

## **Coleg Cymraeg Cenedlaethol Board of Directors**

**Wednesday, 4 March 2015**

**9.30 – 12.10**

**Bangor University**

### **Present:**

#### **Directors:**

Andrew Green (Chair)  
Jacqui Hare, Higher Education Sector Director  
Professor Jerry Hunter, Higher Education Sector Director  
Geraint James, Independent 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:**

Jacob Ellis, Welsh Language Officer, NUS Wales  
Dr Cliona O'Neill, Higher Education Funding Council for Wales (HEFCW)

#### **Officers:**

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

#### **Apologies:**

Beth Button, Director representing students  
Professor Iwan Davies, Higher Education Sector Director  
Professor Catrin Thomas, Higher Education Sector Director  
Professor Hywel Thomas, Higher Education Sector Director  
Rachel Cable, Universities Wales observer

| Item                                | Main points of discussion   | Actions   | Timescale   |
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| <b>1. Welcome and introductions</b> | <p>1.1 Members were welcomed to the meeting and reference was made to the annual meeting (Court) and the Congregation celebrations held the previous day.</p> <p>1.2 It was noted with sadness that the funeral of the late Professor John Rowlands was to be held later and that some members would be leaving the meeting early to attend.</p> <p>1.3 Apologies were received to be included in the minutes. The Chair noted the importance of members' attendance in order to ensure that meetings are quorate. It was recommended that the matter should be referred to Universities Wales and the Constitution Working Group.</p>  | <p>Officers to open up the discussion</p>                           | <p>March 2015</p>   |
| <b>2. Declarations of Interest</b>  | <p>2.1 Members were reminded of the procedure by which members 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 Three members declared an interest in the Welsh for Adults item. On this occasion it would not be possible to discuss or hold a vote on item 8 since the meeting was inquorate. It was decided to hold a special meeting in due course. It was agreed to write to Universities Wales to note the insufficient numbers of institutional directors present.</p> <p>2.3 Members were reminded by the Chair of their responsibilities as Directors, and specific reference was made to the following:</p> <ul style="list-style-type: none"> <li>• The Code of Practice for Coleg Directors should be followed.</li> </ul> | <p>Arrange a special meeting</p> <p>Write to Universities Wales</p> | <p>Before the end of March 2015</p> <p>Before the end of March 2015</p> |

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|  | <ul style="list-style-type: none"> <li>• When a director has declared an interest, they should not take any further part in any discussions on that subject, or in any relevant votes.</li> <li>• It was emphasised that any conflicts of loyalty should be treated in the same manner as conflicts of interest, and that particular care should be taken in this regard.</li> <li>• Board of Directors business should not be discussed externally regardless of any specific direction from the Chair in that regard.</li> <li>• Directors were reminded that they do not represent their institutions or anyone else in their service as directors of the Coleg's Board. Rather, they represent the Coleg.</li> </ul> <p>It was agreed to re-send the Directors a copy of the Code of Practice for Directors, the relevant clause in the Memorandum and Articles, and the Charity Commission's Guidelines.</p> | Send the relevant documents to Directors |  |
| <b>3. To receive and consider the minutes of the meeting of 26 November 2014</b> | 3.1 The minutes were agreed as an accurate record of the meeting held on 26 November 2014.  |  |  |
| <b>4. Correspondence</b>   | 4.1 There was no correspondence for the attention of the Board of Directors.  |  |  |
| <b>5. Constitutional Matters</b>   | <p>5.1 The Secretary noted the decisions of the annual meeting of the Court, held the previous day, as follows:</p> <p>5.1.1 Approval was given to the decision to request that the Constitution Working Group consider student representation on the Coleg's Board of Directors.</p>   |  |  |

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|                                  | <p>5.1.2 Approval was given to the extension of the term of a Director from 3 years to 4 years, with effect from 1 April 2015. The term of all directors in position on that date would be extended from three to four years. It was agreed to circulate a table of membership terms.</p> <p>5.2 The re-appointment of Professor Iwan Davies and Jacqui Hare as institutional directors was confirmed. Their term of service would end in March 2019.</p> <p>5.3 The Secretary gave a verbal report on the arrangements for appointing an Independent Director for 1 April 2015 until 31 March 2019. Ieuan Wyn is eligible for re-appointment for a further period. It was explained that the deadline for applications was 5 March 2015 with interviews to follow soon after.</p> <p>5.4 The Secretary gave a verbal report on the Constitution Working Group. It was explained that the Constitution would not be rewritten completely at present, but would instead be reviewed regularly. Following the Working Group's recommendation, a discussion was held on amending the wording of the Coleg's objectives in order to reflect the range of the Coleg's current activities. Following legal advice, a written draft was submitted of a new wording for the clause. Following a number of amendments proposed by Board members, a new wording was agreed unanimously for submission to the Charity Commission. When their response is received, Court members will need to approve the new clause.</p> | <p>Circulate a table of directors' membership terms</p> | <p>March 2015</p> |
| <p><b>6. Chair's Matters</b></p> | <p>6.1 The Chair gave a verbal report on recent discussions with (i) HEFCW, (ii) HEFCW and Welsh Government officers and (iii) HEFCW and Universities Wales, regarding the uncertain future of the Coleg's funding, especially in light of the Diamond Review.</p>   |   |                   |

