

Cyfarfod Bwrdd | Board meeting

14/07/23 – Zoom

Cofnod a phwyntiau gweithredu | Minutes and Actions

Presennol | In attendance: Gethin Davies, Cadeirydd | Chair (GD); Lesley Bush (LB); Sioned Roberts (SR); Lucy Thomas (LT); Nicola Wood (NW); Huw Jones (HJ); Owain Lloyd (OL); Ann Evans (AE); Eiliw Roberts (ER)

Yn arsylwi | Observer: Bethan Webb (BW) Llywodraeth Cymru

Ymddiheuriadau | Apologies: dim | none

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>	Croesawyd pawb i'r cyfarfod.	All attendees were welcomed to the meeting.
2. Datganiadau o fuddiant <i>Declarations of interest</i>	NW – mewn perthnasedd a diogelwch data, mae'n aelod o'r ICO.	NW – in relation to data protection, member of ICO.
3. Cofnodion y cyfarfod diwethaf	Cytunwyd bod y cofnodion yn adlewyrchiad teg a chywir o'r cyfarfod.	It was agreed the minutes were a true and accurate record of the meeting.

<p><i>Minutes of previous meeting</i></p>	<p>Trafodwyd y pwyllgorau sydd eisoes wedi'u cytuno a nodwyd y byddai'r Pwyllgor Tâl yn newid i fod yn Bwyllgor AD a Chyllid.</p> <p>Nodwyd pryder aelodau ARAC nad oes gan Adnodd gyfrifydd cymwysedig ar y Bwrdd.</p> <p>Mae Llywodraeth Cymru wedi ymrwmo i benodi fwy o aelodau erbyn yr hydref. Gallai'r Bwrdd ystyried caffael gwasanaethau aelod annibynnol i gadeirio ARAC, ond o wneud hynny byddai'r aelod hwnnw ddim yn aelod llawn o'r Bwrdd ac felly ddim yn gallu eistedd ar y Bwrdd llawn na'r Pwyllgor AD a Chyllid.</p> <p>Cytunwyd bod sgôp i hysbysebu am ddau aelod i'r Bwrdd i gwrdd â gofynion cyllid ac amrywiaeth.</p> <p>Gwnaed sylw ei fod yn arferol i Gadeirydd y Pwyllgor Awdit a Risg fod yn derbyn tâl uwch oherwydd natur arbenigol y swydd. O ystyried na fu'r ymgyrch recriwtio diwethaf yn llwyddiannus a bod angen yr arbenigedd yma er mwyn sicrhau cydymffurfiaeth y Bwrdd, gofynnwyd a fyddai modd ystyried graddfa tâl uwch ar gyfer y rôl hon.</p>	<p>The Committees that had been established were discussed and it was noted that the Remuneration Committee would be changed to HR and Finance Committee.</p> <p>ARAC members noted their concern about the absence of a qualified accountant on the Board.</p> <p>Welsh Government has committed to appointing further members by the autumn. The Board can consider securing the service of an independent member to Chair ARAC, however that member would not be a Board member and could not sit on the full board nor the HR and Finance committee.</p> <p>It was agreed that two additional board members could be sought to meet financial and diversity requirements.</p> <p>It was noted that the Chair of ARAC often receives a higher remuneration due to the specialist nature of the role. Considering the previously unsuccessful recruitment and that the expertise is needed to ensure the Board's compliance, it was asked whether a</p>
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	<p>Gweithred: Swyddogion Llywodraeth Cymru i drafod gyda'r Uned Penodiadau Cyhoeddus a chynnig cyngor.</p>	<p>higher remuneration be considered for this role.</p> <p>Action: Welsh Government officials to discuss with Public Bodies Unit and advise.</p>
<p>4. Diweddariad Tîm Gweithredol <i>Executive Team update</i></p>	<p>Rhannwyd papur yn amlinellu cynnydd yn y chwarter cyntaf o'r flwyddyn ariannol o flaen llaw i'r cyfarfod.</p> <p>Rhoddwyd diweddariad pellach ar rai materion penodol:</p> <p><i>Caffael</i> Cymeradwyaeth wedi ei dderbyn i ddyfarnu yn uniongyrchol y contract gwasanaeth caffael i gwmni Curshaw.</p> <p><i>Gwaith ymgysylltu</i></p> <ul style="list-style-type: none"> - Holiaduron ar lein bellach yn fyw gyda hysbysebion ar sianeli cyfryngau cymdeithasol. - Fideos byr am Adnodd hefyd wedi eu cynhyrchu a'u rhannu ar y cyfryngau cymdeithasol. - Bydd 'show reels' yn cael eu creu i egluro amserlen Adnodd er mwyn rheoli disgwyliadau rhanddeiliaid. 	<p>Paper providing an update on progress during first quarter was shared in advance of meeting.</p> <p>A further update was given on specific matters:</p> <p><i>Procurement</i> Approval received for a directly awarding the contract for procurement services to Curshaw.</p> <p><i>Engagement work</i></p> <ul style="list-style-type: none"> - Online surveys are live, with adverts on our social media channels. - Short videos about Adnodd also produced and shared on social media. - A 'Show reel' of Adnodd's timeframe will be created to manage stakeholders' expectations.

