

Rhif cwmni / company number: 14227941

Cyfarfod Bwrdd | Board meeting
19/03/24 - Msparc & Zoom
09:00 - 13:00



Cofnod a phwyntiau gweithredu | Minutes and actions

Presennol | In attendance:

Adnodd: Gethin Davies, Cadeirydd | Chair (GD); Lesley Bush (LB); Sioned Roberts (SR); Huw Jones (HJ); Mair Gwynant (MG); Nicola Wood (NW); Lucy Thomas (LT); Emyr George, Prif Weithredwr | Chief Executive (EG); Ann Evans (AE); Eiliw Roberts (ER)

Effectus HR: Nia Bennett, Ymgynghorydd AD HR Constultant
Azets: Lucy Dean (LD)

Ymddiheuriadau | Apologies: Dim | None

Eitem agenda Agenda item	Crynodeb o'r drafodaeth a phwyntiau gweithredu	Summary of discussion and action points
1. Croeso ac ymddiheuriadau Welcome and apologies	Estynnwyd groeso i Lucy Dean o gwmni Azets sydd yn gweithio gydag Adnodd ar y gwaith cyllid a Nia Bennett, ymgynghorydd AD sy'n gweithio gyda Adnodd ar y strwythur staffio.	A welcome was extended to Lucy Dean from Azets who works with Adnodd on the Finance work and Nia Bennett, an HR consultant working with Adnodd on the staffing structure.
2. Datganiad o fuddiant Declaration of interest	<p>Cadarnhaodd pob cyfarwyddwr nad oedd ganddynt unrhyw ddiddordeb uniongyrchol nac anuniongyrchol mewn unrhyw ffordd yn y trefniadau arfaethedig i'w hystyried yn y cyfarfod yr oedd yn ofynnol iddynt i'w datgelu o dan adran 177 o Ddeddf Cwmnïau.</p> <p>Nododd EG y byddai AE a ER yn gadael y cyfarfod yn ystod y drafodaeth ar bwynt 7 yr agenda - strwythur staffio, er mwyn osgoi unrhyw wrthdaro buddiannau posib.</p>	<p>All members confirmed they had no direct or indirect interest in any way in the proposed arrangements to be considered at the meeting which they were required by section 177 of the Companies Act 2006 and the Company's articles of association to disclose.</p> <p>EG noted that AE and ER would leave the meeting during the discussion on agenda item 7 regarding the staffing structure, to avoid any possible conflict of interest.</p>

<p>3. Cofnodion y cyfarfod diwethaf Minutes of previous meeting</p>	<p>Cytunwyd bod y cofnodion yn adlewyrchiad teg a chywir o'r cyfarfod.</p>	<p>It was agreed that the minutes were a true and accurate record of the meeting.</p>
<p>4. Diweddariad Tîm Gweithredol: Rhaglen waith Executive team update: Programme of work</p>	<p>Adroddiad cynnydd Rhannwyd papur yn amlinellu cynnydd yn erbyn y Cynllun Gweithredol ar gyfer Ionawr 2023 a Mawrth 2024 o flaen llaw i'r cyfarfod.</p> <p>Rhodddwyd crynodeb o'r prif bwyntiau:</p> <ul style="list-style-type: none"> • ARAC wedi cwrdd ar 3 Mawrth. • Cytundeb wedi'i arwyddo gyda chwmni Azets. • Cadarnhad bod Adnodd yn derbyn gollyngiad (<i>dispensation</i>) gan LLC o gael archwiliad allanol ar gyfer BA2023/24. <p>Ymgysylltu a chyfathrebu Erthygl TES wedi codi ymwybyddiaeth. Mae gwaith ymgysylltu yn parhau, nifer o sgysiau a chyfarfodydd yn mynd rhagddynt sy'n rhoi dealltwriaeth i'r tîm gweithredol o'r math o adnoddau sydd yn debygol o allu cael eu ac y bydd eu hangen.</p> <p>Mae Four Cymru yn gweithio ar naratif corfforaethol a chrynodeb gweithredol o waith ymgysylltu Miller. Bydd y tîm gweithredol yn rhannu allbwn hyn gyda'r Bwrdd wedi'r Pasg. Bydd hefyd yn bosib clymu hyn i ddatganiad gan Weinidog Addysg newydd.</p>	<p>Progress report A paper providing an update on progress against the Operational Plan for January 2024 to March 2024 was circulated in advance of the meeting.</p> <p>Further update was given on specific matters:</p> <ul style="list-style-type: none"> • ARAC met on 3 March. • Contract signed with Azets. • Confirmation received that Adnodd will receive a dispensation from WG for external audit for FY2023/24. <p>Communications and engagement Article in TES has raised further awareness. Engagement work is ongoing, with a number of discussions and meetings taking place giving the executive team a greater understanding of the types of resources needed and that will be possible to create.</p> <p>Four Cymru is working on the corporate narrative and on an executive summary of the Miller engagement work. The executive team will share the output of this with the Board after Easter. This could possibly tie in with a statement from a new Education Minister.</p>

