

## Cyfarfod Bwrdd | Board meeting

23/05/23 Caerdydd / Teams | Cardiff / Teams

## Cofnod a phwyntiau gweithredu | Minutes and actions

**Presennol | In attendance:** Gethin Davies, Cadeirydd | Chair (GD); Nicola Wood (NW); Huw Jones (HJ); Lesley Bush (LB); Ann Evans (AE); Elliw Roberts (ER); Sioned Roberts (SR);

**Yn arsylwi | Observer:** Bethan Webb, Llywodraeth Cymru | Welsh Government (BW)

**Ymddiheuriadau | Apologies:** Lucy Thomas (LT)

Eitem agenda Agenda point	Crynodeb o'r drafodaeth a phwyntiau gweithredu	Summary of discussion and action points
1. Croeso ac ymddiheuriadau   <i>Welcome and apologies</i>	Derbyniwyd ymddiheuriadau gan LT.	Apologies were received from LT.
2. Datganiadau o fuddiant   <i>Declarations of interest</i>	Pawb - papur yn ymwneud â Thrafnidiaeth a Chynhaliaeth.	All – paper regarding Travel and Subsistence.
3. Cofnodion y cyfarfod diwethaf   <i>Minutes of previous meeting</i>	Cytunwyd bod y cofnodion yn adlewyrchiad teg a chywir o'r cyfarfod.	The minutes were agreed as a true and accurate record of the meeting.

