

**Coleg Cymraeg Cenedlaethol Board of Directors**

**Wednesday, 22 November 2017**

**9.30 - 12.10**

**Y Llwyfan, Carmarthen**

**Present:**

**Directors:**

Dr Haydn E Edwards (Chair)  
William Callaway, Higher Education Sector Director  
Professor Iwan Davies, Higher Education Sector Director  
Professor Jerry Hunter, Higher Education Sector Director  
Gwilym Dyfri Jones, Higher Education Sector Director  
Dr Hefin Jones, Director representing academic staff / Coleg Dean  
Dr Gwyn Lewis, Independent Director  
Dr Rhodri Llwyd Morgan, Higher Education Sector Director  
Ieuan Wyn, Independent Director  
Linda Wyn, Independent Director (Vice-Chair)

**Observers:**

Dr Cliona O'Neill, Higher Education Funding Council for Wales (HEFCW)  
Savanna Jones, Higher Education Funding Council for Wales (HEFCW)

**Officers:**

Dr Ioan Matthews, Chief Executive  
Dr Dylan Phillips, Senior Academic Manager  
Catherine Rees, Secretary  
Dr Gwennan Schiavone, Senior Academic Manager  
Dr Dafydd Trystan, Registrar  
Nia Brown, Development Officer: Secretariat

**Apologies:**

Ellen Jones, Director representing students  
Professor Hywel Thomas, Higher Education Sector Director

Item	Main points of discussion	Action	Timescale
1. Welcome and introductions	1.1 The Chair welcomed members to the meeting. 1.2 Apologies were received for inclusion in the minutes.		
2. Declarations of interest	2.1 Members were reminded of the procedure by which they are asked to note on the attendance signature sheet any declarations of interest additional to those already noted in the Register of Interests.  2.2 Gwilym Dyfri Jones declared an interest in Item 7 – Chief Executive's Report, as he is employed by an organisation that is submitting an application to act as a centre for teacher education.		
3. To receive and consider the minutes of the meetings of 21 June and 19 September 2017	3.1 The minutes were accepted as an accurate record of the meetings held on 21 June and 19 September 2017.		
4. Matters arising	<b>21 June 2017 minutes</b>  4.1 <u>Item 10.2 – Barclays Bank</u> It was reported that Barclays Bank had promised to provide a more comprehensive Welsh language service, including directors' forms, by the end of May 2018.		
5. Governance matters (Item 5)	<b>Appointment of Directors</b>		

<p><b>Appendix A</b></p> <p><b>Appendix B</b></p> <p><b>Appendices C and Ch</b></p>	<p>5.1 The Board approved the re-appointment of Dr Rhodri Llwyd Morgan as a director for a further period from 3 November 2017 to 2 November 2021.</p> <p>5.2 The Board approved the re-appointment of Professor Jerry Hunter as a director for a further period from 26 November 2017 to 25 November 2021.</p> <p>5.3 It was noted that the Appointments Committee would be meeting before Christmas to discuss the appointment of Directors in light of the resignation of Geraint James and the end of Linda Wyn's term.</p> <p><b>Constitution Working Group</b></p> <p>5.4 The Board received the minutes of the Constitution Working Group meeting held on 27 September 2017.</p> <p>5.5 Professor Iwan Davies presented the Working Group's recommendations on the Coleg's Articles of Association. He explained that they reflected the recommendations of the Task and Finish Group's review as well as the legal advice of the Coleg's solicitor. The Working Group's objective was to amend the constitution to reflect the Coleg's role as a national strategic body across post-compulsory education sectors. Following a discussion, it was agreed to accept the changes with a few minor comments, to be presented to the Court on 7 March 2018.</p> <p><b>Governance Document</b></p> <p>5.6 The Board received and approved a new Governance Document and committee framework that will come into force on 31 March 2018. They will be reviewed annually. It</p>	<p>Revised articles of association to be presented to the Coleg's Court</p> <p>Governance document to be reviewed annually</p>	<p>7 March 2018</p> <p>Annually</p>
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<p><b>Appendix D</b></p>	<p>was recommended that the method and approach for appointing directors and committee members be noted.</p> <p><b>Directors' Questionnaire</b></p> <p>5.7 The Board received and approved a questionnaire for reviewing and improving the performance of directors, to be completed annually.</p> <p><b>Arrangements for the Court and Annual Congregation</b></p> <p>5.8 It was noted that the Court will be held on 7 March 2018 at 4.00pm at the National Library in Aberystwyth.</p> <p>5.9 It was noted that the Annual Congregation will be held at 7 March 2018 at 6.00pm at the Great Hall in the Arts Centre, Aberystwyth University.</p>	<p>Secretary to circulate</p>	<p>April/May each year</p>
<p><b>6. Chair's Matters</b></p>	<p>6.1 The Chair gave a report on his work during the term.</p> <p>6.2 He had attended meetings with the following:</p> <ul style="list-style-type: none"> <li>• Kirsty Williams, Cabinet Secretary for Education and Alun Davies, Minister for Lifelong Learning and the Welsh Language, on 28 September 2017.</li> <li>• the Welsh Language Commissioner.</li> <li>• the Coleg's Directors, except for two.</li> </ul> <p>6.3 The Chair reported that he had been involved in the work of reviewing the Coleg's Governance, and thanked Professor Iwan Davies for his guidance.</p> <p>6.4 He reported that revised arrangements for reviewing performance had been agreed with the Chief Executive and had been in force since September 2017.</p>		

