

**Coleg Cymraeg Cenedlaethol Board of Directors**

**Monday, 27 June 2011  
11.00 – 16.00**

**MedRus 1, Penbryn Hall, Aberystwyth University**

**Present:**

**Directors:**

Professor R.Merfyn Jones, Chair  
Wyn Thomas, Higher Education Sector Director  
Helen Marshall Higher Education Sector Director  
Professor Hywel Thomas, Higher Education Sector Director  
Geraint James, Independent Director  
Gareth Pierce, Independent Director  
Linda Wyn, Independent Director  
Dr Hefin Jones, Director representing Academic Staff  
Katie Dalton, Director representing Students

**Officers:**

Dr Ioan Matthews, Chief Executive, Coleg Cymraeg Cenedlaethol (IM)  
Dr Gwennan Schiavone, Secretary, Coleg Cymraeg Cenedlaethol (GS)

**Observers:**

Dr Alison Allan, Higher Education Funding Council for Wales (HEFCW)

**Apologies:**

Professor Medwin Hughes, Higher Education Sector Director  
Professor Aled Jones, Higher Education Sector Director  
Jacqui Hare, Higher Education Sector Director  
Dr Ian Rees, Independent Director  
Lisa Newberry, Higher Education Wales, Observer

**Also present:**

Mererid McDaid, Solicitor, Morgan Cole (present for Item 2 on the agenda only)

Item	Main discussion points	Action Points	Timescale
<b>1 Opening Comments</b>	<p>1.1. The Chair welcomed everybody and thanked Aberystwyth University for hosting the meeting.</p> <p>1.2. Particular welcome was extended to Mererid McDaid, Morgan Cole Solicitors, who was present to give a presentation on the responsibilities and duties of directors.</p>		
<b>2 Presentation by Mererid McDaid, Morgan Cole Solicitors, on the duties and responsibilities of Directors</b>	<p>2.1. A full presentation was given by Mererid McDaid (MM), Morgan Cole Solicitors, on the duties and responsibilities of Coleg Directors.</p> <p>2.2. The responsibilities of Directors, under Companies Act 2006, were clearly noted, and their duties as Trustees under Charities Law, and the requirements of the Charities Commission.</p> <p>2.3. An outline was provided of the role and responsibilities of the Board and the Directors themselves, in accordance to what was noted in the Coleg's Articles and Memorandum of Association, and advice and guidance were offered on matters related to effective working.</p> <p>2.4. The Directors discussed the contents of the presentation, with attention to some elements of the Directors responsibilities.</p> <p>2.5. At the end of the presentation, MM was thanked for her contribution and it was noted that the session had been very useful to the Directors as they started their work.</p>		
<b>3 Coleg Strategic Plan: 2011/12 to 2013/14 (BC/11/02/03)</b>	<p>3.1. In presenting this item, copies of the draft grant letter sent to the Coleg by HEFCW a week before the meeting were distributed for information, and it was noted that the conditions / targets noted in the letter would be incorporated into the final</p>		

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	<p>draft of the Strategic Plan. It was noted that the Coleg would hold a meeting with HEFCW officers to ensure that other activities that are core to the work of the Coleg are noted in the letter.</p> <p>3.2. IM gave a presentation outlining the main elements of the initial draft of the Coleg's Strategic Plan for the period 2011/12 to 2013/14, and the timetable for consulting on the Plan was noted.</p> <p>3.2.1. The key themes were introduced individually, as well as the main action steps that are proposed for the Coleg to respond to the themes and challenges associated with these targets. It was noted that officers of the Coleg would prepare an Annual Action Plan for 2011/12 based on the final draft of the Plan so as to outline fully how the steps will be implemented.</p> <p>3.2.2. It was noted that it was also intended to create an introduction to the Plan, to note the Coleg's main objectives.</p> <p>3.3. The Directors discussed the content of the Plan and comments were made on each theme within the document. Specifically, the following were noted:</p> <p>3.3.1. <b>Key Theme 1</b></p> <p>(i) The emphasis on academic planning was noted and welcomed, and the objective of creating an ambitious national academic plan. The firm statement that all financial investments by the Coleg would be in response to the aims and needs identified in the academic plan was also welcomed.</p>		