	<p>Cadarnhawyd fod cytundeb Curshaw wedi ei ymestyn yn swyddogol am 6 mis. Roedd y Bwrdd wedi cytuno i'r penderfyniad tu allan i gyfarfod.</p> <p>Recriwtio Rheolwr Busnes - cyfweld 5 ymgeisydd ar 21/3/24.</p> <p>Amlinellwyd y prif heriau, gyda sylw pellach i rhain yn ystod y cyfarfod:</p> <p>Cyllideb - llythyr nawdd gan LLC heb ei dderbyn eto ond mae'r tîm gweithredol wedi gweld drafft cynnar ac wedi cynnig nifer o sylwadau manwl.</p> <p>Mae costau rhedeg ar gyfer BA2024/25 yn gymharol uchel gan ein bod yn parhau i fod yn dibynnu'n drwm ar ddarparwyr allanol i sefydlu Adnodd.</p> <p>Bydd y gyllideb ar gyfer y cytundebau a'r grantiau caiff eu trosglwyddo o LIC yn dod o gyllideb craidd Adnodd. Ar hyn o bryd, mae hyd at £820,000 wedi ei neilltuo ar gyfer y cytundebau hyn.</p> <p>Eglurwyd bod £500,000 o'r gyllideb a neilltuwyd ar gyfer grant posib i CBAC, a bod gwaith pellach i'w wneud i gytuno cwmpas y grant yma cyn iddo gael ei drosglwyddo.</p>	<p>It was confirmed that the Curshaw contract has been formally extended for 6 months. The Board agreed to the extension remotely.</p> <p>Recruitment of a Business Manager - interviewing 5 candidates on 21/3/24.</p> <p>Main challenges facing Adnodd were outlined, these will be further addressed during the meeting:</p> <p>Budget - WG funding letter not yet received although the executive team has had sight of an early draft and has provided detailed feedback.</p> <p>Running costs for FY2024/25 are relatively high as we continue to be heavily reliant on external providers to establish Adnodd.</p> <p>Budget for the contracts and grants that will be novated from WG will come from Adnodd's overall funding allocation. Currently, up to £820,000 has been allocated to cover the costs of these agreements.</p> <p>It was explained that £500,000 of the allocated budget is for a possible grant to WJEC. Further work is required to agree the exact remit of the grant before it's novated.</p> <p>VAT: Discussions are ongoing with WG regarding Adnodd becoming exempt from VAT as a WG arm's length body that delivers some functions on its behalf.</p>
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	Gweithred: Diweddarau'r gofrestr risg.	
5. Cyllid Finance	<p>Nodwyd bod tîm gweithredol Adnodd wedi rhoi sylwadau ar ddrafft cynnar o'r Llythyr Ariannu gan LLC, ond nid oedd copi wedi ei rannu gyda'r Bwrdd gan y bydd angen ailddrafftio sylweddol ar y llythyr.</p> <p>Trafodwyd fod y tanwariant gaiff ei nodi yn yr adroddiad cyllid o bosib yn risg i enw da Adnodd, pwysig felly bod y naratif yn yr adroddiad blynyddol yn egluro'r rhesymau amdano, yn ogystal a nodi'r gwerth a gafwyd o'r gwariant a welwyd.</p> <p>Rhodddwyd adborth ar sut caiff y wybodaeth yn yr adroddiad cyllid ei gyflwyno.</p> <p>Nodwyd fod costau rhai o'r cytundebau ar gyfer gwasanaethau corfforaethol yn gymharol uchel: cyfrifyddu, caffael a gwasanaethau AD. Awgrymwyd y gallai gwerthusiad o'r cytundebau cynnar hyn fod yn werth ystyried.</p> <p>Eglurwyd bod y costau arfaethedig wedi eu hamcangyfrif yn garcus, gan nodi uchafswm gwerth y cytundebau sydd yn eu lle, ac y bydd unrhyw danwariant yn erbyn y costau yma yn cael ei ryddhau yn ôl i'r rhaglen gomisiynu.</p> <p>Mewn perthynas a'r Mandad Banc, cytunodd y Bwrdd i gymeradwyo mewn egwyddor yr angen am gyfyngiadau</p>	<p>It was noted that Adnodd's executive team had commented on an early draft of the Finance Letter from WG, however a copy was not shared with the Board due to the need for a considerable redraft of the letter.</p> <p>It was noted that underspend noted in the finance report is potentially a reputational risk for Adnodd, important therefore that the narrative in the annual report conveys the reasons for it, as well as noting the value gained from the money spent.</p> <p>Members gave feedback on the layout and presentation of the information presented in the finance report.</p> <p>It was noted that the costs for some of the corporate services contracts were relatively high: finance, procurement and HR services. It was suggested that an evaluation of these early contracts could be useful.</p> <p>It was explained that a cautious approach had been taken to estimating future costs, based on the highest value of the contracts, and that any underspending from these will be released back to the commissioning programme.</p> <p>In relation to the Bank Mandate, the Board agreed to approve in principle the need for appropriate controls to be in place for authorising payments, noting the intention for the executive team</p>