	<p>6.5 The Coleg's staff were congratulated for their organisation of events for the National Eisteddfod, including the Science Pavilion.</p>		
<p><b>7. Chief Executive's Report</b> <b>(Item 7)</b></p>	<p>7.1 The Chief Executive gave a verbal summary of the written report that had been circulated in advance.</p> <p><b>National Eisteddfod</b></p> <p>7.2 It was reported that discussions had been held with the National Eisteddfod to extend the Science Pavilion arrangement, and that an agreement in principle had been reached on a new arrangement from 2019 to 2021.</p> <p><b>Coleg Branches</b></p> <p>7.3 Brief reports on Branch activities were circulated for information.</p> <p><b>Scholarships</b></p> <p>7.4 It was reported that the Advisory Group, which includes the Welsh-medium provision co-ordinators of the institutions, was reviewing the scholarships arrangements. During a discussion on the scholarships, a question was asked about scholarships funded by education authorities. Following another question, it was agreed to hold a discussion with the Ymddiriedolaeth William Salesbury trust to confirm the arrangements for their scholarships and the link between the Coleg and the trust.</p> <p><b>Work Welsh scheme</b></p>	<p>The Coleg to discuss with Ymddiriedolaeth William Salesbury officers</p>	

	<p>7.5 It was reported that the Coleg had established a partnership with the National Centre for Learning Welsh in order to implement the Work Welsh scheme at the universities. The Coleg receives an additional grant of £250,000 for this work.</p> <p><b>Planning meetings</b></p> <p>7.6 It was reported that the planning meetings with the universities had been held early in the term in order to identify areas that were eligible for subject grants in 2018/19 and beyond. Board members noted approval of the development and arrangements for the subject grants.</p> <p><b>Initial Teacher Training</b></p> <p>7.7 It was reported that the Welsh Government had commissioned a review of aspects of Welsh-medium Initial Teacher Training and that the Coleg would contribute to the review.</p> <p><b>Action Plan 2017/18</b></p> <p>7.8 It was reported that a monitoring meeting with the Welsh Government had been held in July and there would be a further meeting in December. An update had been distributed to Board members for information.</p> <p><b>General update on the Coleg's work</b></p> <p>7.9 Written reports were received in relation to Marketing and Communications; Information Services; Academic Training and Staff Development; and Gwerddon and other publication projects, for information.</p>		
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	<p><b>Annual report</b></p> <p>7.10 The Coleg's annual report would be published at the annual meeting on 7 March 2018.</p>		
<p><b>8. Report of the Task and Finish Group: update</b></p> <p><b>(Item 8)</b></p>	<p>8.1 The Chief Executive gave an update on the Task and Finish Group's report. He reported that the Cabinet Secretary's response to all the recommendations would be published shortly.</p> <p><b>Scholarships</b></p> <p>8.2 While awaiting the Government's formal response, the Coleg has begun the work of reviewing the arrangements for the undergraduate and Masters level scholarships. The review's recommendations will be presented to the Board of Directors on 8 March 2018.</p> <p><b>Marketing</b></p> <p>8.3 It was reported that the Coleg would develop in these areas:</p> <ul style="list-style-type: none"> <li>• Increasing the Welsh language progression of younger students with pilot projects in the wider context of the Welsh language measure.</li> <li>• Expanding the work of developing Welsh language provision in bilingual schools with feasibility projects.</li> <li>• Striking a balance between promoting the provision and letting the universities undertake their own marketing.</li> </ul> <p>It was noted that these would be incorporated into the new action plan.</p>	Scholarships Report	8 March 2018



