

**Coleg Cymraeg Cenedlaethol Board of Directors**

**Wednesday, 22 March 2017**

**10.30 - 1.10**

**Swansea University**

**Present:**

**Directors:**

Andrew Green (Chair)  
William Callaway, Higher Education Sector Director  
Professor Iwan Davies, 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  
Linda Wyn, Independent Director (Vice-Chair)

**Observers:**

Ifan James, National Union of Students Wales (UCMC)  
Dr Cliona O'Neill, Higher Education Funding Council for Wales (HEFCW)

**Officers:**

Dr Ioan Matthews, Chief Executive  
Catherine Rees, Secretary  
Dr Dafydd Trystan, Registrar  
Dr Dylan Phillips, Senior Academic Manager  
Dr Gwennan Schiavone, Senior Academic Manager  
Suzanne Lewis, Senior Administrative Officer

**Apologies:**

Fflur Elin, Director representing students  
Professor Jerry Hunter, Higher Education Sector Director  
Dr Rhodri Llwyd Morgan, Higher Education Sector Director  
Professor Hywel Thomas, Higher Education Sector Director  
Ieuan Wyn, Independent Director

Item	Main points of discussion	Action	Timescale
<b>1. Welcome and introduction</b>	<p>1.1 The Chair welcomed members to the meeting.</p> <p>1.2 Apologies were received for inclusion in the minutes.</p> <p>1.3 The official resignation of Geraint James was noted, and he was thanked for his key contribution to the work of the Board of Directors and the Audit and Risk Committee since the Coleg was established in 2011.</p> <p>1.4 It was noted that the meeting would not be quorate until Gwilym Dyfri Jones arrived. It was confirmed that no decisions could be made until that point.</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 Dr Gwyn Lewis declared an interest in Item 7 – Chief Executive's Report, since he acts as a consultant to the Coleg in the field of Initial Teacher Training.</p>		
<b>3. To receive and consider the minutes of the meetings of 23 November 2016 and 31 January 2017</b>	<p>3.1 The minutes were accepted as an accurate record of the meetings held on 23 November 2016 and 31 January 2017.</p>		

<p><b>4. Correspondence</b></p>	<p>4.1 The Chief Executive reported that he had corresponded with Kirsty Williams AM on two issues (raised at the Board):</p> <p><b>4.1.1 Initial Teacher Training</b> It was confirmed that Welsh language considerations are an integral part of the process of determining the location of future training centres.</p> <p><b>4.1.2. A Level resources and general resources for the post-16 sector.</b> It was reported that a Summit would be held on 27 April 2017 to discuss the issue of resources in general.</p> <p>4.2 The Chief Executive reported that he had written to Vaughan Gething AM on the arrangements for establishing Health Education Wales to convey the concern expressed at a meeting of the Board about the lack of reference and consideration to the Welsh language and bilingualism. It was noted that a response had been received and that discussions are continuing with Welsh Government officials.</p>		
<p><b>5. Chair's Matters</b></p>	<p>5.1 The Chair reported that he would have comments to make at the end of the meeting and that an update on recent developments would be provided in the Chief Executive's report.</p>		
<p><b>6. Constitutional matters</b></p>	<p><b>Report on the meeting of the Court, 8 March 2017</b></p> <p>6.1 A verbal report was received on the meeting of the Court on 8 March 2017. It was reported that the</p>		

	<p>Coleg's Annual Accounts and Annual Report had been accepted by members. A presentation on Coleg developments had been given by the Chief Executive at the meeting as well as a presentation on the Academic Plan by Dr Dafydd Trystan. It was noted that Court Members had appreciated the update and had participated in a lively discussion as a result.</p> <p><b>Update on the appointment of Directors</b></p> <p>6.2 It was noted that Geraint James had submitted his resignation as Director. It was noted that there would be some delay in appointing a replacement director, so that the new Chair can be involved in the process and because Geraint James had such specialist skills, particularly in relation to finance. It was noted that the Appointments Committee would meet to discuss this and agree on the next steps.</p> <p>6.3 It was noted that Professor Hywel Thomas's term was expiring, but there was a possibility that he would be willing to continue for a further period, though not for another full term.</p> <p><b>Appointments Committee Membership</b></p> <p>6.4 It was noted that Professor Gareth Roberts's term was due to expire at the end of this period. The Board was asked to approve the extension of Professor Roberts's term until the end of July 2017 with the intention of appointing a successor to begin on 1 August.</p>		
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<p><b>7. Chief Executive's Report</b></p>	<p>7.1 The Chief Executive gave a verbal summary of the written report that had been circulated in advance.</p> <p>7.2 It was confirmed that the arrangements for transferring the Coleg's annual grant had been completed. From 1 April 2017, the Coleg will receive a grant directly from the Welsh Government, rather than via the Higher Education Funding Council for Wales.</p> <p>7.3 It was reported that the funding made available for scholarships will continue to be provided via HEFCW in 2017/18. It was noted that the Coleg will continue to work with HEFCW on a wide range of activities, including supporting the new Higher Education Strategy which is currently being prepared.</p> <p>7.4 It was reported that the Coleg's internal auditors would provide assurance that there is clarity on the financial position on 31 March 2017 when the period of funding via HEFCW ends.</p> <p>7.5 It was reported that a Funding Agreement for 2017/18 has been signed, beginning on 1 April 2017. It was noted that next year would largely be a transition year with the majority of the funding allocated for activities that are already planned.</p> <p>7.6 It was noted that the Task and Finish Group that is reviewing elements of the Coleg's activities is continuing with its work although there is no confirmation at this stage of the timetable for publishing a final report. The Chair and Chief</p>		
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	<p>Executive will meet the Group once again on 25 April 2017.</p> <p>7.7 It was reported that the launch of the new Academic Plan in the Senedd on 31 January 2017 had been very successful, with members from all political parties being present. The Coleg has arranged planning meetings with each university to agree on those subjects eligible to receive grants in 2017/18.</p> <p>7.8 It was noted that the Coleg had received an additional grant of £50,000 for specific pieces of work in relation to the Welsh Language Competency Certificate for Teachers. It was noted that a meeting was being held with Welsh Government officials on 3 April 2017 to discuss the next steps in the development of the Certificate.</p> <p>7.9 Dr Hefin Jones, on behalf of Board members, thanked the Chief Executive and Coleg staff, noting that they appreciate the great deal of work being done behind the scenes.</p>		
<p><b>8. Staffing Matters</b></p>	<p>8.1 It was reported that Arwel Lloyd (Academic Development Officer) had left the Coleg. The post had been reviewed before a successor was appointed. An appointment has now been made but is not yet confirmed.</p> <p>8.2 It was reported that Eiliw Baines Roberts has been appointed as a Marketing and Communications Development Officer, to work mainly in the north.</p>		

