

Coleg Cymraeg Cenedlaethol Board of Directors

Thursday, 8 March 2018

9.30 - 12.05

National Library of Wales, Aberystwyth

Present:

Directors:

Dr Haydn E Edwards (Chair)
William Callaway, 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
Professor Hywel Thomas, Higher Education Sector Director
Linda Wyn, Independent Director (Vice-Chair)

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 Dafydd Trystan, Registrar
Nia Brown, Development Officer: Secretariat

Apologies:

Professor Iwan Davies, Higher Education Sector Director
Ellen Jones, Director representing students
Ieuan Wyn, Independent Director

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 Coleg staff were thanked for their work in arranging the Coleg's Annual General Meeting and Annual Congregation the previous day, and Directors were thanked for their support.</p> <p>1.3 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 note on the attendance signature sheet 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 11 – Chief Executive's Report, as he is employed by an organisation that is submitting an application to act as a centre for teacher education.</p>		
3. To receive and consider the minutes of the 22 November 2017 meeting	<p>3.1 The minutes were accepted as an accurate record of the meeting held on 22 November 2017.</p>		
4. Matters arising	<p>4.1 <u>Item 4.1 – Barclays Bank</u> It was reported that the Coleg had arranged a translation of the Barclays bank forms it uses, and was awaiting confirmation that the bank is happy for the Coleg to use them to register new directors.</p>		

	<p>4.2 <u>Item 7.4 – William Salesbury Scholarship</u> It was reported that John Gwilym Jones had retired as chair of Ymddiriedolaeth William Salesbury and that Dr Gwenllian Lansdown Davies is the new chair. Discussions have been held to formalise the link between the Coleg and the trust, including the possibility of presenting the William Salesbury Scholarship at one of the Coleg’s annual events.</p> <p>4.3 <u>Item 8.3 – Seren Project</u> A suggestion to invite a representative of the Seren project to give a presentation at the next meeting of the Board of Directors was approved.</p>	<p>Invite a representative of Seren to the Board of Directors’ meeting</p>	<p>20 June 2018</p>
<p>5. Audit and Risk Matters (Item 6a)</p>	<p>Audit and Risk Committee</p> <p>5.1 The minutes of the Audit and Risk Committee meeting held on 13 February 2018 were noted.</p> <p>Appointment of Internal and External Auditors</p> <p>5.2 William Callaway, Chair of the Audit and Risk Committee, reported on the committee’s recommendations for appointing internal and external auditors.</p> <p>External Auditors</p> <p>5.3 One tender had been received for external auditors, and a full interview was held. The panel’s recommendation to re-appoint PricewaterhouseCoopers as the Coleg’s External Auditors, for a further term until July 2021, was approved.</p>		

<p>(Item 6ch)</p>	<p>Internal Auditors</p> <p>5.4 It was reported that no tenders had been received for internal auditors. Baldwins had not submitted a tender, as they could not commit to providing a Welsh language service in one year's time. The concern of the committee and the Board of Directors about the lack of companies offering internal audit services through the medium of Welsh was noted, and the Coleg will seek the advice of ICAEW. The committee's recommendation to re-appoint Baldwins as Internal Auditors, for a further term of one year up to 31 March 2019, was approved.</p> <p>The Risk Register</p> <p>5.5 William Callaway, Chair of the Audit and Risk Committee, gave a report on the changes to the Risk Register. Following the advice of the Audit and Risk Committee, the register had been amended to include six risk groups. The Board welcomed and approved the changes made to the Risk Register, which reflect the main strategic risks as they appear in the Coleg's operational plan. The revised Risk Register will be presented to the next Board meeting.</p>	<p>Risk Register</p>	<p>20 June 2018</p>
<p>6. Governance Matters</p>	<p>Court meeting, 7 March 2018</p> <p>6.1 The Secretary gave a verbal report on the Coleg's Annual Meeting (the Court), which had taken place the previous day. During the meeting, the Coleg's Annual Report for 2016/17 was approved, as well as the Coleg's audited accounts for the period up to 31 March 2017. The decision to amend the Coleg's Articles of Association was noted. The changes will be submitted to the Charity Commission for their ratification. The Chief Executive and</p>		

