

**Coleg Cymraeg Cenedlaethol Board of Directors**

**Wednesday, 25 November 2015**

**9.30 – 2.30**

**University of Wales Trinity Saint David**

**Present:**

**Directors:**

Andrew Green (Chair)  
Beth Button, Director representing students  
Professor Iwan Davies, Higher Education Sector Director (until 11.30am)  
Professor Jacqui Hare, Higher Education Sector Director  
Professor Jerry Hunter, Higher Education Sector Director  
Geraint James, Independent 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) (until 1.00pm)

**Observers:**

Amanda Wilkinson, Universities Wales (from 11.00am)  
Kimberley Meringolo, 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

**Apologies:**

Dr Rhodri Llwyd Morgan, Higher Education Sector Director  
Professor Hywel Thomas, Higher Education Sector Director  
Ieuan Wyn, Independent Director  
Sion Davies, Welsh Language Officer, NUS Wales (Observer)  
Dr Cliona O'Neill, Higher Education Funding Council for Wales (HEFCW) (Observer)

Item	Main points of discussion	Actions	Timescale
<b>1. Welcome and introduction</b>	1.1 Members were welcomed to the meeting 1.2 Apologies were received to be included in the minutes		
<b>2. Declarations of interest</b>	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.  2.2 There were no declarations of interest except those already recorded		
<b>3. To receive and consider the minutes of the meeting of 17 June 2015</b>	3.1 <u>Item 12.2.</u> It was noted that the wording of the Coleg's statement regarding the issue of Neuadd Pantycelyn, which had been proposed by Professor Iwan Davies, should be included in full in the minutes:  'The Coleg Cymraeg Cenedlaethol Board of Directors  - has received and discussed a paper by the director representing students entitled <i>Concerns for Potensial Closure to Pantycelyn Halls of Residence</i> ,  - notes the concerns expressed in the paper,  - supports the principle of providing a suitable atmosphere and experience for Welsh medium students in every university in Wales'.  3.2 Subject to the following, the minutes were accepted as a correct record of the meeting held on 17 June 2015.		
<b>4. To receive and consider the</b>	4.1 The minutes were accepted as a correct record of the meeting held on 23 September 2015.		

<b>minutes of the special meeting of 23 September 2015</b>			
<b>5. Correspondence</b>	5.1 There was no correspondence for the attention of the Board of Directors.		
<b>6. Constitutional Matters</b>	6.1 The arrangements for the Annual Meeting (Court and Annual Congregation) were presented. They will be held on 2 March 2016 at the Temple of Peace, Cathays Park, Cardiff. The Court will start at 3.30 and the Annual Congregation will start at 6.00. The Board meeting will be held the following day on 3 March 2016.		
<b>7. A session on the responsibility and liability of directors by the Coleg's solicitors, Capital Law</b>	7.1 A session was held on the responsibility and liability of directors by Iestyn Morris and Sion Tudur, from the Coleg's solicitors, Capital Law. The session emphasised the seriousness of members' responsibilities as company directors and charity trustees. Documentation was circulated including supporting information, and the directors were encouraged to visit the Charity Commission website.  The Chair thanked the solicitors for an interesting and informative training session.		
<b>8. Nominations for Honorary Fellows 2016</b> <b>(CONFIDENTIAL)</b>	8.1 The Board approved the decision to invite Rhian Huws Williams, Ned Thomas and Geraint Talfan Davies to become Fellows at the Annual Congregation in Cardiff on 2 March 2016. It was emphasised that the names remain confidential until officially announced.		
<b>9. Financial Matters</b>	9.1 The Registrar, Dr Dafydd Trystan, gave a verbal report on the audited accounts, and it was noted that it was a clean audit. It was further noted		