	<p>8.3 It was reported that Lisa Haf (Development Officer) would be leaving the Coleg soon. It is intended to review the post before appointing a successor.</p> <p>8.4 It was reported that Nia Brown was on an extended period of leave due to surgery. The Board wished her well.</p> <p>8.5 It was noted that the Coleg was renting two new rooms from the university in Bangor as there are now three members of staff working there.</p>		
<p><b>9. Finance Matters</b></p>	<p>9.1 It was reported that the Coleg had received a letter confirming a grant from the Welsh Government. The grant for the year is broadly in line with the Diamond Review's recommendation.</p> <p>9.2 The budget for 2017/18 was confirmed and approved unanimously by the Board. It was confirmed that the reserves on 1 April 2017, the end of the period of funding via HEFCW, were at the same level as they were on 31 July 2016. A spreadsheet was provided to HEFCW detailing the payments that were completed by 31 March 2017.</p> <p>9.3 It was noted that the Coleg's internal auditors would check during April that what had been agreed had taken place, in order to provide assurances to the Directors, HEFCW and the Welsh Government. It was reported that the Coleg's funding position was stable.</p>		

	<p>9.4 HEFCW officials were thanked for their support during the Coleg's establishment period and the first six years of its existence.</p>		
<p><b>10. Audit and Risk Committee</b></p>	<p>10.1 Geraint James was thanked once again for his work as Director and as Chair of the Audit and Risk Committee. It was noted that the Coleg had benefited significantly from his specialist finance skills and was indebted to Geraint for the role he had played in laying firm foundations for the Coleg.</p> <p>10.2 It was noted that the Risk Register had been revised based on the deliberations of the Audit and Risk Committee.</p> <p>10.3 It was reported that the external auditors did not have any suggestions for improvements this year.</p> <p>10.4 The internal auditors gave a progress report on their work programme. It was noted that it was not yet clear what internal audit arrangements the Government would require.</p> <p>10.5 It was reported that the Coleg had revised its banking arrangements. The Board noted the decision of the Audit and Risk Committee, and the Coleg's officers, that the Coleg would stay with the current bank, Barclays. It was noted that the Coleg would work with the bank for one year to improve their Welsh language services. Subject to the success of the first year, the Coleg would confirm a five year agreement.</p> <p>10.6 It was reported that the Communications Manager had attended an event by Seren, a project to</p>		

	<p>encourage students to study at Russell Group universities. A discussion was held on the possibility of holding a similar event for students interested in studying higher education through the medium of Welsh.</p> <p>10.7 Reference was made to the discussion in the Audit and Risk Committee on the Teaching Excellence Framework (TEF). It was reported that the Coleg and HEFCW had put forward suggestions to HEFCE in relation to TEF. As a result, Welsh-medium teaching will be a consideration in the TEF, but the consideration will be based on those students studying five credits through the medium of Welsh. The Coleg and HEFCW have suggested that students who are studying at least 40 credits through the medium of Welsh should also be taken into account. It was noted that two universities did not intend to participate in the TEF. The action taken by Coleg officers in this regard was approved.</p>		
<p><b>11. Coleg Branches</b></p>	<p>11.1 The Registrar reported on the work undertaken by the internal auditors in respect of the branches. The final report had identified some themes for further consideration.</p> <p>11.2 The Chief Executive presented a paper outlining the steps the Coleg intends to take to review the funding arrangements for the branches. Whilst recognizing that differences would remain between branches, it is essential to establish a baseline of activities and arrangements that each branch will follow.</p>		

