

Coleg Cymraeg Cenedlaethol Board of Directors

Wednesday 17 November 2021 (10:00 – 14:00)

Microsoft Teams

Present

Directors:

Llinos Roberts (Interim Chair)
Ann Beynon
William Callaway
Nia Elias
Rhys Evans
Meri Huws
Dr Anwen Jones
Gwilym Dyfri Jones
Pedr ap Llwyd
Angharad Roberts
Professor Enlli Thomas

Observers:

Meg Hughes, Higher Education Funding Council for Wales (HEFCW)
Branwen Thomas, Welsh Government

In attendance:

Rhian Huws Williams, Appointments and Governance Standards Committee (Chair)

Officers:

Dr Ioan Matthews (Chief Executive)

Dr Dylan Phillips (Secretary)

Dr Dafydd Trystan (Registrar)

Nia Brown (Governance Officer)

Gwenllian Griffiths (Chief Engagement and Communications Officer)

Mari Fflur (Academic Manager) (Item 19 only)

Apologies:

Professor Jerry Hunter

Minutes of the 17 November 2021 meeting

1. Item 1 – Welcome, apologies and preliminary matters

Number	Main points of discussion	Actions	Timescale
1.1	All those present were welcomed to the meeting.		
1.2	The apologies of Professor Jerry Hunter were noted on the occasion of his last meeting, and appreciation was expressed for his service on the Board and the Finance and General Purposes Committee. Reference was made to his commitment to the Welsh-medium research and publication agenda as chair of the Research and Publication Committee.		

2. Item 2 – Declarations of interest

Number	Main points of discussion	Actions	Timescale
2.1	Members were reminded of the procedure by which they are asked to note any declarations of interest additional to those already noted in the Register of Interests, including for the discussion on the appointment of a new Chair (Item 11).		
2.2	There were no additional interests not already identified on the Register of Interests.		

3. Item 3 – Appointment of a new director to the Board

Number	Main points of discussion	Actions	Timescale
3.1	The appointment of Rhys Evans as a Board member was formally confirmed for four years until 16 November 2025, following correspondence on 5 November 2021.		
3.2	At this point, Rhys Evans joined and was welcomed to the meeting.		

4. Item 4 – Minutes of 30 May 2021

Number	Main points of discussion	Actions	Timescale
4.1	The minutes were accepted as an accurate record of the meeting held on 30 June 2021.		

5. Item 6 – Minutes of 27 July 2021

Number	Main points of discussion	Actions	Timescale
5.1	The minutes were accepted as an accurate record of the meeting held on 27 July 2021.		

6. Item 7 – Matters arising

Number	Main points of discussion	Actions	Timescale
6.1	Item 5.3 – Testing the Coleg’s systems		

	A report was given on an exercise led by the police services department to test the Coleg's systems and subsequent training provided to staff.		
6.2	It was recommended that the Board should have the opportunity to discuss cybersecurity at the next full meeting.	Cybersecurity on next agenda	23 March 2022

7. Item 8 – Confirmation of the appointment of an interim Vice Chair

Number	Main points of discussion	Actions	Timescale
7.1	The appointment of Meri Huws as interim Vice Chair was formally confirmed, following correspondence on 23 September 2021.		

8. Item 9 – Chief Executive's Report

Number	Main points of discussion	Actions	Timescale
8.1	The Chief Executive's written report on recent activities was received.		
8.2	Engagement A report was given on recent meetings held with officials and members of the Senedd, and officials at the Welsh Government's Welsh Language Division were thanked for facilitating financial and strategic discussions.		
8.3	Budget for 2022/23		

	<p>A report was given on the 2022/23 budget proposals submitted to the Welsh Government which include increasing the higher education budget, bearing in mind that no increase had been provided since 2016, as well as increasing further education and apprenticeship budgets to continue to implement the strategy launched in 2019.</p>		
8.4	<p>Initial Teacher Education</p> <p>A report was given on meetings to discuss the Coleg's role in Initial Teacher Education and the opportunity to contribute to a consultation on the proposed ten-year plan.</p>		
8.5	<p>Diversity</p> <p>It was reported that the deadline for the post of Equality, Diversity and Anti-racism Co-ordinator had been extended to attract as wide a range of applications as possible.</p>		
8.6	<p>The Coleg's 10th Anniversary</p> <p>A report was given on the intention to hold an event at the Senedd in May 2022.</p>		
8.7	<p>Working arrangements and well-being</p> <p>A report was given on the regular staff meetings being held and the opportunity provided at those meetings to consult on specific matters.</p> <p>It was reported that the Coleg's offices were open, and that flexibility was given in terms of the staff's working practices.</p>		

8.8	At this point, Dr Anwen Jones joined the meeting.		
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9. Item 10 – Constitutional matters