<p>(Item 7)</p>	<p>the Registrar gave a presentation on developments relating to the extension of the Coleg's responsibilities to further education.</p> <p>Appointment of Directors</p> <p>6.2 The Board approved the appointment of Pedr ap Llwyd, Deputy Chief Executive and Librarian at the National Library, and Llinos Roberts, Head of Corporate Communications and the Welsh Language at Coleg Cambria, as directors for a period of four years from 1 April 2018 to 31 March 2022.</p> <p>Appointments and Governance Standards Committee members terms of service</p> <p>6.3 The Board approved the extension of Rhiannon Lloyd's second term as member of the Appointments and Governance Standards Committee to 31 July 2018. Following a discussion, the Board approved, in principle, the extension of the terms of membership of every member of Board sub-committees to the end of each academic year.</p> <p>Audit and Risk Committee</p> <p>6.4 The appointment of Peter Curran, Finance Director of Sport Wales, as an additional external member of the Audit and Risk Committee, from 1 April 2018 – 31 July 2021, was recommended and approved.</p> <p>Work programme of the Board of Directors</p> <p>6.5 The Board of Directors' work programme, that will form the basis of the Board's annual work plan, was agreed.</p>	<p>Extend terms of membership to the end of academic years</p>	<p>When current terms end</p>
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	<p>Directors' Questionnaire</p> <p>6.6 The Secretary reported that she would circulate a questionnaire for completion by directors so that a report could be presented to the Appointments and Governance Standards Committee on 16 May 2018 and to the Board of Directors on 20 June 2018.</p>	CR to circulate the questionnaire for completion by directors.	By 24 April 2018
<p>7. Appointments and Governance Standards Committee</p> <p>(Item 8)</p>	<p>7.1 The minutes of the meeting of the Appointments and Governance Standards Committee, held on 10 January 2018, were noted.</p>		
<p>8. Terms of Reference</p> <p>(Items 9a/b/c)</p>	<p>8.1 Following the review of the Coleg's governance arrangements, the following terms of reference were discussed and approved:</p> <ul style="list-style-type: none"> • Academic Board • Finance and General Purposes Committee • Appointments and Governance Standards Committee <p>8.2 The terms of reference are to be reviewed annually, for approval by the Board of Directors.</p>	Terms of reference to the Board of Directors	Annually in November
<p>9. The Chief Executive's Report</p> <p>(Item 11)</p> <p>(Item 11 Appendix A)</p>	<p>9.1 The Chief Executive gave a verbal summary of the written report circulated in advance of the meeting.</p> <p>Operational Plan 2017/18</p> <p>9.2 It was reported that annual expenditure was in line with predictions and the figures were close to being finalised. An update on the targets had been distributed to Board members, for information.</p>		

<p>(Item 11 Appendix C)</p>	<p>9.3 It was reported that the Welsh Government had confirmed additional funding of £150,000 for 2018/19. This funding is specifically for the initial activities following the Government's decision to accept the recommendation of extending the Coleg's responsibilities to the post-16 sector.</p> <p>Operational Plan 2018/19</p> <p>9.4 The 2018/19 Operational Plan was received for submission to the Welsh Government by the end of the month. It was noted that there were no fundamental changes to the activities in the higher education sector, except for the increased funding allocated to Subject Grants based on the new Academic Plan. This is a change that reflects the fact that the Coleg's funding for a further cohort of posts funded via the Academic Staffing Scheme would end on 31 July.</p> <p>9.5 A short report was given on the first meeting of the Planning Group established jointly between the Coleg and the Welsh Government. It was noted that a progress report on the Planning Group's work would be presented to the next meeting.</p>		
<p>(Item 11 Appendix B)</p>	<p>Task and Finish Group report</p> <p>9.6 Updates to the responses originally presented to the Board of Directors on 19 September and 22 November 2017 were received for submission to the Welsh Government.</p> <p>9.7 The wider context of extending the Coleg's activities to the post-16 sector was noted, as well as the context of establishing the proposed new statutory body (PCET). It</p>		

	<p>was noted that a technical consultation on the new body was expected in the spring.</p> <p>Staffing Scheme and Evaluation Framework</p> <p>9.8 The Coleg has established a monitoring arrangement to review any changes in Welsh-medium provision as a result of changes in the Coleg's funding pattern from the Academic Staffing Scheme to Subject Grants.</p> <p>9.9 The Chief Executive noted that the Coleg would establish an evaluation framework to assess the impact of the Coleg's investment and support. This exercise would pay particular attention to the annual HESA data and any significant changes in terms of the patterns of student choice.</p> <p>General updates on the Coleg's work</p> <p>9.10 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. In future, there would be verbal presentations by managers.</p>		
<p>10. Staffing Matters</p>	<p>10.1 The minutes of the Staffing Committee meetings, held on 8 January and 22 February 2018, were noted.</p> <p>10.2 A verbal report was given on internal restructure. Following the departure of the senior manager, Dr Gwennan Schiavone, the management structure was reviewed, and three appointments made at Academic Manager level: Rhian Jones, Mari Fflur and Dr Lowri Morgans. Suzanne Lewis's post has also been</p>		