	<p>that the Coleg has reserve assets in order to provide assurance in the financially uncertain period of the next few years. The audited accounts were confirmed by the Directors.</p> <p>9.2 Dr Dafydd Trystan presented a draft budget for 2016/17, and it was noted that a number of savings had been made. It was noted that the process of planning the 2016/17 year was underway at the moment.</p> <p>9.3 The Board noted the decision to fund 10 research scholarships to 50% rather than fully funding half that number.</p> <p>9.4 It was noted that there would be an opportunity to confirm the budget at the Board meeting in March, and to make any necessary adjustments.</p> <p>9.5 The directors confirmed the draft budget, and there were no questions. It was emphasised that the directors must have joint ownership of the decisions and ensure balance between various elements of the budget.</p>		
<p><b>10. To receive a verbal report from the working group appointed to consider possible revisions to the Coleg's Constitution</b></p>	<p>10.1 A verbal report was given by Professor Iwan Davies, Chair of the Working Group established to review the Constitution. He reported that the Constitution Working Group had met on 30 July 2015 to consider updates and amendments to the Coleg's Memorandum.</p> <ul style="list-style-type: none"> <li>• It was agreed that sections referring to the Coleg's establishment should be substantially updated, since they are no longer relevant. Updates would also be needed for some clauses that do not reflect good practice in company law – these can be detailed at the next Board meeting.</li> <li>• It was noted that the working group had not accepted the proposal by Beth Button to add another director to the Board, i.e. an Independent Director representing students, since the number of Directors would be increased and the Board would become uneven. The wording of the Constitution was emphasised: it is NUS Wales</li> </ul>		

	<p>that nominates the person they deem eligible through their own processes, after which the nominated person goes through the Appointments Committee's appointments process. This is in line with the method of appointing other directors.</p> <p>Beth Button noted that she was happy with the decision, since the student voice is conveyed by the director representing students, but she noted that she would be glad if the working group could keep the matter on the table for later discussion when appropriate.</p> <ul style="list-style-type: none"> <li>• It was noted that the working group had recommended training for directors on their duties. The training in question took place during the Board meeting.</li> </ul>		
<p><b>11. External review of the Coleg's scholarships: to receive and consider the recommendations</b> <b>(BC/15/03/17)</b></p>	<p>11.1 The Registrar, Dr Dafydd Trystan, gave a verbal presentation on the report and the financial context.</p> <p>The following strategic recommendations were noted specifically:</p> <ul style="list-style-type: none"> <li>• to consider increasing the budget available for scholarships. It was noted that the current agreement with the Welsh Government does not allow for this. Consideration will be given to doing this in future using Coleg resources if funding allows for this.</li> <li>• to rebalance the number of Main Scholarships and Incentive Scholarships, so that more Incentive Scholarships can be awarded.</li> <li>• to create a uniform awarding process across the universities, to be reviewed following the internal auditors' review of the structure of Coleg branches.</li> <li>• to change the timing of the award of some of the Incentive Scholarships.</li> <li>• to limit the number of scholarships awarded to some subject areas.</li> </ul> <p>Approval was given to all the recommendations as follows:</p>		

	<ul style="list-style-type: none"> <li>• That consideration be given to varying the budget for undergraduate scholarships in future if the Coleg's funding arrangements allow for this.</li> <li>• That there should be a further reduction in the number of Main Scholarships in order to offer as many Incentive Scholarships as possible.</li> <li>• That the arrangements for awarding Main Scholarships should continue as they are, but that the matter should be reconsidered following receipt of the internal auditors' report on the structures of Coleg branches.</li> <li>• That an arrangement of setting two deadlines for the Incentive Scholarships should be trialled for a year in the first instance, and subsequently reviewed. This will be introduced as soon as practicably possible.</li> <li>• That an arrangement should be trialled (for a year in the first instance and subsequently reviewed) by which a maximum is set for the number of Incentive Scholarships that can be awarded to individual academic departments. This will be introduced as soon as practicably possible.</li> <li>• That the officers shall be authorised to act on the other recommendations.</li> </ul>		
<p><b>12. Chair's Matters</b></p>	<p><i>At this point, Amanda Wilkinson, Chief Executive of Universities Wales, joined the meeting.</i></p> <p>12.1 The Chair, Andrew Green, gave a verbal report on the deliberations of the directors at their meeting in Llandrindod in September. Five points were noted in particular:</p> <p>1. The need to ensure a better understanding of the work and</p>		