	<p>Tîm Gweithredol i rannu linciau gydag aelodau.</p> <ul style="list-style-type: none"> - Cyfarfodydd gyda Cymwysterau Cymru a CBAC yn mynd rhagddynt. Byddwn angen yn sicrhau bod ein negeseuon yn cyd-fynd er mwyn rheoli disgwyliadau a bod negeseuon cyson yn cael eu rhannu. 	<ul style="list-style-type: none"> - Executive Team to share links with members. - Meetings with Qualifications Wales and WJEC are ongoing. We will need to ensure that our messages are in line with other partners to manage expectations and consistent messages are shared.
<p>5. Cylch Gorchwyl y Bwrdd <i>Board Terms of Reference</i></p>	<p>Holwyd am y nifer ar gyfer cworwm a nodir yn y ddogfen a'r manylion ym mharagraff 5.5.</p> <p>Y Tîm Gweithredol i ddiweddarau'r ddogfen yn dilyn adborth y Bwrdd a chyflwyno ail ddrafft yng nghyfarfod 22 Medi 2023.</p>	<p>The number required for quorum and details under paragraph 5.5 were queried.</p> <p>Executive team to update the document following the Board's feedback and present a second draft at the on 22 September 2023 meeting.</p>
<p>6. Polisiâu <i>Policies</i></p>	<p>Cydnabuwyd maint y gwaith yn llunio'r polisiâu ac mai dros dro yn unig yw rhai er mwyn sicrhau llywodraethiant effeithlon yn ystod y cyfnod sefydlu.</p> <p>Nodwyd bod polisiâu AD yn rhoi rôl benodol i'r Pwyllgor Awdit a Risg yn y cyfnod dros dro, ond bod angen cofio mai rôl y Pwyllgor Awdit a Risg yw sicrhau bod Adnodd yn gweithredu yn ôl ei orchwyl. Bydd angen ail</p>	<p>Members acknowledged the scale of work involved in drafting the policies and that some are provisional only to ensure effective governance while the company is being established.</p> <p>It was noted that some HR policies state a specific role for ARAC in this interim period, although the role of ARAC is to ensure that Adnodd operates within its remit. The</p>

	edrych ar y polisiau pan fydd Prif Weithredwr wedi eu penodi ac y bydd staff mewn lle.	policies will need to be revised once a Chief Executive is appointed and staff are in post.
<p>7. Diweddariad gan y Pwyllgor Archwilio a Sicrwydd Risg </p> <p><i>Update from Audit and Risk Assurance Committee</i></p>	<p>Cafwyd diweddariad gan y Pwyllgor.</p> <p>Mae'r Pwyllgor wedi cyfarfod ddwywaith yn ystod y chwarter cyntaf.</p> <p>Nodwyd bod y Pwyllgor yn pryderu nad oes cyfrifydd cymwysedig ar y Pwyllgor ac nad oes gwasanaeth archwilio mewn lle.</p> <p>Mae'r Pwyllgor wedi awgrymu y dylid cwblhau asesiad o sgiliau aelodau'r Bwrdd. Tîm Gweithredol i rannu'r ddogfen gyda'r Bwrdd wythnos nesaf.</p> <p>Mae Cylch Gorchwyl ARAC wedi'i ddrafftio a cynigwyd ei fod yn cael ei gymeradwyo. Nodwyd y bydd angen addasu'r ddogfen ymhen amser i adlewyrchu unrhyw ddyletswyddau ychwanegol o'r polisiau AD os bydd y rhain yn cael eu cymeradwyo.</p> <p>Nodwyd bod Cofrestr Risg LIC yn fan cychwyn da i Adnodd ond bod angen ail edrych ar sgôr rhai o'r risgiau.</p>	<p>An update was received from the Committee.</p> <p>ARAC has met twice during the first quarter.</p> <p>It was noted that the Committee is concerned that there isn't a qualified accountant on the Committee and that auditors have not been appointed.</p> <p>The Committee has suggested that a Board skills matrix be completed. Executive team to share with members next week.</p> <p>The committee's Terms of reference have been drafted and the ARAC Chair recommended that the draft be agreed. It was stated that it will need to be revised in due course to reflect any additional responsibilities included in the interim HR policies.</p> <p>The Committee stated that the WG Risk Register is a good starting point for Adnodd</p>

		<p>however some of the scores should be revised.</p>
<p>8. UFA AOB</p>	<p>Mae'r hysbyseb am y swydd Prif Weithredwr bellach yn fyw a'r dyddiad cau yw 27 Gorffennaf. Bydd cyfweiliadau yn cael eu cynnal ar 14 Medi.</p> <p>Argymhellodd aelodau i'r wybodaeth am y gwaith ymgynghori gael ei rannu yn ehangach, ee Cynhadledd CYDAG ym Medi. Tîm Gweithredol i drafod gyda'r cwmni cyfathrebu.</p> <p>Gofynnodd Aelodau'r Bwrdd am gyflwyniad gan y Tîm Gweithredol ar y broses flaenorol o gomisiynu adnoddau a sut y gall pethau gael ei gwneud yn wahanol yn Adnodd. Tîm Gweithredol i drefnu hyn ar gyfer y cyfarfod Bwrdd nesaf.</p> <p>Nodwyd pryder am y sefyllfa staffio annigonol. Cytunodd y Bwrdd i'r cynnig o hysbysebu secondiad mewnol yn Llywodraeth Cymru yn mis Medi.</p>	<p>The advert for the Chief Executive post is now live with a closing date of 27 July. Interviews will be held on 14 September.</p> <p>Members asked for the information about the engagement work to be shared widely, e.g. CYDAG Conference in September. Executive Team to discuss with the communications contractor.</p> <p>Members requested that the Executive Team give a presentation at the next board meeting explaining the previous commissioning process for resources and how things might be done differently in Adnodd.</p> <p>The Board raised concerns regarding the staffing situation, and that it is inadequate. The Board agreed for WG to advertise a secondment internally in September.</p>