

## Cyfarfod Bwrdd | Board meeting

24/11/23 - 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); Ann Evans (AE); Emyr George (EG); Elliw Roberts (ER)

**Ymddiheuriadau | Apologies:** Bethan Webb (BW) Llywodraeth Cymru; Owain Lloyd (OL) Llywodraeth Cymru

<b>Eitem agenda <i>Agenda item</i></b>	<b>Crynodeb o'r drafodaeth a phwyntiau gweithredu</b>	<b>Summary of discussion and action points</b>
1. Ymddiheuriadau a Chyflwyniadau   Apologies and Introductions	Croesawyd EG i'r cyfarfod Bwrdd fel arsylwr cyn iddo ymgymryd â'i rôl ym mis Ionawr.	EG was welcomed to the Board meeting as an observer, prior to taking up his role in January.
2. Datganiad o fuddiant   Declaration of interest	Dim.	None.
3. Cofnodion y cyfarfod diwethaf   Minutes of previous meeting	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.

<p>4. Cyflwyno'r Prif Weithredwr   Introducing the Chief Executive</p>	<p>Cafwyd gair o gyflwyniad gan Emyr George a fydd yn cychwyn yn ei swydd fel Prif Weithredwr ar 8 Ionawr 2024.</p>	<p>Emyr George, who will be taking up post as Chief Executive on 8 January 2024, introduced himself.</p>
<p>5. Diweddariad Tîm Gweithredol   Executive Team update</p>	<p>Rhannwyd papur yn amlinellu cynnydd yn erbyn y cynllun gweithredol rhwng 1 Gorffennaf a 15 Tachwedd o flaen llaw i'r cyfarfod.</p> <p>Rhodddwyd diweddariad pellach ar y materion canlynol.</p> <p><i>Caffael</i></p> <ul style="list-style-type: none"> <li>- Bydd cytundeb ar gyfer yswiriant proffesiynol, cyhoeddus a chyflogwr mewn lle o Ionawr 2024.</li> <li>- Mae gwaith yn mynd rhagddo i sicrhau gwasanaethau cyfreithiol, cyfieithu ac archwilio mewnol.</li> <li>- Mae gwaith caffael ar y gweill ar gwasanaethau cyllid, cyflogres ac AD.</li> <li>- Bydd gwaith o ddatblygu strategaeth fasnachol yn dechrau yn Ionawr.</li> </ul> <p><i>Rhagolwg ariannol</i></p> <ul style="list-style-type: none"> <li>- Nodwyd y bydd tanwariant o tua £500,000. Bydd y cyllid yma yn cael ei</li> </ul>	<p>A paper providing an update on progress against the operational plan between 1 July and 15 November was circulated in advance of the meeting.</p> <p>A further update was given on the following matters.</p> <p><i>Procurement</i></p> <ul style="list-style-type: none"> <li>- An insurance contract for professional indemnity, public liability and employers will be in place from January 2024.</li> <li>- Work is underway to secure legal, translation and internal audit services.</li> <li>- Procurement of finance, payroll and HR services is progressing.</li> <li>- Work on developing a commercial strategy will begin in January.</li> </ul> <p><i>Financial forecast</i></p> <ul style="list-style-type: none"> <li>- It was noted that there will be an underspend of around £500,000. This budget will be returned to Welsh</li> </ul>