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|   | <p>6.2 Following some discussion, it was agreed that discussions would continue under the leadership of the Chair and officers. The need to consider a number of possible funding models was discussed, and it was noted that this is already underway as part of current discussions. However, it was emphasised that the priority at present is to maintain the budget level in the short to medium term, rather than considering the various possible funding models.</p>  |  |  |
| <p><b>7. Chief Executive's Report</b><br/><b>(BC/15/01/07)</b></p> <p><b>Appendix 7/3</b></p> | <p>7.1 The Chief Executive gave a written report and some updates on relevant matters arising from the meeting of the Board of Directors on 26 November 2014.</p> <p>7.2 <u>Evaluation of the Coleg by Oldbell</u>. It was reported that a meeting had been held with the Chief Executive of HEFCW, Dr David Blaney, and other officers, to discuss the Evaluation. A meeting was also held with Welsh Government officers. The Chief Executive noted, for information, the press release by HEFCW about the Evaluation (appendix 7/1) and an update on the Coleg's response to the recommendations (appendix 7/2). A specific discussion was held on the development of a more flexible funding model for the Academic Staffing Scheme in future. It is foreseen that the Coleg (subject to finance) would continue to fund specific posts in some cases, but, in other cases, would move towards a different model based on grants to academic units or departments (or a combination of departments). Approval was given to the opening of discussions with the universities in order to agree on the relevant departments to be included initially in the flexible funding model, based on the paper presented by Dr Dylan Phillips.</p> <p>7.3 <u>Coleg Operational Plan 2014/15</u>. An update was given on the plan for 2014/15 and a short discussion followed.</p> <p>7.4 <u>Diamond Review</u>. It was reported that the officers had submitted a</p> |  |  |

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| <p style="text-align: center;"><b>Appendix 7/4</b></p> | <p>Coleg response to this consultation. Board members were given an opportunity to feed their comments into the response and to approve the content.</p> <p>7.5 <u>Initial Teacher Training</u>. It was reported that the work of preparing proposals for a Competency Certificate for Teachers was complete, with the support of Dr Gwyn Lewis. It was noted that the intention is to introduce the scheme across the teacher training centres in 2015/16, subject to agreement on funding arrangements. It was recommended that further education teachers should be included in the Competency Certificate, and it was agreed that the matter should be raised with HEFCW since it was not part of the Government's remit letter for 2014/15.</p> <p>7.6 <u>Partnership between the Coleg and the further education sector</u>. It was reported that the first meeting of the new Higher Education/Further Education Planning Group had been held on 4 February 2015. The Group's Chair is Merfyn Morgan. The minutes were noted, for information.</p> <p>7.7 <u>Standards Investigation</u>. It was reported that a meeting will be held in the near future with the Welsh Language Commissioner to discuss the relevance of the Welsh language standards to the Coleg's work.</p> <p>7.8 <u>Risks and opportunities</u>. Particular reference was made to the meetings with institutions during January and February 2015 to assess the situation in terms of the continuation of academic posts beyond the end of the initial funding period.</p> |                                  |                                     |
| <p><b>8. Welsh for Adults</b></p>                      | <p>8.1 It was agreed to call a special meeting of the Board of Directors to discuss the submission of a bid to operate as a National Entity for Welsh for Adults. This was necessary since the current meeting became inquorate when two higher education sector directors left</p>   | <p>Arrange a special meeting</p> | <p>Before the end of March 2015</p> |

