit/work plan and a job description prepared for the post;** and that it should not be entrusted to a current Council member nor an active politician - though it should be a person with influence to advocate on our behalf, s/he should ideally not be party political. **It was agreed that the matter should be raised with our wider membership, with requests for suggested names,** and that there might need to be a form of membership endorsement behind the appointment. **It was agreed that the officers and the Clerk return to the July Council meeting with more advanced proposals on the matter.** There was no discussion on the creation of vice-presidents.

Following discussion about a possible reduction in the number of Council meetings for the 2018-19 academic year, **it was agreed that the status quo should remain and that there be 6 of them, timetabled in a pattern of two-monthly meetings.**

5. Feedback and matters arising from the AGM in Neath on 14 April 2018

Those present at the Neath AGM pronounced it a successful event overall, on various levels. The Chair nevertheless raised a couple of points on which he requested other Council members' views. The first was on whether the Council should consider establishing a right for itself to disallow motions which it deemed to be too operational in nature: there was no reaction on this matter. Discussion was however had on the issue of proxy voting, with various arguments given both for and against it. These ranged over providing greater participation levels by members; the advantages of being present to hear arguments expressed during debates on motions; the pros and cons of anonymous, electronic voting at AGMs (not introduced at Neath - though the technology existed within the organisation); the difficulty of voting in public on certain issues by staff who felt the anonymity of proxy voting was therefore preferable; and the constitutional acceptability and increasing practical feasibility of extending access to AGMs for members through on-line/video technology.

There were no conclusive points made about the need to change the current Articles and Standing Orders on these matters. However, there was general support for June Jeremy's suggestion that the proposers (and opposers?) of motions be given opportunities to set out their arguments on-line/on our web-site prior to an AGM, and that all members be referred to that prior to being encouraged to attend or to vote by proxy; and for consideration of Caroline Davies's point - that the period of the year at which

the AGM was held should be brought forward, so that it did not coincide with Easter holidays, thus potentially increasing attendance in person. (It was noted that the fact that AGM motions were discussed at the Spring round of Regional Forums meant that issues raised by them were aired among a significantly greater number than merely those present on the day.)

6. Minutes of the Confidential Business at the Council meeting of 23 March 2018 and matters arising not otherwise on the agenda

The Confidential Business minutes of the 23 March 2018 meeting held at Bangor were approved as a correct record. The one matter arising related to the proposal that consideration be given to formalising within the constitution the means by which urgent matters were dealt with by the Council, outside and between its meetings. The Clerk circulated a paper containing the key clauses from the Articles of Association which covered this and related matters at present. Two points of principle were strongly reiterated by those present: that the full Council should be the decision-making body whenever it was possible; and that further reference to the officers (the Chair and Vice Chairs) in a formal, written sense held the danger of giving the perception of an 'executive board' being created, which should be avoided at all costs. **It was therefore agreed that the flexibility afforded by the current constitutional wording, which allowed for the officers to be invested with authority when exceptional circumstances required it but also enabled other groups of Council members to have similar delegated powers, should remain.**

7. Minutes of the Open Business at the Council meeting of 23 March 2018 and matters arising not otherwise on the agenda

The minutes of Open Business from the Bangor meeting on 23 March 2018 were approved as a correct record. Two matters arising/Action Points were raised. The Campaign, Membership and Communication Group would report on its proposals to the July Council meeting (minute 4). And the first news **Bwletin** as part of the two-monthly commitment on reporting Council-related issues (minute 14) had appeared under the joint imprimatur of the Chief Executive and the Chair.

8. Chief Executive's Round-up Report for May 2018 (part)

Kathryn Robson apologised for the lack of a written report on this occasion, because of rapid developments recently over the Harlech site. A set of photos taken the previous week, showing the rapidly deteriorating state inside the Wern Fawr building, was tabled for Council members' information. On security aspects, lead drainpipes had been stolen (the remaining ones had since been boxed in) and security grilles had been put on all the ground floor entrances and windows to attempt to secure the building from further intrusion. A covering membrane had been put on certain flat roofs to defend them from greater water ingress, but as the pictorial record and a recent health and safety review demonstrated there was a significant and growing problem of maintaining Wern Fawr in an acceptable state as an empty building. Yet there were considerations of balance required between cost outlays and the organisation's maintenance responsibilities: discussion with CADW had shown it was willing to be reasonable in its expectations of efforts expended. In another development, the Royal Commission on the Ancient and Historical Monuments of Wales was due to make a record of Wern Fawr and the theatre building over the coming weeks, using drone technology. The important Robert Baker murals should receive particular attention in all maintenance schedules.