	<p>Cofnodion – cytunwyd yn gyffredinol i beidio ag enwi aelodau'r bwrdd oni bai yn berthnasol, er enghraifft i ddatganiad o fuddiant</p> <p>Taliadau aelodau – taliadau wedi eu gwneud heb ddiwyddu yn awtomatig ar gyfer treth ac YG. Aelodau perthnasol i ad-dalu ac ail gyflwyno gyda ffurflenni cywir.</p> <p><b>Pwyntiau gweithredu:</b></p> <ul style="list-style-type: none"> <li>• Cylchredeg ffurflen hawlio ar ôl y cyfarfod.</li> <li>• Datblygu'r canllaw Treuliau a Chynhaliaeth ymhellach, i gyfeirio at hawlio amser darllen, teithio ayb.</li> <li>• Protocol defnydd gliniaduron – wedi ei ddrafftio ond yn aros cadarnhad gan Hwb ar ambell fater. I'w gylchredeg pan yn derfynol.</li> </ul>	<p>Minutes – it was agreed as a rule not to attribute comments to individuals unless relevant, declarations of interest for instance.</p> <p>Payments to members – some have been paid without the automatic deductions of tax and NI. Affected members to repay and claim again using the correct forms.</p> <p><b>Actions:</b></p> <ul style="list-style-type: none"> <li>• Circulate claim form after the meeting.</li> <li>• Develop the Travel &amp; Subsistence (T&amp;S) guide further, to include reading and travel time etc.</li> <li>• Laptop use protocol – has been drafted, awaiting confirmation from Hwb on a few matters. To be circulated once finalised.</li> </ul>
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<p>4. Diweddariad Tîm Gweithredol   <i>Executive Team update</i></p>	<p><i>Cyfathrebu ac ymgysylltu</i> Gwaith yn parhau gyda Four Cymru i baratoi ar gyfer Eisteddfod yr Urdd. Bydd sesiwn holi ac ateb gyda'r cadeirydd yn cael ei gynnal dydd Gwener 2 o Fehefin yn stondin Llywodraeth Cymru.</p> <p>Mae gwaith paratoi ar gyfer ymgysylltu gyda rhanddeiliaid yn parhau. Mae cyfrifon cyfryngau cymdeithasol wedi eu creu a byddant yn fyw yn fuan.</p> <p>Nododd rhai aelodau eu bod wedi derbyn ymholiadau drwy eu cyfrifon cyfryngau cymdeithasol. Cytunwyd y dylid eu hanfon at y Tîm Gweithredol i'w cofnodi ag i ymateb.</p> <p><i>Bancio</i> Gofynnwyd am gytundeb y Bwrdd i gael mynediad at gyfrif banc Adnodd drwy Bankline. Mae'r ffurflen ar-lein yn gofyn am gydsyniad y Bwrdd. Nodwyd mai'r llofnodwyr sydd ar y cyfrif ar hyn o bryd yw Swyddog Cyfrifo Adnodd (OL), Cyfarwyddwr Cyllid Llywodraeth Cymru, ac aelodau Tîm Gweithredol Adnodd.</p> <p>Cytunodd y Bwrdd i ganiatáu mynediad ar-lein i'r cyfrif.</p> <p>Gofynnwyd am derfynau cymeradwyo a dirprwyo. Dywedodd BW mai Llywodraeth Cymru fydd yn gosod y rhain mewn cytundeb gyda'r Swyddog Cyfrifo tan bydd Prif Weithredwr mewn lle.</p>	<p><i>Communications and engagement</i> Work continuing with Four Cymru to prepare for the Urdd Eisteddfod. A Q&amp;A session will be held with the Chair on the Welsh Government's stand on Friday 2 June.</p> <p>Preparation work for engaging with stakeholders is ongoing. Social media accounts have been created and will soon be live.</p> <p>Some members have received enquiries via their social media accounts about Adnodd. It was agreed that these enquiries should be sent to the Executive Team to record and respond.</p> <p><i>Banking</i> The Board's approval sought for accessing Adnodd's bank account through Bankline. The request form requires a Board resolution. The signatories currently on the account are the Adnodd Accounting Officer (OL), Welsh Government's Finance Director, and Adnodd's Executive Team members.</p> <p>The Board agreed to allow online access to the account.</p> <p>The Board asked about delegations and approval limits. BW stated that WG will set these in agreement with the Accounting Officer until a Chief Executive is appointed.</p>
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<p>5. Cynllun Busnes (drafft)   <i>Business Plan (draft)</i></p>	<p>Rhannwyd bapur amlinellol cyn y cyfarfod.</p> <p>Nodwyd bod nifer o bwyntiau y gellid eu cymryd o'r papur sgopio Adnoddau Dynol a'u ymgorffori yn y cynllun busnes.</p> <p>Roedd aelodau yn pryderu nad oedd cyfle wedi bod i drafod a chytuno ar werthoedd Adnodd.</p> <p>Drafft terfynol i'w anfon at Llywodraeth Cymru erbyn 30 Mehefin.</p> <p>Bydd y Tîm Gweithredol yn rhannu fersiwn ar OneDrive gyda'r aelodau fel bod modd cynnig sylwadau.</p> <p>Cytunwyd y bydd angen cyfarfod ychwanegol i drafod y Cynllun eto yn dilyn sylwadau a drafftio pellach. Tîm Gweithredol i bennu dyddiad sy'n gyfleus i'r mwyafrif er mwyn trafod y Cynllun Busnes.</p>	<p>An outline paper was shared prior to the meeting.</p> <p>It was suggested that several points from the HR scoping document could be incorporated into the business plan.</p> <p>Concerns were raised that Adnodd's values had not been discussed and agreed.</p> <p>Final draft to be sent to Welsh Government by 30 June.</p> <p>The Executive Team will circulate a OneDrive version of the document so that members can give their comments.</p> <p>It was agreed that an additional meeting will be required to discuss the plan again, following comments and further drafting. Executive Team to set a date that is convenient for the majority to discuss the Business Plan.</p>
<p>6. Cynllun prosiect manwl   <i>Detailed project plan</i></p>	<p>Nodwyd fod y ddogfen yma'n un 'byw' sy'n cael ei diweddarau'n goson. Mae'n ddogfen weithredol sy'n cael ei rhannu er mwyn i'r Bwrdd gael blas ar y gwaith sydd angen ei gwblhau.</p>	<p>It was noted that this is 'live' document that is updated regularly. This is an operational document that is being shared to give the Board an insight into the work that is to be completed.</p>