	Davies. Officers emphasised the fact that the names would remain confidential until the official announcement.		
<b>10. Staffing Matters</b>	10.1 There were no staffing matters to report.		
<b>11 Audit and Risk Matters</b>	<p><b>Audit and Risk Committee</b></p> <p>11.1 The Board noted the minutes of the Audit and Risk Committee meeting held on 7 November 2017.</p> <p><b>Appointment of Internal and External Auditors</b></p> <p>11.2 The timeline for appointing internal and external auditors was approved.</p> <p><b>Risk Register</b></p> <p>11.3 A report on the changes to the Risk Register was given by the Registrar. Following advice from the Audit and Risk Committee, the Register will be revised to include five strategic risks only. The Risk Register was noted.</p> <p><b>Appointing a Chair for the Audit and Risk Committee</b></p> <p>11.4 The Chair's recommendation to appoint William Callaway as Chair of the Audit and Risk Committee was approved.</p>		
<b>12. Finance Matters</b> <b>(Item 11)</b>	<p><b>Coleg Audited Accounts 2016/17</b></p> <p>12.1 The Registrar presented the Coleg's Audited Accounts for 2016/17.</p> <p>12.2 It was reported that these were the Coleg's first set of accounts under the revised FRS102 guidelines. Reference was made to the reduced surplus and the</p>		

	<p>expenditure variations. The positive opinion of the external auditors was noted.</p> <p>12.3 Following a change of date in the Welsh Government's funding grant, the Board approved a change of accounting year from 1 August – 31 July to 1 April – 31 March.</p> <p>12.4 The accounts were approved by the Board of Directors, and it was agreed to submit them to Companies House by 31 December 2017 and the Charity Commission by 31 January 2018.</p> <p><b>Investments Policy</b></p> <p>12.5 A discussion was held at the Audit and Risk Committee meeting on 7 November 2017, on an Investments Policy framework for the Coleg. During the discussion, officers received guidance and were authorised to develop an Investments Policy in consultation with advisers, to be presented to the Board of Directors on 8 March 2018.</p> <p>12.6 A discussion was held on the ethical principles for the Policy, and it was agreed that the principles should be aligned with the Welsh Government's general principles.</p>	<p>Present an Investments Policy to the Board</p>	<p>8 March 2018</p>
<p><b>13. Academic Board</b></p>	<p>13.1 The minutes of the Academic Board meeting held on 18 October 2017 were noted.</p> <p>13.2 The Dean, Dr Hefin Jones, gave a summary of the meeting's main points.</p> <p>13.3 He noted that the Academic Board would need to be looked at in the context of further education.</p>		

	<p>13.4 The Dean noted that he had already visited the University of Wales: Trinity Saint David as part of his annual tour, and noted that Branch members now sit on the University's main committees.</p> <p>13.5 He noted that the Coleg had received the largest number ever of nominations for the Eilir Hedd Morgan Memorial Award that will be presented at the Annual Congregation on 7 March 2018.</p> <p>13.6 He noted his concern, as a Director representing staff, about the work agreements of some Coleg-funded staff, who were not aware of their situations until their agreements had ended. In response, the Chief Executive reported that a great deal of time had been spent on individual situations.</p>		
<p><b>14. Any other business</b></p>	<p>14.1 It was noted that this was Dr Gwennan Schiavone's final meeting, as she was going to work at ERW. Her contribution to the development of the Welsh Language Skills Certificate and the Coleg's work in initial teacher training were noted. In terms of policy, she had given evidence to an Assembly committee. She had written several bids for funding on the Coleg's behalf, and served as its first Secretary. She was thanked for her contribution, and the Board wished her well in her new challenge.</p>		
<p><b>15. Dates and locations of the next meetings</b></p>	<p>15.1 The dates of the next meetings were noted:</p> <ul style="list-style-type: none"> <li>• Court meeting, 7 March 2018, Aberystwyth</li> <li>• Board meeting, 8 March 2018, Aberystwyth</li> <li>• 20 June 2018, Glyndŵr University, Wreccsam</li> </ul>		

	15.2 The simultaneous translators were thanked for their work.		
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