	<p>redesignated. It was confirmed that no additional costs arise from the restructure.</p> <p>10.3 In response to member concerns about staff wellbeing as their workload increases, following the establishment of a new committee and the extension of the Coleg's role to further education, it was agreed that this should be kept under review, and a report would be provided for the next meeting.</p>	Update on staff workload	20 June 2018
<p>11. Finance Matters</p> <p>(Item 13a)</p> <p>(Item 13b)</p>	<p>Welsh Government Grant Letter</p> <p>11.1 It was reported that the Welsh Government had confirmed the Coleg's budget for 2018/19 on the morning of the meeting. The formal Remit Letter is expected in the near future. It was noted that the Remit Letter would be circulated when it is received.</p> <p>Coleg draft budget for 2018/19</p> <p>11.2 The Coleg's draft budget for 2018/19 was presented by the Registrar.</p> <p>11.3 It was noted that the budget followed a similar pattern to previous years, and members noted the additional income received by the Coleg.</p> <p>11.4 The draft budget for 2018/19 was agreed, and officers were authorised to make any further minor changes that could arise following discussions with Welsh Government officials.</p> <p>Investments Policy</p> <p>11.5 The Registrar gave an update on the steps to establish an Investments Policy framework for the Coleg. Meetings</p>	Circulate the grant letter	April 2018

	<p>have been arranged with Sarasin and Brewin Dolphin in April, with the intention of inviting them to give a presentation to the next Audit and Risk Committee meeting on 15 May 2018.</p>		
<p>12. Academic Planning (Item 14)</p>	<p>Subject grants 2018/19</p> <p>12.1 Dr Dylan Phillips gave a presentation on the recommendations for subject grant awards for 2018/19. The recommendations were agreed.</p>		
<p>13. Academic Board</p>	<p>13.1 The Dean, Dr Hefin Jones, gave a summary of the Academic Board meeting held on 7 February 2018.</p> <p>13.2 He noted that the Academic Board had reviewed five subject plans at its meeting: Mathematics and Physics, Law, Police Sciences and Criminology, Art and Design, and Medicine. Further plans would be reviewed in May.</p> <p>13.3 The Academic Board terms of reference had been reviewed (as discussed in item 9).</p> <p>13.4 A discussion had been held on the concept of the Coleg associate lecturer, developed in order to protect the academic community created through the staffing scheme.</p> <p>13.5 A discussion paper had been given by student members on Welsh-medium resources. A number of questions had been raised about increasing awareness of Welsh-medium resources, the need for more support for students with dyslexia and the possibility of the subject panels commissioning further resources.</p>		

	<p>13.6 A discussion had been held on the definition of a Welsh-medium module and the differences between disciplines. It was noted that the Coleg had guidelines regarding a 20-credit threshold.</p> <p>13.7 It was noted that the Chief Executive and the Dean had attended a meeting of the QAA working group on reviewing the guidelines for assessing work submitted in Welsh.</p> <p>13.8 It was noted that the Dean was three-quarters of the way through his annual tour of the higher education institutions.</p> <p>13.9 It was noted that the Chief Executive had decided that the timing of meetings did not allow for the Academic Board's minutes to be ready in time for the Board of Directors' meeting, due to officers' workload. They would be distributed in due course.</p>	Circulate the Academic Board minutes to the Board of Directors	Spring 2018
14. Scholarships	<p>14.1 The Registrar gave a verbal report on the review of the Coleg's plans for Scholarships, following the recommendations of the Task and Finish Group.</p> <p>14.2 Officers were authorised to submit the recommendations to the Government at the end of the consultation and to the Board of Directors in June.</p>		
15. Marketing and Communications (Item 17)	<p>15.1 The Secretary gave a presentation on the draft Marketing Plan for 2018/19, to be submitted to the Welsh Government.</p>		

	<p>15.2 It was noted that the plan reflected the recommendations of the Task and Finish Group and the Government's priorities.</p> <p>15.3 During the discussion, the following points were noted:</p> <ul style="list-style-type: none"> • The recommendation of raising awareness among teachers was welcomed • The need to influence the influencers was acknowledged in light of the Coleg's limited resources • The importance of ensuring that Welsh language resources and textbooks are published at the same time as English language versions • The importance of the Coleg's ambassadors <p>15.4 Following the discussion, the Marketing and Communications Plan was approved.</p>		
<p>16. Chair's Matters</p>	<p>16.1 The Chair gave a report on his work during the term.</p> <p>16.2 A number of internal meetings were held to discuss the review of the Coleg's Governance as well as planning meetings for various committees and the Board of Directors.</p> <p>16.3 The Chair would attend meetings with the Chief Executive at the higher education institutions during the Summer Term.</p> <p>16.4 Since this was Linda Wyn's last meeting, she was thanked for her service on the Board of Directors since the very beginning in 2011, including serving as a Vice-Chair for most of that period.</p>		

<p>17. Date and location of the next meeting</p>	<p>17.1 The date of the next meeting was noted:</p> <ul style="list-style-type: none"> • 20 June 2018, Glyndŵr University, Wrexham <p>17.2 The simultaneous translators were thanked for their work.</p>		
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