	<p>ddychwelyd i Lywodraeth Cymru ac yn cael ei ddefnyddio i dalu am brosiectau comisiynu adnoddau sydd eisoes wedi eu dyfarnu.</p> <ul style="list-style-type: none"> <li>- Bydd tua saith o'r prosiectau hirdymor hyn yn trosglwyddo i Adnodd o Ebrill 2024.</li> </ul> <p><i>Gwaith ymgysylltu:</i></p> <ul style="list-style-type: none"> <li>- Mae Miller Research wedi cyflwyno adroddiad drafft o'i ymchwil i'r tirwedd adnoddau. Bydd y Tîm Gweithredol yn defnyddio'r canfyddiadau i ddatblygu model comisiynu.</li> <li>- Holodd y Bwrdd am y niferoedd y isel o ddilynwyr ar y cyfryngau cymdeithasol. Eglurwyd nad oes llawer i'w rannu ar hyn o bryd gan bod hi'n ddyddiau cynnar ar Adnodd ond y bydd mwy o waith yn cael ei wneud gyda'n partner cyfathrebu yn y flwyddyn newydd i godi proffil Adnodd.</li> </ul> <p><i>Cofrestr Risg:</i></p> <ul style="list-style-type: none"> <li>- Cytunwyd i adio parhad staff wedi eu secondio o Ebrill ymlaen i'r gofrestr risg</li> </ul>	<p>Government and used to pay for resource commissioning projects previously awarded.</p> <ul style="list-style-type: none"> <li>- Around seven of these longer-term projects will be novated to Adnodd from April 2024.</li> </ul> <p><i>Engagement work:</i></p> <ul style="list-style-type: none"> <li>- Miller Research's has produced a draft report of its research into the resources landscape. The Executive Team will use the findings from the report to develop the commissioning model.</li> <li>- The Board asked about the low number of followers on social media. It was explained that information to share on social media about Adnodd is currently limited and that more work will be undertaken in the new year with our communications partner to raise Adnodd's profile.</li> </ul> <p><i>Risk register</i></p> <ul style="list-style-type: none"> <li>- It was agreed that continuity of Adnodd's seconded staff from April onwards should be added as a risk to the register.</li> </ul>
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<p>6. Cyfethol Cadeirydd y Pwyllgor Archwilio a Sicrwydd Risg   Co-opting a Chair for the Audit Risk and Assurance Committee (ARAC)</p>	<p>Adroddodd y Tîm Gweithredol ei fod wedi adnabod a chyfarfod gydag unigolyn cymwys oedd yn meddu ar brofiad, sgiliau a chymwysterau priodol i fod yn Gadeirydd y Pwyllgor ARAC dros dro. Byddent yn fodlon i gael eu cyfethol i'r Bwrdd am gyfnod penodol o amser hyd nes y bydd Llywodraeth Cymru wedi ymgymryd â phroses penodiadau cyhoeddus i lenwi'r sedd wag ar y Bwrdd.</p> <p>Er mwyn sicrhau cydymffurfiaeth lawn â Dogfen Fframwaith Adnodd, cytunodd y Tîm Gweithredol i archwilio a gofyn am gyngor cyfreithiol i weld p'un ai ellid cyfethol person fel aelod o'r Bwrdd am gyfnod penodol, gyda chydysyniad ysgrifenedig Llywodraeth Cymru fel Gwarantwr Adnodd.</p>	<p>The Executive Team confirmed it had identified and met with a qualified individual who possessed the appropriate experience, skills and credentials to Chair of the ARAC Committee provisionally. They would be willing to be co-opted to the Board for a defined period of time until the Welsh Government has undertaken a public appointment process to fill the vacant seat on the Board.</p> <p>In order achieve full compliance with the Adnodd Framework Document, the Executive Team agreed to explore and seek legal advice on whether a person could be co-opted as a Board member for a specific period, with written consent of Welsh Government as Adnodd's Guarantor.</p>

	<p>Yn amodol ar dderbyn cyngor cyfreithiol boddhaol, cymeradwyodd y Bwrdd yr argymhelliad i gyfethol Mair Gwynant am gyfnod penodedig fel Cadeirydd dros dro y Pwyllgor ARAC.</p>	<p>Subject to receiving satisfactory legal advice, the Board approved the recommendation to co-opt Mair Gwynant for a defined period as the acting Chair of the ARAC committee.</p>
<p>7. Addasu Erthyglau'r Cwmni   <i>Amend Articles of Association</i></p>	<p>Nodwyd y dylid sicrhau llais i Adnodd yn y broses recriwtio a phenodi aelodau i'r Bwrdd. Cytunwyd i argymhell i Llywodraeth Cymru bod Cadeirydd Adnodd yn rhan o'r broses.</p> <p>Cytunwyd y byddai GD yn ysgrifennu llythyr at Lywodraeth Cymru i nodi'r gwersi a ddysgwyd yn ystod y broses o sefydlu'r cwmni.</p> <p>Cytunwyd y dylai gylch gorchwyl y Bwrdd gynnwys cydraddoldeb, amrywiaeth a chynhwysiant. Cytunwyd y dylid casglu ystadegau cydraddoldeb, amrywiaeth a chynhwysiant Adnodd i'w cynnwys yn adroddiad blynyddol cyntaf y cwmni.</p> <p>Yn amodol ar ganiatâd ysgrifenedig y Gweinidog, roedd y Bwrdd yn gytûn i</p>	<p>It was noted that Adnodd should have a role in the recruitment and appointment process of Board members. It was agreed to recommend to Welsh Government that Adnodd's Chair should be part of the process.</p> <p>It was agreed that GD would write to Welsh Government outlining the lessons learnt during the process of establishing the company.</p> <p>It was agreed that the Board's Terms of Reference should include equality, diversity and inclusion (EDI). It was agreed to capture Adnodd's EDI statistics to include in the company's first annual report.</p> <p>Dependent on the Minister's written consent, the Board was content to amend</p>