	<p>achievements of the Coleg among various audiences, including Universities Wales, the institutions, the Government and the general public. He drew the directors' attention to the infographics that have been published recently on Twitter and Facebook. He noted in particular the fact that the Coleg's administrative costs are a small proportion of its expenditure, and that the Coleg is meeting its targets for the Government.</p> <ol style="list-style-type: none"> <li>2. That potential models for the future have been considered, including a model whereby the universities take responsibility for internal teaching provision but the Coleg takes responsibility for all other aspects, including national academic planning, setting strategic priorities, developing resources, providing services.</li> <li>3. The need to continue to talk to the Government, HEFCW, Universities Wales and individual institutions in order to reduce uncertainty and find a solution.</li> <li>4. The need to keep a close eye on Welsh-medium provision in the institutions.</li> <li>5. The implications of any new model for the way in which the Coleg plans academically.</li> </ol> <p>12.2 It was noted that letters to the institutions have been prepared regarding the situation of the posts coming to an end in summer 2016, with reference to the continuation of national collaborative provision.</p> <p>12.3 There was a discussion about various potential models for the future funding of the Coleg. Amanda Wilkinson noted the support and commitment of the sector to Welsh-medium provision.</p> <p>12.4 It was noted that there is a need to increase and maintain awareness about the Coleg's achievements and about the national nature of the work. It was noted that the Annual Report for 2014/15 would be an important tool in highlighting all the important work carried out. It was also emphasised that communicating positive messages about the Coleg is critical, including meetings with vice-chancellors and others.</p>		
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	<p>12.5 It was noted that the Coleg is already well aware of the need to make savings, and has already identified and implemented savings.</p> <p><i>At this point, Professor Iwan Davies and Amanda Wilkison left the meeting.</i></p>		
<p><b>13. Chief Executive's report</b> <b>(BC/15/03/11)</b></p>	<p>13.1 A written report by the Chief Executive was received.</p> <p>13.2. In light of the current financial uncertainty, it was recommended that the agreements for funding universities that are to expire in summer 2016 should be extended until summer 2017 at the latest. The Board accepted the recommendation.</p> <p>13.3 As the five year period for funding from the Coleg ends in the case of individual posts, it was noted that the Coleg would establish a system for monitoring any changes, over time, in Welsh-medium provision. The Coleg would consider how to deal with situations where the provision for students was declining.</p> <p>13.4 It was noted that research scholarships would be offered to begin in 2016/17.</p> <p>13.5 It was noted that Branch Officer posts becoming vacant would be filled, but it is not possible to guarantee the continuation of the grants beyond 31 July 2017.</p> <p>13.6 It was noted that the costs of a new model for the accreditation of the Welsh Language Skills Certificate had not arrived from WJEC in time for the Board meeting. This meant it would not be possible to submit a recommendation at this time.</p> <p>13.7 It was noted that all the activities undertaken by the Coleg needed to be emphasised, and that it was also important to be clear that most of these activities are not Coleg running costs, but are undertaken primarily within the institutions. A leaflet was distributed that noted the</p>		

