

## Meeting of the ETF Board

**Date:** Wednesday 20 March 2024

**Time:** 2-5pm

**Venue:** City Lit, 1-10 Keeley St, London WC2B 4BA

### Present

Jon Graham

Wojciech Ilowski

Andrew McConnell OBE

Gerry McDonald

Sir Frank McLoughlin CBE (Chair)

Rachel Musson

Ruth Spellman OBE

Barbara van der Eecken, Board observer

Sarah O'Grady, Governance review consultant

Mark Malcomson, City Lit (CEO) (item 2.3)

Stuart Youngs & Hannah Dedman, Texture Studio (item 2.4)

### In attendance

Chloe Annetts, Company Secretary (Interim)

Sanjidah Islam, PA to the CEO (excused for item 3.3)

Dr Katerina Kolyva, CEO (excused for item 3.3)

Charlotte Razzell, Executive Director of Corporate Services (excused for item 3.3)

Dr Vikki Smith, Executive Director of Education & Standards (excused for item 3.3)

### Apologies

Lynette Leith

Dr Sam Parrett CBE

Palvinder Singh

Simon Ginns, Executive Director of Transformation (Interim)

### Minutes

#### 2.3 Context of adult education workforce

*[Mark Malcomson joined the meeting]*

The Chair welcomed the Board and Executive to the meeting. The Chair introduced Mark Malcomson, CEO of City Lit, and noted that this item would be discussed first in the meeting. The CEO of City Lit provided an overview of the context of the adult education workforce, the importance of continuing education throughout life, and the key issues which are currently affecting the adult education workforce.

The Board and Executive gained an insight into some of the programmes run by City Lit, including visual and performing arts, work for the Deaf community and people with disabilities, as well as improving literacy support for the homeless through their Literacy 100 project. The Board thanked the CEO of City Lit for the overview.

*[Mark Malcomson left the meeting]*

## 1.1 Welcome and apologies and Chair's early reflections

The Chair formally welcomed the Board and Executive to the meeting. The Chair welcomed Sarah O'Grady (governance consultant) and Sanjidah Islam to the meeting. Apologies for absence were noted from Lynette Leith, Palvinder Singh, Sam Parrett, and Simon Ginns. The Chair noted that the meeting was quorate. The Chair noted that this was his first formal Board meeting and provided his reflections on the past three months as Chair of the ETF. The Chair noted that this is a significant period of change for the organisation and reinforced the role and purpose of the Board being delivered through a focus on strategy, oversight, and solvency.

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

The Board received the minutes from the last formal meeting and informal meeting, and matters arising paper. **The Board approved the minutes from the Board meeting on 8 November 2023 and the informal Board meeting on 26 February 2024.** The Board received the information pack which included the CEO report, declarations of interest, January 2024 Management Accounts, minutes from ETF Committees, and ETF policies paper. The Board noted that queries on the information pack were responded to via e-mail from the Executive before the meeting. **The Board approved the Modern Slavery Statement. The Board agreed that going forwards the CEO report should be a main item for discussion on the agenda, rather than in the information pack.**

### 2.1a Budget 2024/2025

[Confidential discussion: redacted]

### 2.1b Business plan 2024/2025

The CEO provided an overview of the business plan for 2024/2025, including the key priorities: bringing the strategy to life, building a strong organisation, contract delivery, commercial areas, and membership growth. [Confidential discussion: redacted]

The Board discussed the commercial proposition, including the new areas to be developed and piloted: leadership, sustainability, and 'welcome to FES.' The Board highlighted the importance of a targeted offer for the sector, the employer value proposition, and ensuring that the market is warmed up before the programmes are launched. **The Board asked the Executive to arrange an informal Board workshop in early May to test some of the assumptions in the charity's new strategy regarding the membership and commercial proposition.**