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	<p><b>3.3.2. Key Theme 2</b></p> <ul style="list-style-type: none"> <li>(i) The targets to increase the number of students studying through the medium of Welsh were noted, and the emphasis on widening study opportunities was welcomed, as was the need to ensure that the Welsh medium learning experiences available to students are of the highest quality and are equivalent to any other study experiences.</li> <li>(ii) The challenge associated with the objective of increasing Welsh medium registrations was noted, as was the key role that the institutions and Coleg 'branches' within the institutions had to play towards achieving the aim, in collaboration with the Coleg.</li> </ul> <p><b>3.3.3. Key Theme 3</b></p> <p>The commitment to respond to the skills agenda and workplace needs was welcomed. It was suggested that in this context, and in the body of the Plan itself, references to part time students should be strengthened. It was noted that the commitment of the Coleg to widening access and increasing participation should also be recorded.</p> <p><b>3.3.4. Key Theme 5</b></p> <ul style="list-style-type: none"> <li>(i) The commitment to promoting and supporting Welsh medium scholarship and learning was welcomed, and the importance of attracting educators and researchers of the highest quality to contribute to the Coleg's programme was noted.</li> <li>(ii) The need to refer to establishing a Research and Publications Committee was noted.</li> </ul> <p><b>3.3.5.</b> In addition to the above comments, minor changes were agreed to the wording of sections of the Plan.</p>		

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	3.4. It was noted that Coleg officers would now draw up a final draft of the document, incorporating the comments of the Directors following the meeting. It was agreed to distribute the revised draft to Directors so as to receive any further comments before submitting the document for full consultation in September.	Coleg Officers to draw up a final draft of the document, and to distribute it to the Directors before submitting the document for full consultation in September 2011.	July - September 2011
<b>4 Coleg central staffing</b> (BC/11/02/04)	4.1. A discussion was held on the current Coleg staffing situation and the day to day management structures. The responsibilities of individual staff members were briefly noted, and the new responsibilities and duties arising from the establishment of the Coleg were outlined, as well as the additional workload that current Coleg staff have undertaken. Following the discussion, the Directors decided that 2.5 additional members of staff at grade 5, to be located in Carmarthen, should be appointed. In approving the recommendation, the appreciation of Directors for the work that Coleg staff have already accomplished was noted, and officers were congratulated on their achievements to date.	The Coleg to advertise posts as soon as possible.	July 2011
<b>5 Apologies</b>	5.1. It was noted that apologies had been received from Professor Aled Gruffydd Jones, Professor Medwin Hughes and Jacqui Hare (Higher Education Sector Directors); Dr Ian Rees (Independent Director) and Lisa Newberry, Higher Education Wales (Observer).		
<b>6 To receive the minutes of the meeting held on 30 March 2011</b>	6.1 The minutes were accepted as an accurate record of the meeting.		
<b>7 Matters Arising</b>	7.1. In relation to the action point arising from 12.4., it was noted		

