



**Coleg Cymraeg Cenedlaethol Board of Directors**

**Wednesday, 27 November 2019**

**11:00 – 13:00**

**Y Llwyfan, Carmarthen**

**Present:**

**Directors:**

Dr Haydn E Edwards  
William Callaway  
Nia Elias  
Gwilym Dyfri Jones  
Dr Hefin Jones  
Pedr ap Llwyd  
Gareth Pierce  
Meri Huws  
Llinos Roberts  
Professor Hywel Thomas

**Observers:**

Dr Cliona O'Neill, Higher Education Funding Council for Wales (HEFCW)  
Lleucu Myrddin (UCMC/NUS Wales)

**Officers:**

Dr Ioan Matthews, Chief Executive  
Dr Dylan Phillips, Senior Academic Manager  
Dr Dafydd Trystan, Registrar  
Suzanne Lewis, Operations Manager

**Apologies:**

Dr Rhodri Llwyd Morgan  
Professor Jerry Hunter

Item	Main points of discussion	Actions	Timescale
<b>1. Welcome and introduction</b>	<p>1.1 The chair welcomed all who were present at the meeting.</p> <p>1.2 Apologies were received from Dr Rhodri Llwyd Morgan and Professor Jerry Hunter.</p> <p>1.3 The Chief Executive explained that, due to two sickness absences at the Coleg, Suzanne Lewis would be responsible for the minutes.</p> <p>1.4 The Chair sent best wishes for a speedy recovery to two members of staff at the Coleg, Nia Brown and Catherine Rees.</p>		
<b>2. Declarations of interest</b>	<p>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.</p>		
<b>3. To receive and consider the minutes of the 26 June 2019 meeting</b>	<p>3.1 The minutes were accepted as an accurate record of the meeting held on 25 June 2019.</p>		
<b>4. Matters arising</b>	<p>There were no matters arising.</p>		
<b>5. Correspondence</b>	<p>There was no correspondence to note.</p>		
<b>6. Constitutional Matters</b>  i. Coleg Membership	<p><i>Angharad Lloyd Williams joined the meeting at this point.</i></p> <p><b>Coleg Membership</b></p>		

<p>ii. Arrangements for the annual general meeting</p> <p>iii. To receive the terms of reference of the</p> <ul style="list-style-type: none"> <li>• Appointments and Governance Standards Committee</li> <li>• Finance and General Purposes Committee</li> <li>• Audit and Risk Committee</li> </ul>	<p>6.1 Following a discussion at the Court meeting in March 2019, a recommendation was made that the Coleg's membership should not be changed at this time. Following a short discussion, this was agreed.</p> <p><b>Arrangements for the annual general meeting</b></p> <p>6.2 The General Meeting will be held on 24 March 2020 at the Wales Millennium Centre in Cardiff.</p> <p><b>To receive terms of reference</b></p> <p>6.3 The terms of reference of the Appointments and Governance Standards Committee were approved</p> <p>6.4 The terms of reference of the Finance and General Purposes Committee were approved with one amendment to note 'up to three other members' in the third bullet point of clause 8</p> <p>6.5 The terms of reference of the Audit and Risk Committee were approved with one amendment to note 'up to three other members' in the third bullet point of clause 4.</p> <p>6.6 It was agreed to add 'Chair of the Post-16 Strategic Board' to the ex-officio membership of the Academic Board.</p>	<p>Add the change to the terms of reference of the Finance and Purposes Committee.</p> <p>Add the change to the terms of reference of the Audit and Risk Committee.</p> <p>Add the change to the terms of reference of the Academic Board.</p>	
<p><b>7. Welsh Language Policy</b></p>	<p>7.1 Dr Dylan Phillips presented the revised policy.</p>		

