Rhif cwmni / company number: 14227941

Cyfarfod Bwrdd | Board meeting
19/06/24 – Zoom
14.00 – 16.30

Cofnod a phwyntiau gweithredu | Minutes and actions

Presennol | In attendance:

Adnodd:	Gethin Davies, Cadeirydd | Chair (GD); Lesley Bush (LB); Sioned Roberts (SR); Lucy Thomas (LT); Huw Jones (HJ); Nicola Wood (NW); Mair Gwynant, Chair of ARAC (MG); Emyr George, Prif Weithredwr | Chief Executive (EG); Ruth Davies (RD); Elliw Roberts (ER).
Llywodraeth Cymru (LlC):	Megan Howarth (MH)
Effectus HR:	Nia Bennett (NB) – eitemau 1 i 6 yn unig / items 1 to 6 only
Azets	Ashley Bryan (AB) – eitem 7 yn unig / item 7 only
Yn arsylwi | Observer:	Lleucu Siencyn (LS)

Ymddiheuriadau | Apologies: dim | none

Eitem agenda ***Agenda item***	**Crynodeb o'r drafodaeth a phwyntiau gweithredu**	**Summary of discussion and action points**
1.Croeso as ymddiheuriadau *Welcome and apologies*	Croesawodd y cadeirydd pawb i'r cyfarfod gan esbonio y bydd mynychwyr nad sydd yn aelodau o'r Bwrdd yn gadael y cyfarfod ar gyfer eitem 6.	GD welcomed all attendees to the meeting and explained that those who are not members of the Board would leave the meeting for item 6.
2. Datganiad o fuddiant *Declaration of interest*	Dim i'w ddiweddaru gan yr aelodau. Dywedodd MG ei bod wedi gwneud cais i ymuno â'r Bwrdd yn swyddogol. Bydd yn gadael y cyfarfod pan fydd y sgwrs yn troi at faterion recriwtio i'r Bwrdd.	Nothing to update from members. MG stated that she had made an application to join the Board officially. She will leave the meeting when the conversation turns to matters of Board recruitment.
3. Cofnodion y cyfarfod diwethaf *Minutes of previous meeting*	Nodwyd y bydd cofnodion cyfarfodydd y bwrdd yn cael eu cyhoeddi unwaith y bydd y wefan yn weithredol.	It was noted that the minutes of Board meetings have yet to be published, which will be actioned once the website is up and running.

	Cytunwyd bod y cofnodion yn adlewyrchiad teg a chywir o'r cyfarfod.	**It was agreed that the minutes were a true and accurate record of the meeting**.
4. Diweddariad gan y Cadeirydd *Update from the Chair*	Diolchodd y Cadeirydd bawb am ymateb mor gyflym ar faterion oedd angen sylw brys ers y cyfarfod Bwrdd diwethaf. Nododd y Cadeirydd fod llythyr wedi mynd at Lywodraeth Cymru ynglŷn â'r broses o benodi aelodau newydd i'r Bwrdd. Nodwyd bod y broses adolygiadau perfformiad holl aelodau'r Bwrdd nawr wedi ei gwblhau. Gan gyfeirio at thema gyffredin ymhlith aelodau ynghylch hyfforddiant i'r Bwrdd, awgrymwyd y gellid ychwanegu awr o sesiwn hyfforddi at gyfarfodydd y bwrdd, er mwyn sicrhau'r effeithlonrwydd a'r argaeledd mwyaf posibl. Nodwyd y bydd Ann Evans yn dychwelyd i weithio'n uniongyrchol i Lywodraeth Cymru ym mis Gorffennaf. Diolchodd GD am ei chyfraniad gwerthfawr i'r gwaith o greu a sefydlu Adnodd. **Gweithred: Bydd holiadur yn cael ei anfon allan ym mis Gorffennaf ynghylch effeithiolrwydd y Bwrdd a fydd yn cynnwys cwestiynau i helpu lunio rhaglen o hyfforddiant ar gyfer y Bwrdd.**	The Chair thanked the board for responding promptly on issues that had required attention since the last board meeting. The Chair noted that a letter has been sent to Welsh Government regarding the process for making new appointments to the board. It was noted that the performance review process of all board members was now complete. Referring to a common theme amongst members regarding training for the Board, it was suggested that an hour's training session could be added to the board meetings, to maximise efficiency and availability. It was noted that Ann Evans will be returning to work directly for Welsh Government in July. GD thanked her for her valuable contribution to the work to help create and establish Adnodd. **Action: A questionnaire will be circulated in July regarding the board's effectiveness, which will include questions to help shape a training programme for the Board.**