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|  | the room due to a conflict of interest.   |  |  |
| <b>9. Staffing Matters</b>                     | <p>9.1 It was reported that the Coleg had received the Investors in People Gold Standard, and tributes were paid to the Senior Manager Corporate Affairs and Human Resources and the staff for reaching this goal.</p> <p>9.2 It was also reported that Elis Glynne, Development Officer Digital Media and E-learning, would soon be leaving the Coleg. It was noted that the Coleg would consider the financial situation before filling any vacancies and that this would be discussed by the Staffing Committee at their meeting in May.</p> |  |  |
| <b>10. Financial Matters<br/>(BC/15/01/10)</b> | <p>10.1 The Registrar gave a presentation on the Coleg's Draft Budget for 2015/16.</p> <p>10.2 The Budget was approved by the Board of Directors, and it was agreed to present it in final form at the summer meeting.</p> <p>10.3 A verbal report on an initial budget for 2016/17 was received.</p>   |  |  |
| <b>11. Audit Committee<br/>(BC/15/01/11)</b>   | <p>11.1 The minutes of the Audit Committee meeting held on 25 November 2014 were noted.</p> <p>11.2 Possible names to be invited to act as co-opted members of the committee following the resignation of Mererid Jones were discussed.</p>   |  |  |
| <b>12. Academic Matters</b>                    | <p>12.1 The Dean, Dr Hefin Jones, gave a verbal report on a meeting of the Academic Board held on 4 February 2015.</p> <p>12.2 The Dean reported that he was currently conducting his annual visits to institutions.</p>  |  |  |

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|  | <p>12.3 A summary was given of the latest situation with regard to the subject plans, and it was noted that 20 subject plans had been prepared, confirmed and uploaded to the website, and that they should all be finalised by the next meeting of the Academic Board. It was noted that the process of revising the subject plans should be initiated, beginning with Business and Law.</p> <p>12.4 An update was given on the national collaboration plan for Modern Languages, noting that it provides a model for national planning in general.</p> <p>12.5 It was noted that the Academic Board is keeping an eye on the process of developing and co-validating the MA Professional Translation Studies. It was reported that a number of practical challenges had arisen in developing this project but it was also noted that there was considerable demand for such a qualification from the translation profession as well as the Welsh Government.</p> <p>12.6 It was reported that discussions are continuing on some specific matters in relation to Coleg support for provision in Politics.</p> <p>12.7 Reference was made to a BA Performance degree scheme that is being developed by the University of Wales: Trinity Saint David, and is to be offered to a large extent from a location in Cardiff. It was reported that the University of South Wales had expressed concerns about the new provision, in light of the possible impact on their student numbers on courses funded largely through the support of the Coleg's staffing scheme. It was emphasised that the Coleg did not have any part in encouraging Trinity Saint David's decision to locate provision in Cardiff. It was noted that the Coleg had encouraged the two institutions to explore opportunities for collaboration.</p> <p>12.9 Academic Board membership: It was reported that Delyth</p> |  |  |
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|   | <p>Murphy and Gwerfyl Roberts had been re-appointed to the Academic Board.</p> <p>12.10 It was reported that student representation and attendance on the Academic Board had improved.</p> <p>12.11 The Dean was thanked for his work and for the comprehensive report.</p>   |  |              |
| <b>13. Matters arising</b>                        | <p>13.1 <u>Item 8.1 – Third term.</u> Following legal advice, it was noted that members could not be given a third term. However, under exceptional circumstances, and following a gap, it would be possible to offer a term of further service.</p> <p>13.2 <u>Item 18.1 – Student Council.</u> Jacob Ellis reported that it had been decided that it was not appropriate to submit a paper on incorporating the Student Council with the Coleg to this meeting, but the intention was to submit it to the next meeting.</p> | BB to submit the paper to the Board of Directors | 17 June 2015 |
| <b>14. Reports by Directors<br/>(BC/15/01/14)</b> | <p>14.1 Professor Jerry Hunter gave a verbal report on the draft paper prepared by the Research and Publishing Group on the Coleg's Research Strategy. A further draft will be presented in due course when the document has been discussed at the Academic Board.</p> <p>14.2 Dr Gwyn Lewis referred to the thesis by Lucy Morrow from Cardiff University and the importance of her findings for the Coleg. The officers confirmed that they had received a summary.</p>   |  |              |
| <b>15. AOB</b>                                    | <p>15.1 The need to consider the membership of the Health sector in the Court was noted.</p>  |  |              |
| <b>16. Dates and locations of the</b>             | <p>19.1 It was noted that officers would circulate a date for a special meeting in due course and that the next ordinary meeting of the</p>   |  |              |

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| <p><b>next meetings</b></p> | <p>Board of Directors for 2014/15 would be held as follows:</p> <ul style="list-style-type: none"> <li>• 17 June 2015, Swansea</li> </ul> <p>19.2 The simultaneous translators were thanked for their work, as were the staff of Bangor University for their assistance in arranging and hosting the meeting.</p> |  |  |
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