

# Y BWRDD GWEITHREDOL

## 23 MEDI 2019

### PWNC: YMDDIRIEDOLAETH ORIEL MYRDDIN

#### Pwrpas:

#### Penodi Ymddiriedolwyr Annibynnol

#### Yr argymhellion / penderfyniadau allweddol sydd eu hangen:

Penodi pedwar (4) ymddiriedolwr annibynnol i Ymddiriedolaeth Oriel Myrddin a chytuno y gellir dirprwyo'r awdurdod am benodiadau yn y dyfodol i'r Aelod o'r Bwrdd Gweithredol dros Ddiwylliant, Chwaraeon a Thwristiaeth.

#### Rhesymau:

1. Caiff Ymddiriedolaeth Oriel Myrddin ei llywodraethu gan gynllun elusennol Ysgol Gelf Caerfyrddin dyddiedig 11 Tachwedd 1993. Mae'r cynllun yn ei gwneud yn ofynnol bod 8 allan o'r 10 ymddiriedolwr a benodir o dan y cynllun yn cael eu penodi gan y Cyngor Sir. Mae cworwm o 4 aelod hefyd yn ofynnol o dan y cynllun.
2. Cafodd adroddiad ei gyflwyno i'r Bwrdd Gweithredol a'i gymeradwyo ganddo ar 1 Gorffennaf 2019, a oedd yn esbonio bod angen cyfnod pontio er mwyn gwahanu'r Ymddiriedolaeth oddi wrth y Cyngor Sir. Er mwyn hwyluso'r camau gweithredu hyn, mae angen penodi hyd at bum ymddiriedolwr annibynnol i Ymddiriedolaeth Oriel Myrddin.
3. Mae'n rhaid penodi o leiaf pedwar ymddiriedolwr annibynnol nad ydynt yn aelodau'r Cyngor Sir er mwyn cael cworwm a gwneud penderfyniadau ynghylch unrhyw fater y mae gan y Cyngor Sir fuddiant ynddo.
4. Yn dilyn proses recriwtio ac mewn cyfarfod Bwrdd yr Ymddiriedolaeth a gynhaliwyd ar 29 Ebrill 2019, cytunodd yr ymddiriedolwyr, ar ôl ystyried ceisiadau gan dri unigolyn, i argymhell i'r Cyngor Sir fod yr ymgeiswyr hynny'n cael eu penodi'n ymddiriedolwyr annibynnol ar Ymddiriedolaeth Oriel Myrddin. Ers hynny mae pedwerydd ymgeisydd wedi'i argymhell i'w benodi gan Gadeirydd yr Ymddiriedolaeth, a disgwylir i'r cynnig hwn gael ei gadarnhau yng nghyfarfod nesaf yr Ymddiriedolaeth sydd wedi'i drefnu ar gyfer 4 Hydref 2019.
5. Mae'r Ymddiriedolaeth yn disgwyl recriwtio i'r pumed rôl annibynnol yn y dyfodol agos.

Angen ymgynghori â'r Pwyllgor Craffu perthnasol - Amherthnasol

Angen i'r Bwrdd Gweithredol wneud penderfyniad OES

Angen i'r Cyngor wneud penderfyniad NAC OES

YR AELOD O'R BWRDD GWEITHREDOL SY'N GYFRIFOL AM Y PORTFFOLIO:-

Y Cyngorydd Peter Hughes Griffiths (Ddiwylliant, Chwaraeon a Thwristiaeth)

Y Gyfarwyddiaeth  
Cymunedau

Enw Pennaeth y  
Gwasanaeth:  
Ian Jones

Awduron yr Adroddiad:

Steve Murphy

Jane Davies

Swyddi:

Pennaeth Hamdden

Uwch-gyfreithiwr

Uwch-reolwr y  
Gwasanaethau  
Diwylliannol

Rhifau ffôn:

01267 228309

01267 224693

Cyfeiriadau E-bost:

[IJones@sirgar.gov.uk](mailto:IJones@sirgar.gov.uk)

[SPMurphy@sirgar.gov.uk](mailto:SPMurphy@sirgar.gov.uk)

[JaneDavies@sirgar.gov.uk](mailto:JaneDavies@sirgar.gov.uk)

**EXECUTIVE SUMMARY  
EXECUTIVE BOARD  
DATE: 23<sup>RD</sup> SEPTEMBER, 2019**

**ORIEL MYRDDIN TRUST**

**To appoint four (4) independent trustees to the Oriel Myrddin Trust (OMT)**

**1. Background**

Oriel Myrddin (OMT) is a charitable trust governed by a Charity Commission scheme known as the Carmarthen School of Art approved and established on 11 November 1993 and registered as a charity in England and Wales (charity registration number 1031498). The Scheme provides for Carmarthenshire County Council (CCC) to appoint trustees and to be the 'custodian trustee' for the Trust of the existing gallery building (OMG).