5. Diweddariad gan y Prif Weithredwr *Update from the Chief Executive*	Gan gyfeirio at y diweddariad ar statws TAW Adnodd, rhagwelir bellach y gellir adeiladu achos dros eithriad rhannol rhag TAW, ond bod angen gwneud mwy o waith i ddatblygu'r model gweithredu cyn y gellir bwrw ymlaen â'r cais.	Referring to the update on Adnodd's VAT status, it is now foreseen that a case can be built for partial exemption from VAT, but that more work is needed to develop the operating model before the application can be progressed.
6. Diweddariad Recriwtio ac Adnoddau Dynol *Recruitment and HR Update*	Eitem gaeedig.	Closed item.
7. Cyllid *Finance*	Nodwyd mai fersiynau drafft yn unig o'r adroddiadau naratif i'r cyfrifon statudol ar gyfer 2023/24 oedd wedi eu cynnwys ym mhapurau'r Bwrdd. Gofynnwyd i'r Bwrdd gytuno ar y camau nesaf canlynol er mwyn gallu cyflwyno fersiynau gorffenedig i'r Bwrdd i'w cymeradwyo ym mis Medi. i. Tîm Gweithredol, Azets a MG i drafod a chynhyrchu drafft pellach.	It was noted that the narrative reports for the statutory accounts for 2023/24 included in the board's papers were early drafts only. The Board was asked to agree the following next steps so that final versions could be produced and submitted to the board for approval in September. i. Executive Team, Azets and MG to discuss and produce a further draft. ii. Schedule an additional ARAC meeting in July to review and comment on the next draft.

	ii. Trefnu cyfarfod ychwanegol o ARAC ym mis Gorffennaf i adolygu a chynnig sylwadau ar y drafft nesaf. iii. Tim Gweithredol ac Azets i fireinio ymhellach yn ôl yr angen iv. ARAC i adolygu adroddiadau gorffenedig ym mis Medi gan nodi unrhyw fân newidiadau fydd eu hangen er mwyn gallu argymell i'r Bwrdd i'w cymeradwyo. Cadarnhwyd fod ARAC wedi cael cyfle i graffu'n fanwl ar y cyfrifon ar gyfer 23/24 a'u bod yn fodlon eu bod yn gywir. **Cytunodd y Bwrdd ar y camau nesaf ar gyfer mireinio a chymeradwyo y cyfrifon ac adroddiadau statudol ar gyfer 2023/24.** Eglurodd Azets fod tanwariant nodadwy wedi digwydd yn 23/24 gan ei fod wedi cymryd yn hirach na'r disgwyl i benodi Prif Weithredwr ac i osod cytundebau ar gyfer gwasanaethau corfforaethol mewn lle. Nodwyd fod ARAC yn hapus gyda'r ffigyrau ond bod angen gwneud gwaith pellach ar yr adroddiad terfynol. Bydd Azets yn adrodd bob chwarter yn erbyn y gyllideb. Nodwyd bod angen ystyried TAW wrth edrych ar y ffigyrau. Nodwyd bod ARAC wedi adolygu'r ffigurau'n	iii. Executive Team and Azets to refine further as needed iv. ARAC to review finished reports in September identifying any minor changes that will be needed so they can be recommended to the Board for approval. It was noted that ARAC had previously scrutinised the financial accounts for 23/24 and was satisfied that they were accurate. **The Board agreed on the next steps for refining and approving the statutory accounts and reports for 2023/24.** Azets explained that there was a notable underspend in 23/24 as it had taken longer than originally expected to appoint Chief Executive and to put contracts for corporate services in place. It was noted that ARAC was content with the figures, but refinement is needed on the final report. Azets will report each quarter against the budget. It was noted that VAT needs to be considered when looking at the figures. It was noted that ARAC had