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	<p>that it was not possible to include a presentation on the monitoring processes for grants awarded by the Coleg as an item for this meeting, as the agenda was very full. It was suggested that a workshop could be held for the Directors on the Coleg's grant monitoring processes in future.</p> <p>7.2. It was noted that it was intended to add another standing item to Board meeting agendas to note correspondence. It was noted that the Chair had received correspondence from Newport University following the last meeting in relation to their engagement with the Coleg's work, and the role that they had to play in the context of that work. It was noted that the Coleg's Chief Executive had met the Pro Vice-Chancellor of Newport University following discussion with the Chair, to discuss the matters noted in the correspondence.</p>		
<p><b>8 Staffing Issues</b> (BC/11/01/08)</p>	<p>8.1. It was noted that agenda had been drawn up at a time when uncertainty remained regarding pension arrangements, and the eligibility of staff to join the USS pension scheme. It was noted that the situation had now been resolved, following the agreement of four higher education institutions to provide a joint warranty for the Coleg, thus satisfying USS requirements. Formal thanks were noted to Lisa Newbury of Higher Education Wales for all her work in this context.</p> <p>8.2. It was noted that the process of transferring staff to Coleg employment was occurring immediately, with the aim of completing transferral by the end of July.</p>		
<p><b>9 Governance</b> (BC/11/02/09)</p>	<p>9.1 <u>Coleg Registration with the Charities Commission</u> It was noted that an application to register with the Charities Commission had been submitted in April, and that enquiries received from the Commission since then had been</p>	<p>Coleg Secretary to make arrangements to receive the statements of those</p>	<p>July 2011</p>

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	<p>answered. It was noted that the Coleg had to receive individual statements from the Directors to complete the registration process. It was agreed that all present would sign the document at the end of the meeting and that the Secretary would make arrangements after the meeting to receive the statements of those who were not present.</p> <p>9.2 <u>Code of Practice for Directors and Officers</u></p> <p>9.2.1. It was noted that Coleg officers had prepared a Code of Practice based on good practice, and the requirements of the Coleg's Memorandum and Articles of Association. It was noted that the document was now in the hands of the Coleg's solicitors, and that it would be circulated once the comments of the lawyers had been received and incorporated into the document. The intention to present the document in its final form, for adoption by the Directors at the next meeting, was noted.</p> <p>9.2.2. In the meantime until the Coleg's lawyers confirm their agreement to the Code of Practice in its final form, it was noted that the Directors were obliged to ensure that they abide by the Personal Conduct Regulations for Coleg Directors, adopted at the Board meeting on 30 March 2011, and to be incorporated into the full Code of Practice.</p> <p>9.3 <u>Procedure for the appointment and reappointment of Directors</u></p> <p>9.3.1. The Directors were invited to consider the recommendations proposed in Appendix 9/1 of the paper, to agree an appointment system and a timescale for implementing the process.</p> <p>9.3.2. The recommendations were approved unconditionally.</p> <p>9.4 <u>To confirm arrangements for stakeholder members</u></p>	<p>who were not present at the meeting and to complete the process of registering the Coleg as a charity.</p> <p>Coleg officers to implement the arrangements in line with the timescale noted in the paper.</p>	<p>Unspecified</p>

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	<p>9.4.1. An update was received from GS on the responses received following the initial invitation distributed to stakeholder members. It was noted that the majority of bodies had confirmed that they wished to be members of the Coleg. It was noted that the next step was to invite the bodies concerned formally to become stakeholder members of the Coleg, and to invite them to the Coleg's first annual meeting.</p> <p>9.5 <u>Date of first annual meeting</u></p> <p>9.5.1. It was noted that the Coleg, constitutionally, had to hold its first annual meeting within eighteen months of its date of incorporation.</p> <p>9.5.2. The recommendation to set the Coleg's first accounting year as a short year from 1 April to 31 July was noted. Following this, as it would not be possible to present and receive accounts for the period between April and July 2011 at the meeting of the Board in October, there would have to be a special meeting of the Board in November 2011 to receive the accounts. The recommendation was accepted and it was agreed to hold the meeting over the videoconferencing network. It was also agreed to rearrange the dates of Board meetings during the autumn of 2012 and 2013 so as to hold the meetings in November of those years.</p> <p>9.5.3. Following the above, it was agreed to hold the first annual meeting on 28 February 2012.</p>		
<p><b>10 Financial Issues</b> (BC/11/02/10)</p>	<p>10.1. In opening this item on the agenda, it was noted that the first meeting of the Audit Committee had been held on the morning of the meeting. It was noted that Geraint James (GJ) had been nominated Chair of the Committee and it was confirmed that he had accepted the role.</p>	<p>GJ and senior Coleg officers to meet and</p>	<p>Unspecified</p>

