

Coleg Cymraeg Cenedlaethol Board of Directors

Wednesday, 21 June 2017

10.00 - 12.00

The Open University in Wales

Present:

Directors:

Dr Haydn E Edwards (Chair)
William Callaway, Higher Education Sector Director
Professor Iwan Davies, Higher Education Sector Director
Fflur Elin, Director representing students
Professor Jerry Hunter, Higher Education Sector Director
Gwilym Dyfri Jones, Higher Education Sector Director
Dr Hefin Jones, Director representing academic staff / Coleg Dean
Dr Rhodri Llwyd Morgan, Higher Education Sector Director
Professor Hywel Thomas, Higher Education Sector Director (from 11.30)

Observer:

Dr Cliona O'Neill, 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:

Dr Gwyn Lewis, Independent Director
Ieuan Wyn, Independent Director
Linda Wyn, Independent Director (Vice-Chair)

Item	Main points of discussion	Action	Timescale
1. Welcome and introduction	<p>1.1 The Chair welcomed members to the meeting.</p> <p>1.2 Apologies were received for inclusion in the minutes.</p>		
2. Declarations of interest	<p>2.1 Members were reminded of the procedure by which they are asked to specify on the attendance list any declarations of interest additional to those already noted in the Register of Interests.</p> <p>2.2 Gwilym Dyfri Jones declared an interest in Item 7 – Chief Executive’s Report, since he is employed by an institution that is submitting a bid to operate as a teacher training centre.</p>		
3. To receive and consider the minutes of the 22 March 2017 meeting	<p>3.1 The minutes were accepted as an accurate record of the meeting held on 22 March 2017.</p>		
4. Matters arising	<p>4.1 There were no matters arising from the last meeting.</p>		
5. Chair’s Matters	<p>5.1 The Chair, in his first Board meeting, reported on his work since beginning in the role on 1 April 2017. He thanked Andrew Green for his work and guidance, and thanked Coleg officers for their support during his induction period. He noted that he had attended the Welsh Government’s Task and Finish Group and the Coleg’s Academic Board, and had chaired the Coleg’s Audit and Risk Committee. He noted his intention to speak directly with each director, and he looked forward to working with them.</p>	<p>Chair to get in touch with Directors</p>	<p>Summer 2017</p>

<p>6. Governance Matters</p>	<p>Re-appointment of higher education sector Director</p> <p>6.1 The decision to re-appoint Professor Hywel Thomas as a higher education sector director for a further period from 1 April 2017 to 31 March 2021 was approved.</p> <p>Update on appointing an independent Director</p> <p>6.2 The recommendation to postpone the appointment of an Independent Director until September was noted and approved. It was agreed that Board members would receive recommendations regarding an appointment via electronic correspondence.</p> <p>Appointments Committee membership</p> <p>6.3 The decision to appoint Denise Williams (former Deputy Academic Registrar, University of South Wales) as a member of the Appointments Committee, for three years from 1 August 2017 to 31 July 2020, was approved.</p> <p>Constitution Working Group</p> <p>6.4 The Board noted a report regarding the Coleg's Governance (Appendix 6a) provided for information. Professor Iwan Davies was thanked for his guidance on those matters.</p> <p>6.5 The Dean mentioned that consideration should be given to changing the current wording in the constitution that refers to the status of the director representing academic staff, so that it refers to the director representing academic staff who are members of the Coleg.</p>	<p>Consult on appointing an Independent Director via correspondence</p>	<p>By 22 November 2017</p>
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	<p>6.6 The Chair was authorised to invite new members to join the Constitution Working Group.</p> <p>Quality Framework for the Board</p> <p>6.7 The Chair reported on the intention to develop a quality framework for the Board in consultation with the Directors. The importance of appointing eligible members with experience of governance was discussed.</p> <p>Code of Practice review</p> <p>6.8 The Board noted the intention to review the Code of Practice and circulate it to the Directors before submitting a final version to the Board on 22 November 2017.</p>	<p>Chair to invite new members</p> <p>Co-ordinate questionnaire and introduce procedure</p> <p>Review the Code of Practice and circulate</p>	<p>July-September 2017</p> <p>By 22 November 2017</p> <p>Before 22 November 2017</p>
<p>7. Chief Executive's Report</p>	<p>7.1 The Chief Executive gave a verbal summary of the written report that was circulated in advance.</p> <p>Planning and Strategy</p> <p>7.2 It was noted that the new funding arrangements, in which the Coleg receives a grant directly from the Welsh Government's Welsh Language Division, was in place since 1 April 2017.</p> <p>Task and Finish Group</p> <p>7.3 It was reported that the Chair, the Chief Executive and the Registrar had once again met with members of the Task and Finish Group that is reviewing aspects of the Coleg's activities. The report's publication is expected in July 2017.</p>		