	fanwl ac wedi cwestiynu lefel uchel y gwariant ar rai cytundebau ond fe'i sicrhawyd bod y ffigurau'n gywir. **Gweithred: Cadeirydd ARAC i gwrdd ag Azets i wirio a mireinio cyflwyniad y wybodaeth ariannol o fewn y cyfrifon statudol ar gyfer 23/24, yn ogystal a'r gyllideb ar gyfer 24/25.** **Cytunwyd bod y bwrdd yn derbyn yr adroddiad fel adlewyrchiad cywir o gyfrifon y cwmni.**	reviewed the figures in detail and questioned the high level of expenditure for some contracts but was reassured that the figures are correct. **Action: MG to meet with Azets to verify and refine the presentation of the financial information presented in the 23/24 statutory accounts, as well as the 24/25 budget.** **It was agreed that the board accept the report as an accurate reflection of the company accounts.**
8. Rhaglen gomisiynu Commissioning program	Nodwyd bod Curshaw wedi cynghori y gallai trefn 'cyffyrddiad ysgafn' fod yn fwyaf tebygol o fod yn berthnasol i'r gwaith comisiynu cynnar, gan y bydd ar gyfer 'gwasanaethau addysg'. Mewn egwyddor gellir defnyddio'r dull hwn ar gyfer dyfarniadau hyd at £600,000. Mae Curshaw yn gweithio ar y polisi caffael i gynnwys y math yma o ddull. Gweithred: MG i weld y polisi caffael ar ffurf drafft i gadarnhau ei fod yn briodol, yn effeithiol ac nad yw'n creu risgiau annerbyniol i Adnodd. Cadarnhawyd bod Darwin Gray wedi gwneud cais am farn bargyfreithiwr ar y dull arfaethedig, ac i nodi unrhyw risgiau posibl a sut y gellid eu lliniaru. Bydd y farn yn edrych yn benodol a ellir defnyddio dull dyfarnu	It was noted that Curshaw has advised that a 'light touch' regime could most likely apply to the early commissioning work as it will be for 'education services'. In principle this approach can be used for awards of up to £600,000. Curshaw is working on the Procurement policy to include this type of approach. **Action: MG to have sight of the Procurement Policy in draft form to confirm that it is appropriate, effective and does not create unacceptable risks for Adnodd.** It was confirmed that Darwin Gray have been asked to seek a barrister's opinion on the proposed approach, and to note any potential risks and how these could be mitigated. The opinion will look specifically at whether a direct award approach can be used to commission

	uniongyrchol i gomisiynu CBAC i gynhyrchu adnoddau TGAU. Dylai'r cyngor fod ar gael o fewn tair wythnos. Gofynnodd MG i'r cyngor gynnwys ystyriaeth o unrhyw risgiau a goblygiadau mewn perthynas â rheoli cymhorthdal. **Gweithred: Rhannu copi o'r cyngor cyfreithiol gyda MG, pan fydd wedi ei dderbyn.** Nodwyd fod angen edrych ar y ffigwr Swm Gros ar gyfer y gyllideb gomisiynu gan ei fod yn bosib na fydd pob cyflenwyr wedi eu cofrestru ar gyfer TAW. Bydd defnyddio'r ffigur hwn yn helpu i reoli'r gyllideb yn well. **Gweithred: Cytunwyd y byddai'r tîm gweithredol yn trafod y dull a'r cyngor cyfreithiol gyda Cadeirydd ARAC ac, oni bai bod unrhyw rwystr neu risg amlwg yn codi, yn bwrw ymlaen yn unol a'r camau nesaf yn y papur.** **Cytunwyd i fabwysiadu yr awdurdodau dirprwyedig ar gyfer penderfyniadau caffael yn unol â'r argymhelliad a nodir yn yr atodiad a ddarparwyd.** **Gweithred: Awgrymwyd y dylid dyfeisio canllaw i ategu'r trothwyon caffael ar gyfer aelodau'r bwrdd sy'n ymwneud â'r broses gwneud penderfyniadau.**	WJEC to produce GCSE resources. The advice should be available within three weeks' time. MG requested for the advice to include consideration of any risks and implications in relation to subsidy control. **Action: Share legal advice with MG, once received.** It was noted that there was a need to look at the Gross Amount figure for the commissioning budget as there may be suppliers that are not VAT registered. Using this figure will help better manage the budget. **Action: It was agreed that the executive team will discuss the approach and legal advice with MG and, in the absence of any significant risk or hurdle, will proceed with the next steps noted in the paper.** **It was agreed to adopt the delegated authorities for procurement decision in line with the recommendation stipulated in the annex provided.** **Action: It was suggested that a guide should be devised to supplement the procurement thresholds for board members involved in the decision-making process.**