	<p>priodol ar gyfer awdurdodi taliadau, gan nodi'r bwriad i'r tîm gweithredol ac Azets i barhau i ddatblygu'r polisi cyllid llawn a'i rannu gyda'r Bwrdd maes o law.</p>	<p>and Azets to continue developing the full finance policy and share with the Board in due course.</p>
<p>6. Pwyllgorau Committees</p>	<p>Cytunodd y Bwrdd y gellid greu is-grŵp o'r Bwrdd i ddatblygu syniadau cynnar ar gyfer gosod strategaeth ac adrodd yn ôl i'r Bwrdd gydag ystyriaethau ac awgrymiadau - gan gydnabod mai mater i'r Bwrdd llawn fydd cytuno'r strategaeth ei hun.</p> <p>Cytunwyd y byddai'r aelodau canlynol yn eistedd ar y pwyllgor ARAC: MG (Cadeirydd), NW, HJ a LT. Bydd EG yn mynychu'r pwyllgor fel Prif Weithredwr ac fel Swyddog cyfrifo, yn hytrach nag yn rhinwedd ei rôl fel aelod o'r Bwrdd.</p> <p>Cytunwyd y dylid rhannu cyfarfodydd ARAC yn ddau ran: ARAC (craffu) ac yna gwasanaethau corfforaethol. Ac i gadw at yr amserlen o gyfarfodydd ARAC sydd eisoes wedi'u cytuno. Bydd felly angen adolygu cylch gorchwyl ARAC gyda Cadeirydd y Pwyllgor a Chadeirydd y Bwrdd.</p> <p>Gweithred: Adolygu cylch gorchwyl ARAC.</p>	<p>The Board agreed that sub-group of the Board could be convened to discuss and develop initial ideas to inform a strategy and report back to the Board with considerations and suggestions - while acknowledging that agreeing the strategy itself is a matter for the whole Board.</p> <p>The Board agreed that the following members would sit on ARAC: MG (Chair), NW, HJ and LT. It was agreed that EG would attend as Chief Executive and Accounting Officer, rather than in his capacity as a Board member.</p> <p>It was agreed that the ARAC meetings should be split into two parts: ARAC (scrutiny) and then corporate services. And to keep to the schedule for ARAC meetings already in place. The Terms of Reference will therefore need to be reviewed with the Chair of the committee and Chair of the Board.</p> <p>Action: Review ARAC terms of reference.</p>
<p>7. Diweddariad gan y Pwyllgor Archwilio a Sicrwydd Risg</p>	<p>Cafwyd diweddariad ar lafar gan Gadeirydd y Pwyllgor. Caiff cofnodion cyfarfod 3 Mawrth eu cylchredeg maes o law.</p> <p>Prif bwyntiau a drafodwyd:</p>	<p>The Committee Chair provided an oral update. Minutes of the 3 March meeting will be circulated shortly.</p> <p>Key points discussed:</p> <ul style="list-style-type: none"> • 2024/25 committee programme of work agreed. • List of policies considered and identified gaps noted.