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	<p>10.2 <u>To confirm Coleg Financial Regulations</u></p> <p>10.2.1. It was noted that some minor changes had been made to the Financial Regulations approved by the Board on 30 March, following expert advice on the document. GJ reported that the intention, following discussion at the Audit Committee, was to draw up an Appendix to the Regulations outlining the practical processes for implementing the regulations. It was noted that GJ and senior Coleg officers would meet to discuss the issue further, and prepare a draft report.</p> <p>10.2.2. It was noted that the Audit Committee recommended that the Regulations should be approved, and the Board agreed to accept the Regulations in their revised form and to adopt them fully.</p> <p>10.3. <u>Funding agreement between the Coleg and HEFCW</u></p> <p>10.3.1. It was reported that the funding agreement had now been signed by the Chief Executive of the Coleg and the Chief Executive of HEFCW, and that a copy of the agreement would appear on the Coleg website, for information.</p> <p>10.4. <u>Audit Committee: (oral) report on the first meeting</u></p> <p>10.4.1. GJ gave an oral report on the first meeting of the Committee, which summarized the discussions and decisions as follows:</p> <ul style="list-style-type: none"> <li>(i) The full terms of reference of the Committee were accepted and adopted;</li> <li>(ii) The Financial Regulations were formally approved and a recommendation to draw up an appendix outlining the practical processes as noted in 10.2.1. above was agreed.</li> <li>(iii) The process of submitting and receiving Coleg accounts was discussed, and it was noted that it was agreed to receive the accounts for the period between April and</li> </ul>	<p>prepare an appendix for the Regulations.</p>	

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	<p>July 2011 by holding a special meeting of the Board of Directors in November.</p> <p>(iv) The need to appoint Internal and External Auditors for the Coleg was discussed, and it was noted that the Committee recommended giving priority to the appointment of External Auditors, and to appoint Internal Auditors at a later date. It was agreed that Coleg officers would advertise for External and Internal Auditors in the next week, but with priority being given to appointing External Auditors.</p> <p>(v) The need to draw up a 'Risk Register' for the Coleg was discussed, and it was noted that this work was in progress by Coleg officers.</p> <p>10.4.2. GJ was thanked for his report and for agreeing to chair the Committee.</p> <p>10.5 <u>To appoint Internal Auditors</u></p> <p>10.5.1. In accordance with 10.3.1. (iv) above it was noted that the Coleg would advertise for Internal and External Auditors in the coming weeks.</p>	<p>Coleg Officers to advertise for Internal and External Auditors.</p>	<p>July 2011</p>
<p><b>11 The Coleg's Academic Board (BC11/02/11)</b></p>	<p>11.1. In line with what was agreed in the last Board meeting, it was noted that reference was made to Paper Ref: BC/11/01/10 which was discussed at the first Board meeting, for consideration by the Advisory Group in its meeting on 13 May. It was noted that this revised version of the paper (Appendix 11/1) was the result of discussions conducted at that meeting and also reflected comments received by individual directors and other colleagues at the institutions.</p> <p>11.2. It was noted that there were two main changes to the paper, namely:</p>		

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	<p>(i) A recommendation to appoint the member of the Board of Directors representing academic staff to be Chair of the Academic Board, and to receive the title 'Dean'. It was noted that the recommendation was a response to the opinion that a clear link was needed between the Board of Directors and the Academic Board.</p> <p>(ii) Revised recommendations regarding membership of the Board.</p> <p>11.3. Regarding the issue of Academic Board membership, Katie Dalton (KD) noted that discussions had been held between NUS Wales and the presidents of Welsh student unions. KD noted that the student body supported the intention to elect three representatives from among students who are members of the Coleg on a regional basis.</p> <p>11.2. The Directors were asked to consider a revised version of the proposals as a basis for the establishment of the Coleg 'Academic Board' and the proposals were accepted unconditionally.</p> <p>11.5. It was noted that Coleg officers would prepare a formal circular to distribute to the universities containing the proposals agreed at the meeting, with a request that the universities nominate representatives to become members of the Board. It was noted that the Board would receive a report on the responses at the next meeting.</p>	<p>Coleg officers to prepare and distribute a formal circular containing the proposals agreed at the meeting.</p>	<p>July 2011</p>
<p><b>12 Interim Action Plan April - July 2011</b> (BC/11/02/11)</p>	<p>12.1. It was noted that the Interim Action Plan for the period between April and July 2011 had been drawn up by Coleg officers at the request of HEFCW. It was noted that the Plan had been submitted to HEFCW officers on 8 June, following</p>		