	<p>11.3 It was noted that £406,103 (roughly 10% of the Coleg's budget) is allocated to the branches, which means it is important that value for money and efficiency is ensured in relation to this expenditure.</p> <p>11.4 The recommendations identified in the paper were agreed unanimously.</p> <p>11.5 It was agreed that meetings would be held with branches in May with a view to making recommendations to the next Board meeting. If accepted, those issues would be included in the grant letters for branches in 2017/18.</p> <p>11.6 It was further agreed that the Coleg would write to the branches in order to establish permanent arrangements for the associate lecturers model. The Board agreed to the recommendation that all lecturers who are members of the Coleg could be regarded as associate lecturers. This will be important in sustaining the concept of an academic community when the Academic Staffing Scheme has expired in its current form.</p>		
<p>Gwilym Dyfri Jones arrived during Item 11, meaning the meeting was quorate from that point.</p> <ul style="list-style-type: none"> <li>• The minutes of the Board of Directors meeting were accepted.</li> <li>• The minutes of the special meeting of the Board of Directors were accepted.</li> <li>• It was agreed to extend the term of Professor Gareth Roberts to the end of July 2017 (Appointments Committee).</li> <li>• The Welsh Government's grant letter was accepted.</li> <li>• The minutes of the Audit and Risk Committee were accepted.</li> </ul>			
<p><b>12. Academic Planning</b></p>	<p>12.1 Dr Dylan Phillips presented the recommendations for the allocations of 2017/18 subject grants. The recommendations were accepted unanimously.</p>		

	<p>12.2 Following discussions with the Head of the College of Arts and Humanities at Bangor University, it was noted that Bangor University's allocation for areas within that College would be provided to the College centrally.</p> <p>12.3 Recommendations for new strategic projects to be funded by the Coleg were distributed. The list was approved by the Board.</p> <p>12.4 Since Health and Care are priority areas for the Welsh Government, it was recommended that the Coleg should appoint a National Health and Care Subject Officer. In accordance with the model for employing subject officers at individual universities (but to work nationally), it was agreed that the Officer would be employed via Cardiff University but would work under the Registrar's direction. This was approved by the Directors.</p>		
<p><b>13. Academic Board</b></p>	<p>13.1 A summary of the Academic Board meeting on 8 February 2017 was given by Dr Hefin Jones.</p> <p>13.2 It was noted that the February meeting of the Academic Board had received a presentation on the implementation of the Academic Plan in light of its launch, including a detailed update on funding matters.</p> <p>13.3 It was noted that the Coleg had prepared a response to the Research Excellence Framework questionnaire.</p>		

	<p>13.4 The Coleg's Publication Policy had been accepted during the meeting. The meeting had also noted the need to look at the Research and Publication Group and consider whether it should be accountable to the Board of Directors or the Academic Board.</p> <p>13.5 Delyth Murphy was asked to prepare a strategy on widening access and participation in order to set the direction. She will present this at the next Academic Board meeting.</p> <p>13.6 It was reported that the QAA had invited the Chief Executive and Dean to be members of a panel to review the guidelines for assessing work submitted through the medium of Welsh.</p> <p>13.7 It was noted that Dr Hefin Jones was halfway through his journey visiting the Higher Education Institutions.</p> <p>13.8 It was noted that cross-institutional events bringing Welsh-medium students together had been very successful.</p>		
<p><b>14. Marketing and Communication</b></p>	<p>14.1 Catherine Rees gave a presentation on the Marketing Plan for April 2017 – March 2018 incorporating strategic objectives.</p> <p>14.2 It was noted that there were two main objectives, (1) to strengthen recruitment and work on a more regional basis and (2) to work with younger school pupils, from year 9 upwards.</p>		

	14.3 Following a discussion, the Marketing Plan was approved.		
<b>15. Matters arising from the Board meeting of 23 November 2016 not addressed during the meeting.</b>	None to report.		
<b>16. Reports from Directors</b>	None to report.		
<b>17. Any Other Business</b>	<p>17.1 The Chair noted that this was his last meeting as Chair of the Coleg. Board members were thanked for their work and friendship over the years. Coleg staff at all levels were also thanked.</p> <p>17.2 The Chair was thanked on behalf of the Directors for the wisdom, calm and thoroughness with which he had carried out his duties as chair, and for all of the work undertaken behind the scenes outside of meetings. The Board wished him all the best.</p> <p>17.3 The Chief Executive thanked the Chair on behalf of the Coleg's staff. He supported Linda Wyn's comments about the Chair's wise guidance at a difficult time. He had led the Coleg effectively at a crucial time in the transition period between the Coleg's establishment and its maturation.</p>		
<b>18. Date and location of the next meeting</b>	<p>The date of the next meeting was noted:</p> <ul style="list-style-type: none"> <li>• 21 June 2017, the Open University, Cardiff</li> </ul>		

	The simultaneous translators were thanked for their work, as were the staff of Swansea University for their support in arranging and hosting the meeting.		
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