	<p>7.4 A discussion was held on a recent publication, <i>Public Good and a Prosperous Wales</i>, and the proposal to establish a new body, TERCW, in light of the Hazelkorn report.</p> <p>Academic Planning</p> <p>7.5 Following the adoption of the Academic Plan by the Board of Directors, work has already begun on reviewing the subject plans and considering models of funding via the Subject Grants system for the coming years.</p> <p>7.6 The Dean reported on the need for institutions to keep academics fully informed in light of the end of the five-year funding periods for academic posts through the staffing scheme. It was noted that the Coleg's decisions are not always cascaded, leading to a risk of losing members of staff unnecessarily.</p> <p>Operational Plan 2017/18</p> <p>7.7 The progress made in the Operational Plan for 2017/18 was noted. This will form the basis of the Government's monitoring process for the Coleg.</p> <p>Risk Register</p> <p>7.8 It was noted that the Risk Register would be reviewed fully by the next meeting of the Audit and Risk Committee, following the advice of Professor Iwan Davies that the strategic risks should be summarised.</p>	<p>Review the Risk Register</p>	<p>Summer 2017</p>
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	<p>General updates on the Coleg's work</p> <p>7.9 Written reports were received for Marketing and Communication; Information Services; Academic Training and Staff Development; and Gwerddon and other publication projects, for information.</p>		
8. Staffing Matters	<p>8.1 It was reported that Morfudd Matthews had been appointed as Marketing and Communication Development Officer for the remainder of Manon Llwyd-Bowen's maternity period, following the appointment of Adam Jones to succeed Lisa Haf as Employer and Student Development Officer.</p> <p>8.2 It was reported that Dr Lowri Morgans had been appointed as Academic Planning Projects Manager and would work one day a week until August, before starting on a full-time basis in September 2017.</p> <p>8.3 It was reported that members of staff had attended training courses in senior management, accounting, health and safety and human resources.</p>		
9. Finance Matters	<p>Coleg Budget 2017/18</p> <p>9.1 The Board noted the Coleg's budget for 2017/18 (Appendix 9a), as confirmed at its meeting on 22 March 2017.</p> <p>Investment Policy</p> <p>9.2 An initial discussion was held at the Audit and Risk Committee meeting on 16 May 2017 about developing an Investment Policy for the Coleg. Following a discussion, the Chief Executive was</p>	<p>Prepare a draft investment policy for the Audit and Risk Committee</p>	<p>By 7 November 2017</p>

	<p>authorised to prepare a draft Investment Policy, in consultation with the Chair, Professor Iwan Davies and William Callaway, for the attention of the Audit and Risk Committee in the first instance, with the intention of presenting a draft to the Board meeting on 22 November 2017.</p>		
<p>10. Audit and Risk matters</p>	<p>Audit and Risk Committee</p> <p>10.1 The minutes of the Audit and Risk Committee meeting, held on 16 May 2017, were noted.</p> <p>Appointing Barclays Bank</p> <p>10.2 The recommendation to appoint Barclays Bank was approved, subject to appropriate progress being made in its provision of a Welsh language service within a year.</p> <p>Correspondence in relation to the arrangements for transferring funding from HEFCW to the Welsh Government</p> <p>10.3 The internal auditors' correspondence on the arrangements for the transfer of funding from the Funding Council to the Welsh Government was received. The conclusion regarding the expenditure up to 31 March 2017 was as follows:</p> <ul style="list-style-type: none"> • “Against the phased budget as provided to HEFCW to 31 March 2017, Y Coleg Cymraeg Cenedlaethol has expended resources in line with expectations with no material variances. • Y Coleg Cymraeg Cenedlaethol’s reserves at 31 March 2017 were £3.24m and at 1 August 2016 	<p>Monitor the Welsh language service of Barclays Bank</p>	<p>During 2017/18</p>