	<p>costs under various headings. Dr Dylan Phillips gave a presentation on one of these activities, the academic training programmes. The Board noted especially the need to spread the message that these programmes were available to all and that they were successful.</p> <p>13.8 The Coleg's Operational Plan was received, and the intention to have a Coleg branch at Glyndŵr University was noted.</p> <p>13.9 It was noted that the Research Strategy needed to be approved, since the Board was not quorate when the Strategy had been discussed at its meeting on 17 June. The Board agreed to approve the Research Strategy.</p>		
<b>14. Reports from Directors</b>	14.1 There were no reports from directors.		
<b>15. Audit and Risk Committee</b>	<p>15.1 The minutes of the Audit and Risk Committee meeting held on 20 October 2015 were received, and the Chair, Geraint James, gave a verbal report on the meeting.</p> <p>15.2 The new members of the Audit and Risk Committee, Gareth Eyres and Professor Jacqui Hare, were thanked for their work. It was noted that there was a continuing need for additional members, and the directors were invited to propose names.</p>		
<b>16. The Risk Register (BC/15/03/15)</b>	<p>15.1 It was noted that the Risk Register was divided into strategic risks and operational risks, and that the main responsibility of directors was to discuss the strategic risks. Comments were also invited on the operational risks.</p> <p>15.2 A discussion was held on the Risk Register, and the following was noted:</p>		

	<ul style="list-style-type: none"> <li>• Risk 12/09 – That directors were invited to express a view in meetings.</li> <li>• Risk 15/01 – That number 15/01 should be reworded in order to identify the specific risk: 'Declining provision due to key posts expiring and institutions taking or not taking key decisions'.</li> </ul> <p>15.3 The Risk Register was confirmed.</p>		
<p><b>17. Academic Board</b></p>	<p>17.1 The Dean, Dr Hefin Jones, gave a verbal report on the Academic Board meeting held on 14 October 2015.</p> <ul style="list-style-type: none"> <li>• It was noted that the Academic Board intends to continue to develop a new Academic Plan to reflect the Coleg's evolution.</li> <li>• It was noted that some subject reviews had been postponed in light of the financial uncertainty, but the intention to complete the reviews already underway, as well as reviews of some strategically important subjects, was noted.</li> <li>• The intention to review all academic activity eventually, including projects, was noted.</li> <li>• It was noted that the Academic Board welcomes the Coleg's involvement in the Science Pavilion at the National Eisteddfod.</li> <li>• It was noted that the Academic Board had received reports on Widening Access by Delyth Murphy, and on a <i>Mwy na Geiriau</i> (More Than Just Words) resource (in Health) by Gwerfyl Roberts.</li> <li>• It was noted that student representatives on the Academic Board participate well, that they choose their own topic on which to present a paper. It was noted that the topic at this meeting was the availability of Welsh-medium lecturers, and that communication</li> </ul>		

	<p>would be the topic at the next meeting.</p> <ul style="list-style-type: none"> <li>• It was noted that a number of awards are now given by the Coleg and that the awards processes have been outlined in a specific document by Coleg officers.</li> <li>• It was noted that the Academic Board wishes to see Glyndŵr University developing further, and that increasing efforts are being made to develop the relationship.</li> <li>• The Dean thanked Coleg officers for making arrangements for the Dean's Tour.</li> <li>• Professor Jacqui Hare noted that the Dean's visits and meetings with officers and branch members had been useful, and that the Dean's Tour was very much worthwhile.</li> </ul>		
<p><b>18. Matters arising from the minutes of the 17 June 2015 and 23 September 2015 meetings</b></p>	<p>18.1 <u>17 June 2015</u></p> <p><u>Item 8.5 Initial Teacher Training.</u> Dr Gwyn Lewis gave an update on the scheme, and it was noted that there is continuing uncertainty about what will happen following the pilot scheme. It was noted that there would be a meeting in January between HEFCW, the Government and the Coleg to discuss this.</p> <p>18.2 <u>23 September 2015</u></p> <p>There were no matters arising.</p>		
<p><b>19. Date and location of the next meeting</b></p>	<p>19.1 The next meeting of the Board of Directors will be held on 3 March 2016 at Cardiff University.</p> <p>19.2 The simultaneous translators were thanked for their work, as were the staff of the University of Wales: Trinity Saint David for their assistance</p>		

	in arranging and hosting the meeting.		
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