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	<p>discussion with the Coleg Chair.</p> <p>12.2. It was noted that the Plan provided an overview of the main strategic and operational activities that the Coleg will be undertaken during the period concerned, and they were distributed to the Directors for information.</p> <p>12.3. It was noted that Coleg officers would prepare detailed annual Action Plans following agreeing to the Strategic Plan.</p>		
<b>13 2011/12 Budget</b>	<p>13.1. A copy of the Coleg's draft budget for 2011/12 was distributed to Directors and IM introduced the content of the budget</p> <p>13.2. Reference was made to the main elements of the budget and the activities in each individual category.</p> <p>13.3. The Directors agreed to accept the budget 2011/12.</p>		
<b>14 To draw up an Operational Agreement between the Coleg and the institutions (including the establishment of branches) (BC/11/02/14)</b>	<p>14.1. IM presented the paper. It was noted that the legal relationship between the Coleg and higher education institutions had been noted in the Coleg's constitution, but that the Coleg's lawyers would draw up an Operational Agreement between the Coleg and the institutions to create a firm framework for implementing the legal relationship.</p> <p>14.2. It was noted that the paper contained what were considered to be the main elements of the agreement.</p> <p>14.3. The intention to draw up an Operational Agreement with the institutions, based on specialist legal advice, was approved, and the content of the paper as a basis for the Agreement was welcomed.</p>		
<b>15 Academic</b>	15.1. It was noted that the paper presented a draft of a circular		

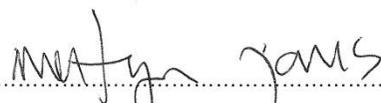
Item	Main discussion points	Action Points	Timescale
<p><b>Staffing Plan: arrangements for 2012/13</b> (BC/11/01/15)</p>	<p>inviting applications for posts to be funded from the Coleg academic staffing plan, to begin in 2012/13.</p> <p>15.2. The recommendation in relation to the timetable for advertising and awarding the posts was presented, and the recommendation was commended to the Directors to approve the appointments in their meeting on 29 February 2012.</p> <p>15.3. It was noted that the draft circular proposed that applications should be sought on the same principles as used in 2011/12. It was noted however that Directors needed to decide on the conditions to set in relation to inviting posts in specific academic fields, or whether to leave the invitation open to the institutions.</p> <p>15.3.1. The matter was discussed and it was agreed not to restrict on the basis of specific fields. However it was noted that it should be emphasised that it would be a condition that the applications should be consistent with subject development plans, and institutional plans for the development of Welsh medium provision.</p> <p>15.4. The Directors discussed the content of the circular, and it was approved subject to the following amendments:</p> <ul style="list-style-type: none"> <li>(i) To rephrase paragraphs 21 and 22 to reflect appropriately the balance between research expectations and teaching requirements;</li> <li>(ii) To amend paragraph 4, in accordance with the Directors' decision to allow the funding of posts based on a 50% grant as well as 100% and 75% models.</li> <li>(iii) To include emphasis, earlier in the document, on the relevance and importance of the development plans as a basis for the awarding process.</li> </ul>	<p>Coleg officers to create a revised draft of the circular based on the amendments noted in 15.4. (i) -(iii) and to distribute it.</p>	<p>September 2011</p>