<p>Update from Audit and Risk Assurance Committee</p>	<ul style="list-style-type: none"> • Cynllun gwaith y pwyllgor ar gyfer 2024/25 wedi'i gytuno. • Rhestr o bolisiâu wedi'i ystyried a'r bylchau wedi'u nodi. • Curshaw wedi rhoi cyflwyniad ac wedi cytuno ar ddulliau o reoli a monitro'r cytundeb. 	<ul style="list-style-type: none"> • Curshaw delivered a presentation and agreed a management and monitoring process for the contract.
<p>8. Strwythur staffio a thelerau ac amodau gwaith</p> <p>Staffing structure and terms and conditions of employment</p>	<p>1. Strwythurau staff a chyflogau a chynllun recriwtio</p> <p>Cyflwynodd NB ac EG y cynigion ar gyfer:</p> <ul style="list-style-type: none"> • Strwythur staff Adnodd • Cynllun recriwtio cymalog er mwyn rheoli twf a gwariant ym mlynnyddoedd cynnar y cwmni. <p><u>Strwythur cyflogau arfaethedig</u></p> <p>i. Strwythur staff</p> <p>Cytunwyd y dylid edrych eto ar swydd y Rheolwr Busnes arfaethedig i sicrhau fod deiliad y swydd yn meddu ar gymhwysedd brofedig o reoli a chynllunio cyllideb yn strategol ac ar amgyffrediad masnachol craff. Byddai'n werth nodi hefyd fod meddu ar gymhwyster cyfrifyddiaeth briodol yn hynod ddymunol ar gyfer y rôl. Trafodwyd yr angen i ddeiliad y swydd allu arwain ar strategaeth gyllidol y cwmni, sicrhau caffael effeithiol a rheolaeth dynn o ddarparwyr gwasanaethau corfforaethol, sicrhau llywodraethiant y cwmni, a sicrhau fod gweithdrefnau ar</p>	<p>1. Staff and salary structures and recruitment plan</p> <p>NB and EG presented the proposals for:</p> <ul style="list-style-type: none"> • Adnodd staff structure • Staggered recruitment plan to manage growth and spending in the company's early years. <p><u>Proposed salary structure</u></p> <p>i. Staff structure</p> <p>It was agreed that the proposed Business Manager position should be revisited to ensure that the postholder possesses proven competence in strategic budget management and planning and demonstrable commercial acumen. A relevant accountancy qualification should also be noted as highly desirable for the role. Members also discussed the need for the postholder to be able to lead on the company's financial strategy, secure effective procurement and tight control of corporate service providers, assure the corporate governance of the company and ensure that procedures for commissioning are efficient and secure value for money as well as statutory compliance.</p>