However, overall it was the library and its collection which had the greatest priority for protection by Addysg Oedolion Cymru | Adult Learning Wales. On this, two papers were tabled – one from the National

Library of Wales's National Librarian, the other a lawyer's letter concerning the position relating to the Tudor Gwesyn Bowen-Jones legacy endowment. The offer of collaboration from the National Library was welcomed, as it would transfer responsibility for the most important parts of the collection and the creation of a 'corporate archive' to it. It was felt that the project cost of £50,000, mentioned as our contribution to the National Library's involvement, should not come from the endowment (it fell outside its stipulations) and was thought to be correct as a 'moral contribution' on our part to the cataloguing, the controlled dispersal, sale and redistribution/retention of the library collection - furniture as well as reading materials. Money from the potential sale of the site might also be considered towards that cost.

Theatr Ardudwy would have taken all its property off the site by the first week in June. The Council had already agreed in principle to early surrender of the lease with it, and a surveyor was now being employed to agree a valuation fee for that specific aspect, with the possibility of an ex gratia payment being made on top of that should the Harlech Steering Group make such a recommendation.

The Council agreed the following in terms of the Harlech properties and land as a whole:

- i) **That a surveyor be appointed to commence the pre-disposal processes and to obtain valuations in accordance with Charity Commission regulations;**
- ii) **That delegated authority be given to the Harlech Steering Group and to the Council's officers to commence negotiations on the sale of the properties, this to include the feasibility of including reference to local labour/tradespeople in any agreed deal;**
- iii) **That advice be sought on how best to deal with the land at Astor Fields, in terms of both its potential building development and agricultural aspects, and archaeological interest; this on the understanding at this stage that that might entail wholly, or partly, including or excluding it in any agreement reached on the other, main town land and property site;**
- iv) **That essential maintenance works and security measures to safeguard the buildings be continued, with authority for any additional expenditure on those items being delegated to the Harlech Steering Group and Resources Committee - whilst reluctantly accepting that further deterioration was likely in the buildings' structures;**
- v) **That negotiations for early termination of the lease with Theatr Ardudwy be concluded as soon as was practicable, with the broad parameters as set out in the minute above and minutes of previous Council meetings;**
- vi) **That the Harlech Steering Group and Resources Committee together in the coming weeks monitor and report back on progress and publish updates to all Council members as matters evolved. Any final offer recommended for acceptance by them and the Council's officers would need to be presented to a full meeting of the Council.**

The Council further agreed the following specifically in relation to the library and its contents:

- i) **That the proposals put forward by the National Librarian of the National Library of Wales be pursued, including a commitment of £50,000 of project money by Addysg Oedolion Cymru | Adult Learning Wales from an appropriate source of funding;**
- ii) **That relevant parts of the library be re-located in the name of Tudor Gwesyn Bowen-Jones in one or more of Addysg Oedolion Cymru | Adult Learning Wales's facilities, in the vicinity of Harlech and elsewhere, in a manner which continued to fulfil the terms of his will and endowment.**

On other organisational matters, Kathryn Robson reported that the PCET (post-compulsory education and training) proposals from the Welsh Government were out for technical consultation at present, and colleagues were preparing a draft for comment by the Campaign, Membership and Communication Group in particular. This would complement the collective response by ColegauCymru. The fear remained

that adult community learning was too small a part of the bigger picture being consulted upon to be given much heed in the consultation. There were a number of specific new funding streams that had been opened by the Welsh Government – the Skills Development Fund, the Higher and Further Education Fund, and Working Wales work-related contracts through skills partnerships – which had short lead times for application and on which we were collaborating with partners. There were also new developments with Co-operative Group stores relating to training of their staff. When asked if recent change and perceived turmoil within Addysg Oedolion Cymru | Adult Learning Wales might count against us in the preparation and likely success of such bids, the answer was that this was potentially the view held by some unitary authority partners. Kathryn Robson concluded by mentioning our success in the Inspire! Awards, to be presented on the evening of 6 June in Cardiff under the auspices of the Learning and Work Institute, where our work with Rhyl Football Club in the Community would be rewarded and at which she hoped some Council members would be present.

9. Staffing Update, May 2018

Cath Hicks spoke to the paper which outlined where matters stood in terms of recent senior appointments, including that of Michelle Kerswell to the role of Curriculum and Welsh Medium Provision Manager. With the internal transfer of Jayne Ireland to the South East and Central Regional Manager post, three vacant roles were being advertised internally in the first instance, later in the week – Regional Manager in North Wales; in Mid and South West Wales; and Quality Manager.