	<p>were £3.06m – Y Coleg received £220k from other income sources in the year – the majority being attributable to Institutional subscriptions.</p> <ul style="list-style-type: none"> • Budgets presented to Welsh Government underpinning the funding request for the 12 months from 1 April 2017 have not duplicated areas of spend funded by HEFCW to 31 March 2017.” <p>10.4 It was noted that the Funding Council had stated their agreement with the conclusions of the internal auditors.</p> <p>Internal auditors’ work programme</p> <p>10.5 The Board noted the internal auditors’ work programme for 2017/18. Following a discussion on the risks and priorities of the work programme for Coleg officers, parts 1 to 3 of the work programme were accepted, noting the possibility of transferring parts 4 and 5 to the 2018/19 programme.</p> <p>10.6 It was noted that the process of reviewing funding agreements with the institutions had been completed following advice from Coleg solicitors.</p> <p>Extending the external auditor contract</p> <p>10.7 Consideration was given to extending the agreement with the external auditors, PricewaterhouseCoopers, for another year. An ordinary tendering process will be undertaken in a year’s time.</p>	<p>Extend PwC’s contract and undertake a tender process for external auditors</p>	<p>Until and by summer 2018</p>
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	<p>Government's Welsh Language Strategy, and to confirm by when those numbers will be needed;</p> <ul style="list-style-type: none"> • there is a need to confirm how many of these additional teachers will come from the current teaching workforce and how many will come to the profession through initial teacher training or other routes; • the Government needs to consider adopting an approach whereby everyone wishing to teach in Wales in future will need to reach a level of proficiency in Welsh. 		
12. Branches Review	<p>12.1 The Chief Executive gave a summary of the paper on the review of Coleg Branches, which was circulated in advance.</p> <p>12.2 Following the discussion, the Board noted:</p> <ul style="list-style-type: none"> • the importance of defining the role and principles of the Branches in order to avoid institutional variation • its thanks to NUS Wales for creating a questionnaire, and received the feedback from students, including the finding that the Branch is expected to hold more academic events. <p>12.3 The recommendations were approved as a basis for inclusion in branch grant letters for the 2017/18 academic year.</p>		
13. Academic Board	<p>13.1 The Dean, Dr Hefin Jones, gave a summary of the Academic Board meeting on 10 May 2017.</p>		

	<p>13.2 Following the adoption of the new Academic Plan, it was agreed to review the following subject plans:</p> <ul style="list-style-type: none"> • Business and Management • Art • Law • Geography and the Environment • Creative Industries • Sports Sciences <p>13.3 It was reported that Academic Board members had agreed the model as appropriate for promoting Welsh-medium scholarship and ensuring sufficient numbers of future academics. Dr Rhodri Llwyd Morgan, declaring an interest on behalf of Aberystwyth University, noted that, since the 50% funding model was introduced, there had been a tendency for bids to come from the sciences, leading to a concern about the number of bids from humanities.</p> <p>13.4 The importance of medium term investment in widening access in order to promote opportunities and progression was noted.</p> <p>13.5 It was noted that the Chief Executive and the Dean had received an invitation from the QAA to be members of a panel to review the guidelines on assessing work submitted through the medium of Welsh.</p> <p>13.6 It was noted that the Dean had completed his annual tour of the institutions. At his visit to Glyndŵr University and Coleg Cambria, he saw an example of good practice in a workshop for prospective A-</p>		
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	<p>Level students. The workshop highlighted the benefits of being able to speak Welsh in order to maximise employability.</p> <p>13.7 It was noted that a part of the Dean's role during the next academic year would be to explore how each Branch is working with the new agreements.</p> <p>13.8 The Dean was thanked for his work</p>		
<p>Professor Hywel Thomas arrived at the meeting during item 13. He was welcomed to the meeting, and it was reported that he had been re-appointed as a Director for a further term.</p>			
<p>14. The context of Higher Education funding in Wales, and implications for the Coleg</p>	<p>14.1 A discussion was held on the context of higher education sector funding in Wales and the implications for the Coleg.</p> <p>14.2 During the discussions, several members of the Board noted their concerns about the current financial position of the higher education sector. The following were among the points raised:</p> <ul style="list-style-type: none"> • Universities are seeing large cuts to their budgets • In the view of some Board members, it is likely that universities would be more dependent on Coleg support to provide Welsh-medium provision in future • The impact of internal restructuring at some universities • Policy changes and the timeline of developments following the Diamond and Hazelkorn reviews <p>14.3 In response to the concerns of some Board members, the Chief Executive noted that the Coleg</p>		

	<p>was aware of the uncertain financial climate within the higher education sector, and that the matters in question could be discussed at the individual planning meetings, so that the Coleg could try to lessen the impact. The Coleg would also be holding discussions with Welsh Government officials following the publication of the report by the Group reviewing the Coleg's activities.</p> <p>14.4 It was agreed that the item would be discussed again in future.</p>		
<p>15. Date and location of the next meeting</p>	<p>15.1 The date of the next meeting was noted:</p> <ul style="list-style-type: none"> • 19 September 2017, video network <p>15.2 The simultaneous translators were thanked for their work, as were the staff of the Open University for their assistance in arranging and hosting the meeting.</p> <p>15.3 It was noted that this would be Fflur Elin's final meeting. The Board thanked her for her contribution, and wished her all the best in future.</p>		