	amrywio Erthyglau'r Cwmni a chynyddu nifer yr aelodau i uchafswm o 8.	the Articles of Association and increase the number of directors to a maximum of 8.
8. Polisiâu   Policies	<p>Cytunwyd bod angen cynnwys cyfeiriad at amserlen adolygu'r polisiâu.</p> <p>Cymeradwyodd y Bwrdd y polisiâu canlynol (fersiynau Saesneg):</p> <ul style="list-style-type: none"> <li>• Code of conduct</li> <li>• Conflict of interest; declaring potential conflict of interest instructions; declaration of interest form;</li> <li>• Whistleblowing policy</li> <li>• Grievance policy</li> <li>• Data protection</li> <li>• Privacy Notice</li> <li>• ICT acceptable use policy</li> <li>• Fees, Travel and Subsistence</li> <li>• Cylch Gorchwyl - Bwrdd</li> <li>• Cylch Gorchwyl - ARAC</li> </ul> <p>Cytunwyd y bydd aelodau yn rhoi sylwadau terfynol ar Gylch Gorchwyl y Pwyllgor Cyllid ac AD, ac ar y polisi Iaith Gymraeg a'r polisi Cydraddoldeb, amrywiaeth a chynhwysiant erbyn 8/12/23.</p>	<p>It was agreed to include a reference to the timing of reviewing policies.</p> <p>Board approved the following policies (English versions):</p> <ul style="list-style-type: none"> <li>• Code of conduct</li> <li>• Conflict of interest; declaring potential conflict of interest instructions; declaration of interest form;</li> <li>• Whistleblowing policy</li> <li>• Grievance policy</li> <li>• Data protection</li> <li>• Privacy Notice</li> <li>• ICT acceptable use policy</li> <li>• Fees, Travel and Subsistence</li> <li>• Board Terms of Reference</li> <li>• ARAC Terms of Reference</li> </ul> <p>It was agreed that members will provide final comments on the Terms of Reference for the Finance and HR Committee, and on the Welsh Language policy and on the EDI policy by 8/12/23.</p>

<p>9. Diweddariad gan y Pwyllgor Archwilio a Sicrwydd Risg   <i>Update from Audit and Risk Assurance Committee</i></p>	<p>Nododd y pwyllgor yr heriau cynhenid o gaffael gwasanaethau corfforaethol i gwmnïau bach fel Adnodd. Mae yna her benodol o ran caffael gwasanaeth archwilio mewnol, gan fod yr unig gyflenwr sydd wedi cynnig am y gwaith hefyd yn debygol o drïo am y cytundeb (gwerth uwch) cyllid a chyflogres i Adnodd a fyddai'n ei rwystro thag gwneud y gwaith archwilio mewnol .</p> <p>Cytunwyd y dylid blaenoriaethu caffael gwasanaeth cyllid a chyflogres am y tro, a thrafod yr amserlen ar gyfer caffael gwasanaeth archwilio gyda Cadeirydd ARAC. Nododd y Tîm Gweithredol mai dyma hefyd oedd cyngor Archwilio Cymru ar y mater mewn cyfarfod cychwynnol diweddar.</p> <p>Roedd y Bwrdd yn gytûn i beidio â dyfarnu cytundeb archwilio mewnol am y tro hyd nes bydd gwasanaeth cyllid a chyflogres wedi'i gaffael.</p>	<p>The Committee noted the inherent challenge of procuring corporate services for a relatively small organisation such as Adnodd. There is a particular challenge in procuring internal audit, as the only supplier that tendered for the work would likely also bid for the (higher-value) which would prevent it taking on the internal audit work.</p> <p>It was agreed to prioritise procuring a finance and payroll service for now, and to discuss the timetable for procuring an internal audit service with the Chair of ARAC. The Executive Team noted that this was also the advice given by Audit Wales in a recent initiation meeting.</p> <p>The Board was content not to award the internal audit contract for the time being until the finance and payroll contract had been procured.</p>
<p>10. Diweddariad gan y Pwyllgor Adnoddau Dynol a Chyllid  </p>	<p>Roedd Azets wedi paratoi cyfrifon cwmni segur ar gyfer Adnodd am y cyfnod Gorffennaf 2022 - 31 Mawrth 2023. Yn</p>	<p>Azets had prepared dormant accounts for Adnodd for the period July 2022 - 31 March 2023. In accordance with advice</p>

<p><i>Update from the HR and Finance Committee</i></p>	<p>sgil cyngor Llywodraeth Cymru bydd blwyddyn ariannol Adnodd yn newid i gyd fynd â blwyddyn ariannol Llywodraeth Cymru (1 Ebrill - 31 Mawrth).</p> <p>Dylid gwirio'r nifer y cyflogai a fynegir yn y cyfrifon er mwyn cadarnhau a ydy aelodau'r Bwrdd yn cael eu hystyried fel staff i'r diben hwn. Roedd y Bwrdd yn fodlon i gymeradwyo'r dogfennau, yn amodol ar cadarnhad gan Azets o'r mater hwn, iddynt gael eu ffeilio gyda Thŷ'r Cwmnïau.</p>	<p>from Welsh Government, Adnodd's financial year will be amended to be in line with Welsh Government's financial year (1 April - 31 March).</p> <p>The number of employees stated on the accounts should be verified to confirm whether Board members are considered employees for this purpose. The Board was content to approve the documentation subject to this point being confirmed by Azets and for the accounts to be filed with Companies House.</p>
<p>11. UFA   AOB</p>	<p>Cytunwyd i baratoi blaen-raglen i'w gyflwyno yn y cyfarfod Bwrdd nesaf.</p>	<p>It was agreed to prepare a forward look to bring to next board meeting.</p>