Number	Main points of discussion	Actions	Timescale
9.1	<p>The Coleg's Annual General Meeting (the Court)</p> <p>It was noted that the Coleg's Annual General Meeting (the Coleg Court) would be held virtually on 22 March 2022.</p>		
9.2	<p>Terms of Reference (Item 10a)</p> <p>Amendments to the terms of reference of the Finance and General Purposes Committee and the Academic Board were presented and approved.</p>		
9.3	<p>The terms of reference of the Appointments and Governance Standards Committee, the Audit and Risk Committee and the Post-16 Strategic Board were presented and approved with no changes.</p>		
9.4	<p>Consideration was given to adding more specific requirements for the membership of the Finance and General Purposes Committee but following a discussion it was noted that the committees themselves identified the skills needed when considering new members and that there was no need for the terms of reference to be so specific.</p>		

10. Item 11 – Appointments and Governance Standards Committee

Number	Main points of discussion	Actions	Timescale
10.1	<p>Minutes</p> <p>The minutes of the Appointments and Governance Standards Committee meeting held on 22 May 2021 were noted and accepted.</p>		
10.2	<p>Constitutional recommendations (Item 11ii)</p> <p>The Secretary presented recommendations on constitutional matters to be submitted to the Annual General Meeting (the Court) on 22 March.</p> <p>Following a discussion, amendments to the Memorandum of Association were approved as follows:</p> <ul style="list-style-type: none"> • Remove clause 3a of Article 24 which disqualifies some individuals from applying to be Chair of the Coleg • Amend Article 27 to extend the term of the chair to four years • Amend clause 3b of Article 24 to specify that the Board shall consist of up to twelve, and no fewer than eight, directors 	Recommendations to the Court	22 March 2022
10.3	<p>Procedure for the reappointment of the Chair</p> <p>During the discussion, it was agreed that the committee would amend and redraft the procedure for the Chair's reappointment, for submission to the Board in due course.</p> <p>In response to a question, it was noted that an annual system was already in place to evaluate the performance of the Chief Executive.</p>	Redraft the procedure for submission to the Board of Directors	Before the end of the summer term 2022

10.4	<p>Timeline for appointing a Chair</p> <p>During the discussion, it was agreed to delay the process for appointing a Chair until after the Annual General Meeting (the Court) in March.</p>		
10.5	<p>Coleg Membership</p> <p>During the discussion, consideration was given to extending the membership of the Coleg to further education institutions and apprenticeship providers.</p> <p>In discussing the ongoing assessment of the Court's effectiveness, it was noted that the only standing business of the Court is to receive the Coleg's annual report and annual accounts.</p>		
10.6	<p>Appointment of Board members and Chair (Item 11iii)</p> <p>The Secretary presented a number of recommendations regarding the appointment of members and a Chair to the Board.</p> <p>New directors</p> <p>The appointment of Rhys Evans as a Board member, as confirmed earlier in the meeting under Item 3, was noted.</p> <p>It was agreed to retain one vacancy on the Board for the time being.</p>		
10.7	<p>Re-appointment of directors</p> <p>The Vice Chair took the chair for this item.</p>		

	The re-appointment of Llinos Roberts and Pedr ap Llwyd for a second term from 1 April 2022 was approved.		
10.8	<p>Timeline for appointing a Chair</p> <p>A timeline for the appointment of a new Chair following the Coleg's Annual General Meeting on 22 March 2022 was agreed, with a strategy to be drawn up in the meantime, with the support of a recruitment specialist if this was deemed appropriate.</p>	Chair appointment process	End of March 2022

11. Item 12 – Audit and Risk Committee

Number	Main points of discussion	Actions	Timescale
11.1	<p>Minutes</p> <p>The minutes of the Audit and Risk Committee meeting held on 20 October 2021 were noted and accepted.</p>		
11.2	<p>The Coleg's Audited Annual Accounts for 2020/21</p> <p>The Coleg's audited annual accounts for 2020/21 were received and approved. It was noted that they would be formally reported to the Court on 22 March 2022.</p> <p>During the discussion, it was noted that the Coleg's investments were to be welcomed.</p>		
11.3	<p>The Risk Register</p> <p>The Strategic Risk Register was presented, and following a discussion it was recommended that the wording of risk 5 should be refined.</p>	Consider how to refine risk 5 in the Risk Register	2 March 2022

	It was explained that the Operational Risk Register was discussed and amended regularly by officers and could be shared with the Board.	Share the Operational Risk Register with the Board of Directors	23 March 2022
11.4	Membership The recommendation to appoint Ann Beynon as a member of the committee following the end of Dr Rhodri Llwyd Morgan's term was received and confirmed.		