	<p>7.2 Gwilym Dyfri Jones asked a question about extending the policy to the Coleg's branches. It was agreed to consider this further.</p> <p>7.3 Gareth Pierce proposed changing the wording of 'Provision of Simultaneous Translation' (5.4.1) to 'non-Welsh speaking members or visitors'.</p> <p>7.4 The amended policy was accepted with the above revision.</p>		
<p><b>8. Finance and General Purposes Committee</b></p> <p>i. To note the minutes of the Finance and General Purposes Committee meeting held on 25 September 2019</p> <p>ii. To approve a revised Role Evaluation Policy</p>	<p><b>To note the minutes of the Finance and General Purposes Committee meeting</b></p> <p>8.1 Pedr ap Llwyd presented the minutes and noted that Sterling Asset Management had been appointed to evaluate the work of the Coleg's investment managers. It was also noted that a review of senior management pay was due to be discussed at a closed meeting today. The minutes were received.</p> <p><b>To receive a revised Role Evaluation Policy</b></p> <p>8.2 The revised policy was considered, and the clauses relating to appeals were discussed in particular. In the absence of Catherine Rees, the Chief Executive agreed to consider the issues raised before the revised policy is ratified.</p>	The financial regulations will be circulated to the Board of Directors with the minutes.	
<p><b>9. Audit and Risk Committee</b></p>	<p><b>To note the minutes of the Audit and Risk Committee meeting held on 23 October 2019</b></p>		

<p>i. To note the minutes of the Audit and Risk Committee meeting held on 23 October 2019</p> <p>ii. To receive the Coleg's audited annual accounts for 2018/19</p> <p>iii. Strategic Risk Register – October 2019</p>	<p>9.1 William Callaway presented the minutes, which the Board agreed to receive.</p> <p><b>To receive the Coleg's audited annual accounts for 2018/19</b></p> <p>9.2 The accounts were presented and received. It was noted that the accounts had been given a clean external audit. It was noted that the whole of the loss related to USS pension provision.</p> <p><b>Strategic Risk Register – October 2019</b></p> <p>9.3 William Callaway presented the Register. A discussion was held on the impact of the external environment and policies on the Coleg, and the associated risks for the Coleg. It was agreed to discuss these new challenges in the near future.</p>		
<p><b>10. Academic Board</b></p> <p>i. To receive the minutes of the Academic Board meeting held on 16 October 2019</p> <p>ii. Verbal report by the Chair of the Academic Board</p>	<p><b>To receive the minutes of the Academic Board meeting held on 16 October 2019</b></p> <p>10.1 Dr Hefin Jones presented the minutes. Members' attention was drawn to a discussion raised by the students on how a Welsh-medium module should be defined. Dr Dylan Phillips explained that (following a meeting with HEFCW) a circular will be distributed to universities and their staff offering guidance, and that the Coleg will remind universities of what constitutes a Welsh-medium module.</p> <p>10.2 The minutes of the Academic Board were received.</p> <p><b>Verbal report by the Chair of the Academic Board</b></p>		

	<p>10.3 Dr Hefin Jones referred specifically to the definition of a Welsh-medium module, editorial work on <i>Gwerddon</i>, the QAA's new guidelines relating to students' right to submit assessments through the medium of Welsh and using Welsh-medium examiners, and referred to the enthusiastic response of Welsh-speaking students who are studying over the border.</p>		
<p><b>11. Chief Executive's Report</b></p>	<p>11.1 The Chief Executive presented a summary of the written report he had presented to the Board.</p> <p>11.2 In relation to funding, the Chief Executive noted the following:</p> <ul style="list-style-type: none"> <li>• The external context is uncertain. The announcement of the Welsh Government's budget has been delayed until 16 December, but it is anticipated that the Coleg's main budget in 2020/21 will be consistent with this year's budget.</li> <li>• In relation to the Coleg's budget for the further education and apprenticeship sectors, it was reported that discussions were ongoing with Welsh Government officials.</li> <li>• A number of supplementary grants were received from the Welsh Government during the year: <ul style="list-style-type: none"> <li>○ £18,000 ITT</li> <li>○ £110,000 Projects to support Welsh as a subject</li> <li>○ £71,000 Post-16 Resources</li> <li>○ £60,000 Apprenticeships</li> </ul> </li> </ul>		