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	<p>15.5. In the broader context of the staffing plan, the recommendation in the paper was approved to authorise Coleg officers, in consultation with the Director, to deal with situations that needed to be addressed in the bridging period between the former plans of the Centre and the Coleg's current plans. In this context, the aim of ensuring that all academic posts funded by the Coleg should arise from the academic staffing plan by academic year 2013/14 was approved.</p>	<p>Coleg officers, in consultation with the Chair to act in accordance with the recommendation</p>	<p>Unspecified</p>
<p><b>16 To receive recommendation s for allocations from the Coleg's Strategic Development Fund (BC/11/01/16)</b></p>	<p>16.1. In opening the item, it was noted that the paper contained matters that could cause a conflict of interest, as the recommendations concerned awarding money to universities. It was noted that it was not therefore appropriate for Directors from the sector to express their opinion on the recommendations.</p> <p>16.2. The paper was presented and the process undertaken to invite and consider the applications received was outlined.</p> <p>16.3. It was noted that it was agreed to divide the applications into two categories: (i) applications where the project was recommended for support subject to agreeing a full project plan and (ii) applications where further consideration would be needed before making a decision. It was noted that Appendix 16/2 of the paper concerned contained a list of the applications in category (i) and the Directors were invited to consider the recommendations.</p> <p>16.4. The recommendations were noted and approved unconditionally.</p> <p>16.5. It was noted that Coleg officers would prepare a formal</p>	<p>Coleg officers to draw</p>	<p>July 2011</p>

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	circular to inform institutions of the decisions, and Directors were asked to treat the recommendations as wholly confidential in the meantime.	up and distribute a circular noting the decisions.	
<b>17 To agree a theme for strategic discussion at the next meeting</b>	17.1. The following theme was agreed for strategic discussion by the Board at the next meeting. 'Current Statistics on Student Numbers and Welsh Medium Provision'.		
<b>18 Any other business</b>	<p>18.1 The number of Board meetings to be held annually was discussed. It was agreed to continue to meet three times a year initially, but it was also agreed that consideration should be given to holding workshops or additional sessions for the Directors on the Coleg's work during the year, and to arrange additional formal or informal meetings as necessary.</p> <p>18.2. In order to set firm foundations for the work of Directors and their dealings with the day to day work of the Coleg, it was agreed that it would be appropriate to invite individual Directors to contribute to specific aspects of the Coleg's work on the basis of their experience and / or their expertise. It was noted that it would also be beneficial for the Directors to visit the Coleg's central office to meet Coleg officers.</p> <p>18.3. It was noted that the Coleg's first Annual Conference would be held on 5 July at Aberystwyth University. It was noted that the programme of the conference would include a combination of presentations, and parallel sessions / workshops by sector contributors and representation from the Coleg's wider partners.</p> <p>18.4. It was noted that a successful research conference had been held at Gregynog at the end of May, and the need to</p>		

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	<p>congratulate the Coleg on arranging such an event was noted, bringing Welsh medium research students and academic staff from a variety of fields together to deliver academic papers.</p> <p>18.5. It was noted, for information, that the Coleg would hold a number of events at the National Eisteddfod in Wrexham and an outline of the proposed programme was provided. The intention to invite the Education Minister to the launch of the Coleg's membership system was noted, which was to be held during the Eisteddfod week. It was noted that all Directors would be warmly welcomed to all events.</p>		
<b>19 Date and location of next meeting</b>	The next meeting will be held on 17 October in Cardiff.		

Derbyniwyd a chymeradwywyd y cofnodion yn ffurfiol yng nghyfarfod Bwrdd Cyfarwyddwyr y Coleg Cymraeg Cenedlaethol a gynhaliwyd ddydd Llun, 17 Hydref 2011 ym Mhrifysgol Caerdydd.

Llofnod:  .....

(Yr Athro R. Meryn Jones, Cadeirydd y Coleg Cymraeg Cenedlaethol)

Dyddiad: 17. X. 2011 .....