12. Item 13 – Finance and General Purposes Committee

Number	Main points of discussion	Actions	Timescale
12.1	Minutes The minutes of the Finance and General Purposes Committee meeting held on 29 September 2021 were noted and received. A summary of the main points arising from the 29 September 2021 meeting was given by Pedr ap Llwyd, the committee's Chair: He noted: <ul style="list-style-type: none"> • that a report on the Coleg's cybersecurity arrangements had been received • that it had been agreed to update the terms of reference to include an annual review of the salaries of the Chief Executive and Senior Managers • that Sterling's reports provided assurance on the performance of Sarasin's investments 		

	<ul style="list-style-type: none"> that comprehensive reports on HR matters, and Health and Safety, had been received. 		
12.2	<p>Membership</p> <p>It was reported that steps were being taken to appoint a member of the Board to the committee following the end of Professor Jerry Hunter's term.</p>	Appointment to the Finance and General Purposes Committee	26 January 2022

13. Item 14 – Academic Board

Number	Main points of discussion	Actions	Timescale
13.1	<p>The minutes of the Academic Board meeting held on 13 October 2021 were noted and received.</p> <p>A summary of the main points arising from the 13 October 2021 meeting was given by Gwilym Dyfri Jones, the committee's Chair:</p> <p>He noted:</p> <ul style="list-style-type: none"> that the terms of reference had been revised to reflect the responsibilities of the Academic Board that an update on the Coleg's Scholarships had been received that an update on the digital learning materials project had been received that a full discussion had taken place on the evaluation of the subject grants that Professor Lisa Lewis had been appointed as chair of the Research and Publication Committee at the end of Professor Jerry 		

	Hunter's term, and that Jerry had been thanked for his contribution <ul style="list-style-type: none"> that student representatives had given updates on their experiences during the term 		
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14. Item 15 – Higher Education – Academic Planning

Number	Main points of discussion	Actions	Timescale
14.1	The Secretary presented a paper on Academic Planning. It was reported that the paper built on the recommendations arising from the discussions of the Board of Directors in June and the Academic Board in October on the priorities for the next five to ten years.		
14.2	During the discussion, it was reported that the Minister for Education and the Welsh Language was keen to see an increase in language use and confidence and behaviour change among students.		
14.3	Following a full discussion, the themes outlined in the paper were agreed so that officers could start consulting with the sector in the new year.		

15. Item 16 – Post-16 Strategic Board

Number	Main points of discussion	Actions	Timescale
15.1	The minutes of the Post-16 Strategic Board meeting held on 9 June 2021 were noted and received.		

15.2	<p>A summary of the main points arising from the 9 November 2021 meeting was given by the Chair, Meri Huws:</p> <p>She noted:</p> <ul style="list-style-type: none"> • that the Post-16 Strategic Board’s membership had changed following the change in contracts for the apprenticeships funded by the Welsh Government • that the Chief Executive had provided a strategic update and had referred to the policy and legislative developments in relation to the Post Compulsory Education Bill • that presentations had been given by Welsh Government officials on the context of national apprenticeship policy and opportunities to develop bilingual support • the work of existing apprenticeship providers and the need to further extend the Coleg's work • that a presentation had been given by Qualifications Wales on their strategic collaboration with the Coleg focusing on the priority areas • that an update had been given by NTfW noting the discussions held with the Coleg in relation to leading on bilingual support in the sector 		
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16. Item 17 – Annual Congregation 2022

Number	Main points of discussion	Actions	Timescale
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16.1	It was noted that the Coleg's Annual Congregation would be held on 22 March 2022 with the decision on the format of the event to be determined in the new year.		
16.2	It was reported that the nominations for honorary fellows would be confirmed via correspondence.	Circulate honorary fellows' nominations via correspondence	By the new year
16.3	At this point, Angharad Roberts, Pedr ap Llwyd and the observers left the meeting.		

17. Item 19 – CTER (closed)

Number	Main points of discussion	Actions	Timescale
17.1	Mari Fflur joined the meeting for this part of the discussions. The Chief Executive gave a presentation with background information on the CTER paper.		
17.2	The Registrar gave a presentation on the context of CTER.		
17.3	During the discussion, members noted the importance of <ul style="list-style-type: none"> • defining the Coleg's relationship with the Commission • funding arrangements • research and the Welsh language • the relationship between the Tertiary Education and Research Bill and the proposed Welsh-medium Education Bill 		

17.4	A number of recommendations were noted for inclusion in the Coleg's position paper on the Tertiary Education and Research Bill to be presented to the Senedd Children, Young People and Education Committee meeting on 2 December 2021.		
17.5	It was recommended and agreed that the Coleg should obtain expert legal advice.		
17.6	It was recommended that an additional Board meeting should be held in the new year, if required.	Possible Board meeting	January 2022

18. Item 20 – Next meetings

Number	Main points of discussion	Actions	Timescale
18.1	The dates of the next meetings were noted: <ul style="list-style-type: none"> • 23 March 2022 • 29 June 2022 		

19. Item 21 – Acknowledgement

Number	Main points of discussion	Actions	Timescale
19.1	Osian Rhys and Nia Davies were thanked for providing the simultaneous translation.		