9. Achos busnes am gyllideb ychwanegol i ariannu adnoddau TGAU *Business case for additional funding to secure GCSE resources*	Eglurwyd fod yr eitem yma yn cael ei gyflwyno er gwybodaeth, sy'n darparu diweddariad ar ymdrechion i sicrhau cyllideb ychwanegol gan Lywodraeth Cymru, ac yn trafod cyd-destun a goblygiadau strategol y gwaith. Nodwyd bod Adnodd wedi bod yn gweithio gyda CBAC a Llywodraeth Cymru i ddatblygu yr achos busnes i geisio am cyllideb ychwanegol gan Lywodraeth Cymru i sicrhau pecyn cynhwysfawr o adnoddau addysgol i gefnogi y cylch cyntaf o gyrsiau TGAU Gwneud-i-Gymru fydd yn dechrau o fis Medi 2025. Mae'r achos busnes bellach gyda'r Tîm Partneriaeth yn Llywodraeth Cymru a'i gyflwyno i Ysgrifennydd y Cabinet am benderfyniad brys. Bwriad y gyllideb ychwanegol fydd i ychwanegu at y buddsoddiad mae CBAC eisoes yn ei wneud mewn adnoddau newydd, er mwyn sicrhau fod pecyn cyflawn o adnoddau yn cael ei greu fydd yn ymdrin â phob elfen newydd o gynnwys ar draws bob cymhwyster TGAU caiff eu cyflwyno ym mis Medi 2025. Bydd y comisiwn arfaethedig yn galluogi CBAC i recriwtio staff ychwanegol er mwyn sicrhau capasiti digonol i gwblhau'r gwaith yn gyflym ac erbyn haf 2025 ar y man pellaf. Mae sicrhau adnoddau i gyd-fynd gyda TGAU newydd yn un o'r prif risgiau mae Adnodd yn ei wynebu dros y ddwy flynedd nesaf. Serch hynny, mae'r cynnydd hyd	It was explained that this item provides an update on efforts to secure additional budget from Welsh Government and discusses the context and strategic implications of the work. It was noted that Adnodd had been working with WJEC and Welsh Government to develop a business case to request additional funding from Welsh Government to secure a comprehensive package of educational resources to support the first round of Made-for-Wales GCSE courses starting from September 2025. The business case is now with the Partnership Team at Welsh Government and will be submitted to the Cabinet Secretary for an urgent decision. The additional budget is intended to augment the investment WJEC is already making in new resources, to ensure that a complete package of resources is created that will cover all new elements of content across all GCSEs introduced in September 2025. The proposed commission will enable WJEC to recruit additional staff to ensure adequate capacity to complete the work quickly and by summer 2025 at the furthest point. Securing resources to support new GCSEs is one of the main risks Adnodd faces over the next two years. It was noted that progress so far is promising. It is also worth noting that Welsh Government and WJEC face the same

	yma yn addawol. Mae hefyd yn werth nodi fod Llywodraeth Cymru a CBAC yn wynebu yr un lefel o risg ag Adnodd ar y gwaith yma, sy'n cynnig sail gadarn ar gyfer cyd-weithio'n effeithiol ac effeithlon. Nodwyd y disgwylir cyngor cyfreithiol i gadarnhau bydd y dull caffael arfaethedig yn briodol ac y bydd modd lliniaru unrhyw risgiau cysylltiedig. **Cytunwyd y byddai Cadeirydd ARAC yn cyfarfod â'r tîm gweithredol i drafod manylion ariannol a chyfreithiol y dull comisiynu arfaethedig.** Nodwyd bod y Tîm Partneriaeth yn hyderus o dderbyn penderfyniad cadarnhaol gan Ysgrifennydd y Cabinet, ac felly, mae'n bwysig nodi bod y rhaglen gomisiynu arfaethedig a drafodwyd o dan yr eitem flaenorol wedi'i datblygu ar y rhagdybiaeth y bydd Adnodd yn llwyddo i sicrhau cyllideb ychwanegol. ar gyfer adnoddau TGAU. O ganlyniad, os na fydd Adnodd yn llwyddiannus, bydd angen ail edrych ar y rhaglen gomisiynu gyfan Nodwyd y diweddariad gan y Bwrdd ynghyd a'r ystyriaethau strategol, cyllidol a gweithredol.	level of risk as Adnodd on this front, which provides a solid basis for effective and efficient co-working. It was noted that legal advice is expected to confirm whether the proposed commissioning and contracting approach will be appropriate and that any associated risks can be mitigated. **It was agreed that the MG would meet with the executive team to discuss the financial and legal details of the proposed commissioning approach.** It was noted that the Partnership Team was confident of receiving a positive decision from the Cabinet Secretary, and, therefore, important to note that the proposed commissioning programme discussed under the previous item was developed on the assumption that Adnodd will succeed in securing an additional budget for GCSE resources. Consequently, if Adnodd is unsuccessful in its bid, the whole commissioning programme will need to be revisited. The update was noted by the Board along with the strategic, fiscal and operational considerations.
10. Adroddiadau Statudol a Blynyddol	Eglurwyd y bydd adroddiad cynnydd yn cael ei gynhyrchu a'i gyhoeddi a fydd yn wahanol ac ar wahân i'r adroddiadau a fydd yn cyd-fynd â'r cyfrifon statudol blynyddol.	It was explained that a progress report will be produced and published which will be different and separate from the reports that will accompany the annual statutory accounts.