<p>7. Proffil ariannol (drafft)   <i>Financial profile (draft)</i></p>	<p>Tîm Gweithredol yn nodi mai trosolwg sydd yma, gan nad yw costau rhai elfennau yn glir ar hyn o bryd.</p> <p>Nodwyd y gall y gyllideb ar gyfer meysydd unigol amrywio. Ar hyn o bryd mae'r gwariant mwyaf ar gyfer costau recriwtio a staffio, a sefydlu system gyllid a chaffael.</p> <p>Unwaith bydd y cwmni yn gwbl weithredol, cynigiwyd y byddai'r Bwrdd llawn yn cytuno'r gyllideb ar ddechrau'r flwyddyn ariannol ac y byddai Pwyllgorau'r Bwrdd yn monitro gwariant a gweithgarwch yn ystod y flwyddyn yn erbyn yr hyn a gytunwyd.</p>	<p>Executive Team noted that this is an overview, as detailed costs for some areas of work are still unclear at this time.</p> <p>It was noted that the budget against each area of work could vary. Currently the highest spend is for recruitment and staffing costs and for establishing finance and procurement systems.</p> <p>Once the company is fully established, it was proposed that the full Board would agree the budget at the beginning of the financial year, and that the Board's committees would monitor spend and activity during the year against what was agreed.</p>
<p>8. Cynnig Strategaeth fasnachol   <i>Commercial strategy proposal</i></p>	<p>Mae'r Tîm Gweithredol wedi ceisio a derbyn cyngor gan gyrrff hyd braich tebyg o ran sefydlu gweithdrefnau. Cyflwynodd CDPS y Tîm i gwmni Curshaw, sydd ar Fframwaith Gwasanaethau Masnachol y Goron ac sydd wedi cefnogi CDPS i ymsefydlu dros y ddwy flynedd ddiwethaf.</p> <p>Mae'r Tîm Gweithredol wedi trafod anghenion Adnodd o ran prosesau a systemau caffael, cyllid a model comisiynu gyda Curshaw yn ddiweddar. Mae Curshaw wedi cyflwyno cynnig a chostau i Adnodd eu hystyried.</p> <p>Cwestiynodd y Bwrdd a ddylid profi'r farchnad a thrafodwyd y risgiau o gytundebu/peidio cytundebu gyda Curshaw.</p>	<p>The Executive Team has sought and received advice from other similar arm's length bodies regarding setting up operational functions. CDPS introduced the Team to Curshaw, a company on the Crown Commercial Services Framework which has supported CDPS during its set-up over the last two years.</p> <p>The Executive Team has recently discussed Adnodd's requirements regarding procurement, finance and commissioning model with Curshaw. Curshaw has submitted a proposal and costs for Adnodd to consider.</p>

	<p>Cytunwyd i ofyn i Curshaw wneud cyflwyniad i'r Bwrdd.</p> <p>Tîm Gweithredol i rannu dogfennaeth y Fframwaith gydag aelodau'r Bwrdd.</p> <p>Tîm Partneriaeth i drafod y cynnig gyda'r Swyddog Cyfrifo a chael barn ar y posibilrwydd o ddyfarniad uniongyrchol i gyflenwr.</p>	<p>The Board questioned if the market should be tested and the risks regarding contracting/not contracting with Curshaw were discussed.</p> <p>It was agreed that a presentation from Curshaw to the Board would be requested.</p> <p>Executive Team to circulate the Framework documentation to Board members.</p> <p>Partnership Team to discuss the proposal with the Accounting Officer and seek views on the option of issuing a 'direct award' to a supplier.</p>
<p>9. Diweddariad y Cadeirydd   Chair's update</p>	<p>Nododd GD ei fod wedi cyfarfod Pennaeth Addysg BBC Cymru sydd yn awyddus i gydweithio a rhannu eu bwriadau o ran adnoddau. Cytunwyd i gael cyfarfodydd rheolaidd i rannu gwybodaeth a hwyluso unrhyw gydweithio. Mae'r BBC yn awyddus i hyrwyddo awduron o Gymru ac yn gallu cyfrannu at CiG. Mae cylch gwaith y BBC yn cwmpasu addysg gynradd ac uwchradd, a dim yn ymwneud â'r sector ôl-16. Cytunodd SR i hwyluso cyfarfod pellach gyda GD.</p> <p>Cafwyd drafodaeth o'r hyfforddiant a gynhaliwyd ar y diwrnod blaenorol (22 Mai) gan gytuno ei fod yn hyfforddiant cynhwysfawr a gwerthfawr.</p>	<p>GD noted that he had met with Head of Education at BBC Cymru who is eager to work with Adnodd and share the BBC's commissioning plans. It was agreed to have regular meetings to update and facilitate any work that can be undertaken together. The BBC is eager to promote authors from Wales and can contribute to CfW. BBC's remit is primary and secondary and does not cover the post-16 sector. SR agreed facilitate a further meeting with GD.</p> <p>The Board discussed the training from the previous day (22 May) and agreed that it was comprehensive and valuable.</p>