	<p>11.3 There was a brief discussion on Initial Teacher Education and the Coleg's responsibilities in this area. It was noted that, in response to a question at the Senedd, the Minister had referred to a role in relation to the support given to trainees to develop their Welsh language skills. Members expressed a more general concern about the number of trainees who will be able to teach through the medium of Welsh, and it was agreed that the Board should hold another discussion on the matter soon.</p> <p>11.4 It was confirmed that the Coleg would be providing rented space for the National Centre for Learning Welsh at its Cardiff office from January 2020.</p> <p>11.5 Best wishes were sent to Catherine Rees, and it was noted that her request to reduce her hours from a full-time post to a 0.6 post had been accepted. Catherine Rees will continue to act as Secretary to the Board of Directors, but some of her responsibilities will be transferred to other Coleg staff.</p>		
<p><b>12. Strategic Plan</b></p> <p>i. To receive and consider the final draft of the Strategic Plan, following the consultation</p>	<p><b>To Receive and Consider the Final Draft of the Strategic Plan following the consultation</b></p> <p>12.1 The Chief Executive presented the final draft of the Strategic Plan. It was noted that the draft had received a number of comments through the consultation process, but in the main those comments were not of great significance. Metrics had been included in the final draft. The Strategic Plan will be launched in Cardiff on 5 February 2020.</p>	<p>Presentation on the implementation of the strategic plan.</p>	

	<p>12.2 Gareth Pierce suggested that the subject of Welsh should be mentioned on more than one occasion, and this was accepted.</p> <p>12.3 Gareth Pierce proposed that the term 'potential pool' needs to be defined in the metrics section [i.e. the Welsh speakers studying through the medium of Welsh at Welsh universities] rather than simply referring to the 'potential pool'.</p> <p>12.4 Meri Huws suggested there should be references to other Welsh Government strategies and not just one specific strategy.</p> <p>12.5 The final draft was approved by the Board of Directors.</p> <p>12.6 The Chief Executive reported that the Board would receive a paper and timetable in due course for reporting on the metrics of the Strategic Plan.</p>		
<p><b>13. Further Education and Apprenticeships</b></p> <p>i. To note the minutes of the post-16 (shadow) Strategic Board meeting held on 5 November 2019</p> <p>ii. To consider and approve the Terms of Reference for the post-16 Strategic Board</p>	<p><b>To note the minutes of the post-16 (shadow) Strategic Board meeting held on 5 November 2019</b></p> <p>13.1 Meri Huws presented the minutes. She noted the high level of FE college representation and the enthusiasm shown during the meeting. She noted the need to ensure a strong voice for FE learners. There were valuable and enthusiastic discussions about the Coleg's contribution to Welsh-medium apprenticeships. The discussions highlighted a desire to set the agenda for this area. She noted that further funding would be required to develop the area further for the medium and long term. She noted the serious</p>		

	<p>need for staffing capacity in institutions in order to develop the area.</p> <p>13.2 The minutes were accepted as an accurate record of the meeting held on 5 November 2019.</p> <p><b>To consider and approve the Terms of Reference for the post-16 Strategic Board</b></p> <p>13.3 The terms of reference for the post-16 Strategic Board were accepted.</p>		
<b>14. Nominations for the Coleg's Honorary Fellows for 2020</b>	<p>14.1 Nominations were submitted by the Chief Executive and were accepted:</p> <ul style="list-style-type: none"> <li>• Ieuan Wyn</li> <li>• Denise Williams</li> <li>• Dr Iolo ap Gwynn</li> </ul>		
<b>15. Chair's Report</b>	<p>15.1 The Chair presented his report.</p> <p>15.2 The Chair thanked the Directors for their work and particularly for their time in discussing their skills and other matters relating to the Board and the Coleg's governance. It was noted that the annual process of reviewing the Chief Executive's performance had been completed.</p>		
<b>16. Dates and locations of next meetings.</b>	<p>16.1 The dates and locations of the next meetings were noted, and the meeting was concluded at 13:20.</p>		

<b>17. Training</b>	17.1 Fflur Jones (Darwin Gray) gave Board members a training session on their duties as directors and trustees.		
---------------------	---	--	--

DRAFT