Statutory and Annual Reporting	Bydd yr adroddiad hwn cwrdd â'r dyletswydd o dan Ddogfen Fframwaith Adnodd i gynhyrchu 'adroddiad blynyddol' ar ein gweithgarwch ar gyfer Llywodraeth Cymru. Bydd yr adroddiad wedi ei anelu at gynulleidfa eang ac felly yn benthyg ac yn addasu rywfaint o'r adroddiad statudol er mwyn disgrifio cyraeddiadau hyd yma a chynlluniau ar gyfer y flwyddyn i ddod. Bydd Adnodd yn gweithio gyda'n partner cyfathrebu Blue Stag ar ddiwyg yr adroddiad ac yn cyflwyno drafft i'r Bwrdd ym mis Medi.	The report will satisfy the requirements stated in the Adnodd Framework Document to produce an 'annual report' on our activity for WG. The report will be aimed at a broad audience and will therefore borrow and adapt elements from the statutory reports to provide a narrative of what has been achieved so far and some of the plans for the year ahead. Blue Stag as the communications partner will be working with Adnodd on the design of the report and a draft will be presented to the Board in September.
11. Diweddariad gan y Pwyllgor Archwilio a Sicrwydd Risg *Update from Audit and Risk Assurance Committee*	Nodwyd fod y Cylch Gorchwyl newydd ar gyfer y pwyllgor ARAC wedi'i gytuno ac bellach yn cynnwys rhoi cyngor ar gyllid ac adnoddau dynol. Edrychodd y pwyllgor ar y gwaith rheolaeth fewnol a'r llawlyfr llywodraethu. Bydd y rhain yn cael eu hadolygu yn yr ARAC nesaf i wneud yn siŵr bod y risgiau hyn yn cael eu lliniaru. Byddwn yn penodi Llywodraeth Cymru fel archwilwyr mewnol ac Archwilio Cymru fel archwilwyr allanol. Bydd y risgiau sy'n ymwneud gyda'r gwaith sefydlu yn cael eu integreiddio i'r brif gofrestr risg corfforaethol. Bydd trafodaeth o'r gofrestr risg yn dod ar frig yr agenda ar gyfer y cyfarfod ARAC nesaf.	It was noted that the new Terms of Reference for ARAC have been agreed and now include offering advice on finance and human resources matters. The committee looked at the internal control work and the governance handbook. These will be reviewed in the next ARAC to make sure these risks are being mitigated. Welsh Government will be appointed as the internal auditor and Audit Wales as external auditor. The risks associated with the establishment work will be integrated into the main corporate risk register. Discussion of the risk register will be moved to the top of the agenda for the next ARAC meeting.

12. Adolygu'r Rhestr Risg *Risk Register Review*	Nodwyd y dylai Adnodd ddatblygu 'datganiad o archwaeth risg' i gyd fynd gyda'r gofrestr er mwyn gallu ystyried pa lefel o risg sy'n dderbyniol ar gyfer gwahanol weithgareddau a deilliannau. **Gweithred: Adnodd i ystyried syniadau am ddatblygu 'archwaeth risg' Adnodd i'w trafod gydag ARAC ym mis Medi.**	It was noted that Adnodd should develop a 'risk appetite statement' to sit alongside the register to consider what level of risk is acceptable for different activities and outcomes. **Action: Adnodd to consider ideas for developing 'risk appetite' to discuss with ARAC in September.**
13. UFA *AOB*	**Cyfarfod nesaf 16/09/2024**	**Next meeting 16/09/2024**