	<p>Nodwyd bod angen paratoi Cod Ymddygiad (yn cynnwys cyfeiriad at gyfryngau cymdeithasol) ar gyfer y Bwrdd, ynghyd a pholisïau Chwythu'r Chwiban a Chwynion.</p> <p>Cytunwyd i benodi HJ yn is-gadeirydd.</p>	<p>It was noted that a Code of Conduct (to include use of social media) for the Board should be drafted as well as policies for Whistleblowing and Complaints.</p> <p>It was agreed to appoint HJ as vice chair.</p>
<p>10. Papur sgopio Adnoddau Dynol   <i>HR scoping paper</i></p>	<p>Comisiynwyd y papur sgopio ar anghenion adnoddau dyno gan LIC. Nodwyd bod rhai o'r argymhellion ynddo yn faterion i'r Prif Weithredwr benderfynu arnynt yn dilyn penodiad.</p> <p>Nodwyd y byddai angen i Adnodd gytundebu gyda'r ymgynghorydd i fwrw mlaen gyda'r broses o benodi Prif Weithredwr.</p> <p>Cytunodd y Bwrdd i nodi'r camau i'w cymryd o'r papur hwn.</p> <p>Mae LIC yn aros am farn o Swyddfa'r Cabinet yn Whitehall i weld a fyddai'r Prif Weithredwr yn gallu derbyn pensiwn y gwasanaeth sifil. Nodwyd fod diffyg eglurder o ran pensiwn y Prif Weithredwr yn achosi oedi yn y gwaith o recriwtio.</p>	<p>WG commissioned the scoping paper on HR requirements. It was noted that some of the recommendations are for the Chief Executive to take forward once appointed.</p> <p>It was noted that Adnodd would need to contract with the consultant in order to advertise and recruit a Chief Executive.</p> <p>The Board agreed to note the next steps identified in the paper.</p> <p>WG is awaiting advice from the Cabinet Office in Whitehall on whether the Chief Executive could receive a Civil Service pension. It was noted that the lack of clarity on this point was causing a delay in the recruitment process.</p>
<p>11. Aelodaeth pwyllgorau   <i>Membership of committees</i></p>	<p>Nodwyd bod angen aelod gydag arbenigedd ariannol ar y Bwrdd. Cynigiodd BW y gallai Tîm Archwilio LIC gynnig cymorth ar sut i benodi aelod dros dro gyda'r arbenigedd gofynnol.</p>	<p>It was stated that a member with financial expertise is needed on the Board. BW suggested that the Welsh Government Audit team could offer support on how to appoint a provisional Board Member with the necessary credentials.</p>

	<p>Tîm Gweithredol i geisio cyngor gan Dîm Archwilio LIC ar benodi aelod Bwrdd dros dro gydag arbenigedd gyllidol.</p> <p>Cytunwyd i ddrafftio cylchoedd gorchwyl a gyfer pwyllgorau'r Bwrdd – gellir edrych ar rai sy'n bodoli'n barod gan gwmnïau eraill.</p> <p>Gadawodd NW y cyfarfod am 12pm.</p> <p>Gan na fydd Pwyllgor Cyllid penderfynwyd symud aelodau o gwmpas fel bod LB ar y Pwyllgor Tâl yn lle NW, gan olygu bod NW yn eistedd ar y Pwyllgor Archwilio, Risg a Sicrwydd (ARAC) yn unig. Yn ei absenoldeb enwebwyd NW fel Cadeirydd y Pwyllgor Archwilio gan HJ. Bydd rhaid cadarnhau a ydy NW yn fodlon derbyn y rôl hon.</p> <p>Penderfynwyd byddai GD yn cadeirio'r Pwyllgor Tâl.</p> <p>Nododd BW mai OL, fel y Swyddog Cyfrifo ydy'r Uwch Berchennog Risg Gwybodaeth (SIRO) dros dro ar gyfer Adnodd, y Prif Weithredwr fydd gyda'r cyfrifoldeb hwn maes o law.</p>	<p>Executive Team to seek advice from WG Audit Team on temporarily appointing a specialist Board member with the necessary financial skills.</p> <p>It was agreed to draft terms of reference for the Board's committees – these could be guided by the Terms of Reference used by other bodies.</p> <p>NW left the meeting at 12pm</p> <p>As there will not be a Finance Committee, it was agreed to reallocate members so that LB would sit on the Remuneration Committee instead of NW; so that NW would now sit on the Audit, Risk and Assurance Committee (ARAC) only. In her absence NW was nominated Chair of ARAC by HJ. NW's acceptance of the role would need to be confirmed.</p> <p>The Board decided that GD would chair the Remuneration Committee.</p> <p>BW noted that OL as the Accounting Officer is the interim Senior Information Risk Owner (SIRO), and that this responsibility will transfer to the Chief Executive in due course.</p>
12. UFA   AOB	Cytunwyd i drefnu cyfarfod Bwrdd mewn person yn hwyrach yn y flwyddyn ac i edrych ar y posibilrwydd o ddefnyddio swyddfeydd/ystafelloedd cyfarfod LIC.	It was agreed to arrange an in-person Board meeting later in the year and to explore whether WG offices / meeting rooms could be used for Board meetings.