## 2.2 External governance review

The Board received a summary of the external governance review position from the Chair of the Audit and Risk Committee and noted that this followed on from the informal Board meeting discussion on 26 February. **The Board agreed that the Chair's Group should act as the steering group overseeing the implementation of the recommendations and appointed the Chair of the Audit and Risk Committee (and Senior Independent Director) as the Lead Trustee for this work.**

**The Board agreed to retain a separate Audit and Risk Committee and Finance Committee. It did not agree to create a People and Equity, Diversity, Inclusion & Belonging (EDIB) Committee, but instead agreed to appoint a lead trustee for People and Culture. The Board did not agree to disband the Remuneration and Search Committee. The Board did not agree to create an Education, Quality & Standards Committee, and instead noted that further work was needed regarding the shape of further committee structure. It agreed to work with relevant legal advisers to update ETF's Articles, Governance Agreement and Committee Terms of Reference.**

The Board noted that further consideration would be given by the Executive and Trustee Lead as to what (new) responsibilities should be included within the Board Committee structure, and that a full review of the SET Management Board (SMB) would form part of this, with a proposal brought to the June Board meeting. **The Board agreed that the full NCVO report and the Board's decisions in response would be shared with the SMB, with an additional meeting for SMB to be arranged for April 2024.**

**The Board agreed to change the composition of the Board through future trustee recruitment to support the oversight of the new strategy. In diversifying the Board, it agreed to adopt the principle of at least 50% of Board members being drawn from the FES sector, with a range of FE, ITP and Adult Learning backgrounds reflected. The Board agreed to consider participating in the Board Apprentice scheme. It agreed to delegate to the Chair's Group the review of the outcome of the skills audit and to decide the priorities for the composition of the Board (skills, background, diversity), Trustee terms and timing of the next Trustee recruitment process. The Board agreed that non-Trustees may be appointed as members of Committees, but all Board Committees would be chaired by a Trustee.**

**The Board agreed to consider whether to appoint a specific Safeguarding Lead or embed the championing of safeguarding within a committee. It agreed to strengthen awareness of the safeguarding duties of the Board, including through training and development. The Board noted that a draft Safeguarding policy and a proposal regarding appointing a Lead Trustee would be brought to the June Board Meeting. The Board agreed to ensure that the ETF's safeguarding policy is reviewed by the Board annually.**

**The Board agreed the remaining NCVO recommendations by consent, as outlined in the annex.**

## **2.4 Brand review**

*[Hannah Dedman and Stuart Youngs joined the meeting]*

The Board received a presentation on the branding work to date for the organisation from Texture Studio, including two brand concepts which had been developed. The Board suggested that the brand work should ensure that representation of the whole sector is included, and the impact on learners should be strengthened. The Board agreed that the organisation's new branding should be progressive, future focused and powerful. It noted that the brand concept should build on the systems thinking report and theory of change work. The Board highlighted that it needs to engage with the brand work further, as well as other key stakeholders who

should also have an input, including DfE. **The Executive was asked to explore how the Board can best engage with the brand work going forwards.**

*[Hannah Dedman and Stuart Youngs left the meeting]*

### **3.1 Reflections and future meetings**

The Board received the future meeting dates. It noted that during this pivotal time for the organisation with the implementation of the new strategy, additional trustee interactions were needed in between formal Board meetings. **The Board asked the Executive to explore the possibility of extending the June Board meeting or holding an additional strategy away day to consider the business plan and other key matters in more detail, in addition to the May workshop on the commercial proposition.**

The Board reflected on the meeting with robust discussion and constructive challenge, but recognised the challenge experienced with a heavy agenda. The Board noted that a meeting review form would be shared via Board Effect, and trustees were encouraged to continue to share their feedback with the Executive.

### **3.2 Any other business**

There was no other business.

### **3.3 Board-only discussion: CEO remuneration**

*[The PA to the CEO and the Executive, excluding the Interim Company Secretary, left the meeting]*

The Board held a confidential discussion regarding CEO remuneration.