In discussion on improvements in morale after the 2017 staff reorganisation, Jan Tiley confirmed from the trade union's perspective that forward steps had been taken. In answer to a question, it was stated that the National Delivery Manager remained absent from work and was still receiving occupational health support.

10. Risk Register - May 2018

The Chair wondered whether, at 18, there were too many risks now covered in the Register. Chris Franks as Chair of Audit Committee said that it represented a fair reflection of that Committee's views on our situation: recent increases in the number of risks cited had indeed been at the behest of the Council and Audit Committee. A suggestion was made that some consolidation of risks be undertaken, and that consideration be given to dropping some or all of the 7 risks which, after the mitigating controls, were categorised as green (low net) risks on the Register.

11. Minutes of the Resources Committee meeting held on 15 March 2018

Two points were made relating to these minutes. The Welsh Language Delivery Tutor vacancy (minute 2) would be given priority attention by Michelle Kerswell in her new post; and on job evaluation (minute 3) there were likely to be some redefinitions of the boundaries between roles, to reflect the finalised structure after staff reorganisation.

12. Management accounts for the 9 months to the end of April 2018

The accounts and financial position three-quarters of the way through the financial year were noted by the Council. It was acknowledged that further Harlech-site related costs would be incurred over and

above the budgeted amounts during the coming months (on security and structural matters, legal and surveying fees).

13. Minutes of the Learner Experience Committee meeting of 23 March 2018

In relation to minute 8 and the impact of Universal Credit, Sonia Reynolds stated that she was aware of the problems created by its introduction in her locale. Mark Baines said that in response to such difficulties the decision had been taken to remove barriers to learning with us to all those receiving Universal Credit in the next academic year – i.e. those receiving Universal Credit would be entitled to study for free.

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

There being no comments from Council members, Jan Tiley said that her impression as a first-time observer was that the format had been a healthily open one, with each person given opportunities to express their views.

15. Forthcoming date confirmed for the diary

Friday 13 July: Plas Tan y Bwlch, Maentwrog (Strategic Planning Day plus Council meeting)

ACTION POINTS

Reference	Minute name	Action agreed	Action by whom	Action by when
Minute 4	Procedural matters relating to Council membership, the Presidency, and Council meetings	The Clerk would look again at the matter of Council members' terms from a constitutional perspective.	ST	Sept. 2018
		It was agreed there should be a written remit/work plan and a job description prepared for the role of President. The matter should be raised with our wider membership, with requests for suggested names, and the officers and the Clerk should return to the July Council meeting with more advanced proposals on the matter.	ST / JG / TS / SR	July 2018
		There should be 6 Council meetings in 2018-19, timetabled in a pattern of two-monthly meetings.	CH / Jonathan Goddard	July 2018
			ST / JG	July 2018

Minute 8	Chief Executive's round-up report for May 2018: Harlech site	A surveyor should be appointed to commence the pre-disposal processes at the Harlech sites and to obtain valuations in accordance with Charity Commission regulations.	Variously regarding Harlech: KR / MB / Harlech Steering Group / JG / TS / SR / Resources Committee	May 2018
		Delegated authority was given to the Harlech Steering Group and to the Council's officers to commence negotiations on the sale of the properties, this to include the feasibility of including reference to local labour/tradespeople in any agreed deal.		May 2018
		Advice should be sought on how best to deal with the land at Astor Fields, in terms of both its potential building development and agricultural aspects, and archaeological interest; this on the understanding at this stage that that might entail wholly, or partly, including or excluding it in any agreement reached on the other, main town land and property site.		May 2018
		Essential maintenance works and security measures to safeguard Harlech's buildings be continued, with authority for any additional expenditure on those items being delegated to the Harlech Steering Group and Resources Committee.		May 2018
		Negotiations for early termination of the lease with Theatr Ardudwy be concluded as soon as practicable, with the broad parameters as set out in the minute above and minutes of previous Council meetings.		June 2018
		That the Harlech Steering Group and Resources Committee together in coming weeks monitor and report back on progress and publish updates to all Council members as matters evolved. Any final offer recommended for acceptance by them and the Council's officers would need to be presented to a full meeting of the Council before		June 2018

		<p>being acted upon.</p> <p>That the proposals put forward by the National Librarian of the National Library of Wales be pursued, including a commitment of £50,000 of project money by Addysg Oedolion Cymru Adult Learning Wales from an appropriate source of funding.</p> <p>That relevant parts of the library be re-located in the name of Tudor Gwesyn Bowen-Jones in one or more of Addysg Oedolion Cymru Adult Learning Wales's facilities, in the vicinity of Harlech and elsewhere, in a manner which continued to fulfil the terms of his will and endowment.</p>		<p>June 2018</p> <p>June 2018</p>
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