	<p>gyfer comisiynu yn effeithlon ac yn sicrhau gwerth am arian yn ogystal a chydymffurfiaeth statudol.</p> <p>Cytunwyd y gallai rôl y Rheolwr Busnes gael ei disgrifio fel 'Pennaeth Gwasanaethau Corfforaethol' a'i gosod ar radd 5 o'r strwythur cyflog pe bai'r gwaith meincodi ar ofynion uwch y swydd yn cadarnhau hynny.</p> <p>Dylid ystyried os dylai'r rheolwr cyfathrebu adrodd i'r pennaeth corfforaethol, yn hytrach na'r Prif Weithredwr, gan nodi y gallai hyn greu uwch dîm rheoli effeithiol o dri er mwyn cynnig arweiniad clir i'r cwmni.</p> <p>Cytunodd y Bwrdd fod y strwythur yn cynnig sail briodol i fwrw ymlaen gyda'r cylch cyntaf o recriwtio staff.</p> <p>ii. Cynllun recriwtio</p> <p>Trafodwyd sut gallai'r cynllun recriwtio effeithio ar staff presennol Adnodd sydd ar secondiad o Lywodraeth Cymru, gan nodi'r angen i gyfathrebu y goblygiadau posib gyda hwythau yn agored, yn glir ac yn amserol.</p> <p>Cytunwyd y dylid cynnwys ail swydd Rheolwr Comisiynu ac Ansawdd o fewn y cylch cyntaf o recriwtio, fel swydd llawn neu ran amser.</p>	<p>It was agreed that the Business Manager role could also be described as 'Head of Corporate Services' and set as grade 5 on the salary structure if the benchmarking work on the higher requirements of the role confirm that.</p> <p>Consideration should be given having the communications manager report to the Head of corporate services rather than the Chief Executive, noting that this would create an effective senior leadership team of three to provide clear guidance to the company.</p> <p>The Board agreed that the structure provided an appropriate basis to proceed with the first round of staff recruitment.</p> <p>ii. Recruitment plan</p> <p>Members discussed how the recruitment plan could affect existing Adnodd staff on secondment from WG, noting the need for the possible implications to be discussed with them in an open, clear and timely manner.</p> <p>It was agreed that a second Commissioning and Quality manager position should be included within the first round of recruitment, offered as a full-time or part-time position.</p> <p>For each role, the advert should clearly indicate our willingness to discuss and consider flexible work patterns within the context of the job requirements.</p>
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<p>9. Unrhyw fusnes arall Any other business</p>	<p>Rheoli perfformiad aelodau'r Bwrdd angen ei gynnal. Tîm gweithredol i wneud trefniadau.</p> <p>Offer TG - gliniaduron. Tîm gweithredol yn awyddus i aelodau'r Bwrdd ddychwelyd eu gliniaduron pe bae'n well ganddynt ddefnyddio dyfeisiau eu hunain. Aelodau i roi gwybod i'r tîm gweithredol o'i penderfyniad.</p> <p>Y bwrdd wedi trafod estyn gwahoddiad i LIC fynychu cyfarfodydd Bwrdd. Cytunwyd y bydd gwahoddiad agored yn cael ei anfon at y tîm nawdd yn LIC i fynychu cyfarfodydd y Bwrdd yn y dyfodol. Pe bae angen gellid cael materion caeedig fel y bo'n briodol.</p>	<p>Performance management for board members needs to be held. Executive team to make arrangements.</p> <p>ICT equipment - laptops. Executive team are eager for Board members to return their laptops if they prefer to use their own devices. Members to notify the executive team of their decision.</p> <p>The Board discussed inviting WG to attend Board meetings. It was agreed that an open invitation is sent to the sponsorship unit in WG to attend future Board meetings. With an option for closed agenda items as required.</p>