

Meeting of the ETF Board

Date: Monday 4 November 2024

Time: 2-5pm

Venue: Marsh, Tower Place East, London EC3R 5BU

Present

Wojciech Ilowski (excused for item 3.3)

Andrew McConnell OBE

Gerry McDonald (excused for item 3.3)

Sir Frank McLoughlin CBE (Chair)

Rachel Musson

Ruth Spellman OBE

Palvinder Singh

Barbara van der Eecken, Board observer

In attendance

Rachael Carroll, PA to Executive Directors

Dr Gina Hobson, Chief of Staff to the Chair and CEO

Dr Katerina Kolyva, CEO

Patrick Murphy, Executive Director of Corporate Services

Jo Swindells, Executive Director of Development & Delivery

Apologies

Jon Graham

Lynette Leith

Dr Sam Parrett CBE

Chloe Annetts, Governance Manager

Dr Vikki Smith, Executive Director of Education & Standards

Minutes

Part 1: Introduction

1.1 Welcome and apologies

The Chair welcomed everyone to the meeting and expressed thanks to Wojciech Ilowski for hosting the meeting at Marsh. Apologies for absence were noted from Jon Graham, Lynette Leith, Sam Parrett, Vikki Smith and Chloe Annetts. The Chair noted that the meeting was quorate. The Chair noted this would be the last formal Board meeting for Ruth Spellman and Jon Graham, who would be retiring as trustees after the AGM and Board strategy day in December and thanked them for their contributions.

1.2 Minutes of last meeting, matters arising and queries from the information pack

The Board received the minutes from the last meeting and matters arising paper. **The Board approved the minutes from the Board meeting on 18 September 2024.** The Board received the information pack which included the declarations of interest and minutes from ETF Committees.

Part 2: Performance oversight

2.1 CEO report

The CEO presented an overview of the CEO report, including an update on the budget from the new Labour government and how this will affect the FE and Skills sector. The Board noted the updated report template, including the areas of focus which had been highlighted in the summary. The CEO provided a summary of the key areas of focus for the Executive including Basic Skills, qualification reform and the new business planning processes. The Executive Director of Development and Delivery provided an update on the commercial priorities, with confirmation that ETF is on track to reach targets. The Board reflected on the charity's performance, including key risks and opportunities such as digital and staff culture. **The Board received and noted the CEO report.**

2.2 Business scorecard and financial performance

The Board received a summary of the Business Delivery Scorecard, including update on OKRs with accompanying RAG scores from the CEO. The Board noted the performance against targets, and that a performance update would be shared with all staff. The Executive Director of Corporate Services provided a financial performance update, including an overview of the management accounts for August 2024. **The Board requested a further update on the 24-25 investment spend, including whether areas are progressing as planned, whether they are having the desired impact, and reflections on timing.**

2.3 Individual practitioner and sector organisation value proposition

The CEO provided an update on the individual practitioner and sector organisation value proposition. The Board noted that there had been an informal workshop held on 24 October which had given trustees the opportunity to explore the membership proposition in more detail. **The Board asked for the Executive to provide elevator pitches for membership (both individual and organisation) for the Board strategy day in December.** The Executive Director of Development and Delivery provided an update on accreditation. **The Board asked the Executive for an indication of the pricing for membership for the Board strategy day. The Board asked the Executive to provide a roadmap showing the development of accreditation and membership, linked to the business plan.**

Part 3: Governance

3.1 2023-24 Audit and the draft Trustees' Report & Audited Accounts

The Board received the draft 23-24 ETF Trustees' Report and Audited Accounts. It noted that the Audit & Risk and Finance Committees had reviewed this material at its meeting on 9 October 2024. The Board noted that a designed version of the Trustees' Report and Audited Accounts was being prepared and would be shared in due course with the AGM papers. **The Board approved the draft 23-24 ETF Trustees' Report and Audited Accounts and noted that they would be presented to the ETF Member Group at the AGM on 9 December 2024. The Board agreed the letter of representation to the Auditor.**

[The Chair handed over to Katerina Kolyva, as a Director of ETFS]

The Board received the ETFS Directors' Report and Financial Statements and held the ETFS AGM. It noted that ETFS traded until 7 July 2021 and was now dormant. **On behalf of ETF as the parent organisation, the Chair of the Board approved the ETFS Directors' Report and Financial Statements and noted that these would be filed with the regulators.**

[The Chair handed back over to Frank McLoughlin]

The Board received the paper on auditor performance and re-appointment. **The Board agreed to put forward a recommendation to the ETF Member Group to extend the term of RSM as the ETF's external auditor for a further three years (2024-25, 2025-26, 2026-27).** The Board noted the auditor completion report.

3.2 Annual Reports from ETF Committees

The Board received the annual reports from the Audit & Risk Committee, Finance Committee, Remuneration & Search Committee and SET Management Board. The Committee Chairs provided an overview of the reports. The Board noted that the membership of the Committees, including for the new Education, Quality and Standards Committee, would be reviewed with the new trustee appointments.

3.3 Trustee recruitment

The Chief of Staff to the Chair and CEO provided an overview of the paper on trustee recruitment, including appointments, reappointments, induction and development. The Board noted that a written update had been circulated to trustees via e-mail correspondence in advance of the meeting with a recommendation to appoint four trustees to the ETF Board, following a thorough and competitive process overseen by the R&S Committee. **The Board agreed to appoint the following individuals to the ETF Board, subject to reference and background checks: Anthony Carey (Trustee and Finance Committee Chair Designate), Brenda McLeish (Trustee), Mark Malcolmson (Trustee), and Shazia Ejaz (Trustee).**

[Gerry McDonald and Wojciech Iowski were excused from the meeting]

The Board considered the trustees who were due to be reappointed to their second terms as trustees of the ETF Board. **The Board confirmed the reappointment of Gerry McDonald, Sam Parrett and Wojciech Iowski for their second terms of office.**

[Gerry McDonald and Wojciech Iowski rejoined the meeting]

The Board noted the retirement of Ruth Spellman and Jon Graham from the ETF Board in December 2024 and thanked them for their contributions over the years.

3.4 Planning for the AGM and the Board strategy day

The Board received an overview of the plans for the upcoming AGM and Board strategy day in December from the Chief of Staff to the Chair and CEO. The Board noted that there would be a dinner held on 9 December, and the invitation had been extended to members of the SET Management Board and ETF Member Group. **The Board noted the plans for the AGM and Board strategy day.**

The Board confirmed its recommendation to the ETF Member Group that no further applications are considered at this time, and that the ETF Member Group would be asked to consider and, if appropriate, confirm the reappointment of Natspec, National Union of Students and Trades Union Congress as Company Members of ETF for a further term of up to five years.

Part 4: Risk and Reputation

4.1 SET VAT

[Confidential discussion: redacted]

Part 5: Meeting wash up and reflections

5.1 Reflections and future meetings

The Board received the future meeting dates, including the proposed Board and Committee meeting dates for 2025/26. **The Board agreed to proceed with the schedule, subject to the joint Finance & Performance and Audit & Risk Committee meeting being rescheduled to later in June 2025.** The Board reflected on the meeting's effectiveness and noted that it had been a positive meeting with time spent on key strategic matters.

5.2 Any other business

There was no other business.