The current trust board consists of eight County Councillors and two Town Councillors. The operations of the gallery are undertaken by staff employed by CCC and utilising CCC systems and practice. It has become apparent that the role of CCC as custodian trustee and the wider corporate role should be more clearly maintained to comply with the requirements of charity law and recognised good practice within the sector. The County Council is planning to undertake redevelopment of the gallery with funding from Arts Council of Wales and it is essential that OMT has the ability to take decisions where conflicts of interest are managed appropriately to avoid making decisions which are invalid.

**2. Recruitment of independent trustees**

At the meeting of the OMT board on 25th January and in consultation with CCC as the key stakeholder the Board agreed to advertise for and then to select and recommend for appointment of five trustees with no relationship to CCC or CTC to ensure compliance with legal and regulatory responsibilities. The Board had considered legal advice which had confirmed that under Clause 16 of the Scheme the quorum required for trustees' meetings is four trustees. Therefore there needed to be a minimum of four trustees who were not councillors of the County Council available to take decisions about matters in which the Council has an interest. Trustees appointed by the County Council or the Town Council need not be members of the appointing body. It was also confirmed that trustees who are also councillors are precluded from taking part in decisions in which the Council which appoints them has an interest, because of their duties as councillors and their conflict of interest.

### 3. Current Position

At the Board's meeting on 29<sup>th</sup> April 2019 the trustees were advised that resignations had been received from four county councillors (effective from 31<sup>st</sup> May 2019) in order to reduce the number of trustees and to facilitate the appointment of the independent trustees in their place. Following a recruitment process expressions of interest had been circulated from Neil Confrey (Solicitor), Louise Morgan (Teacher and freelance arts education consultant) and Sally Moss (Lecturer & Curator) who wished to be considered as independent trustees. It was duly agreed to recommend to the County Council that all three applicants be appointed as independent trustees.

Furthermore on 18<sup>th</sup> May Nigel Roberts (Banking Consultant) submitted his application which is recommended for appointment by the Chair of the Trust and will be considered at the next available Trust meeting (4<sup>th</sup> October).

It is also anticipated that the fifth vacancy for an independent trustee will be filled in the near future through a re-run of the recruitment process.

### 4. Recommendations

In order that OMT can comply with its legal and regulatory duties that Neil Confrey, Louise Morgan, Sally Moss and Nigel Roberts are appointed as Independent Trustees to OMT following ratification of Mr Roberts' application at the next Board meeting on 4<sup>th</sup> October 2019. Under the conditions of the charitable scheme appointments of any trustees are for a term of four years.

In order to expedite future appointments of independent trustees that authority be delegated to the Executive Board Member for Culture, Sport & Tourism to progress with appointments upon recommendation by the Board of Trustees.

<b>DETAILED REPORT ATTACHED ?</b>	<b>NO</b>
-----------------------------------	-----------

## IMPLICATIONS

I confirm that other than those implications which have been agreed with the appropriate Directors / Heads of Service and are referred to in detail below, there are no other implications associated with this report :

Signed: **Ian Jones**

Head of Leisure

Policy, Crime & Disorder and Equalities <b>NONE</b>	Legal <b>YES</b>	Finance <b>NONE</b>	ICT <b>NONE</b>	Risk Management Issues <b>NONE</b>	Staffing Implications <b>NONE</b>	Physical Assets <b>NONE</b>
--	---------------------	------------------------	--------------------	---------------------------------------	--------------------------------------	--------------------------------

### 1. Legal

The appointment of at least four independent trustees is an essential regulatory requirement so that there is a sufficient quorum to make decisions when the other council members of the trust have a conflict of interest and therefore cannot participate in the decision making process

SPM

## CONSULTATIONS

I confirm that the appropriate consultations have taken in place and the outcomes are as detailed below

Signed: **Ian Jones**

Head of Leisure

**1. Scrutiny Committee** N/A

**2. Local Member(s)** Through involvement on the Trust Board

**3. Community / Town Council** Carmarthen Town Council – through involvement on the Trust Board

**4. Relevant Partners** Oriel Myrddin Trust – decisions noted in minutes of the Trust

**5. Staff Side Representatives and other Organisations** N/A

### Section 100D Local Government Act, 1972 – Access to Information

List of Background Papers used in the preparation of this report:

**THESE ARE DETAILED BELOW**

Title of Document	File Ref No.	Locations that the papers are available for public inspection
Minutes of Oriel Myrddin Trust meetings		Oriel Myrddin

