

Meeting of the ETF Board

Date: Wednesday 18 September 2024

Time: 9am-12pm

Venue: Kirklees College, Huddersfield Centre, Waterfront Quarter, Manchester Rd, Huddersfield, HD1 3LD

Present

Wojciech Ilowski

Lynette Leith

Andrew McConnell OBE

Gerry McDonald

Sir Frank McLoughlin CBE (Chair)

Rachel Musson

Dr Sam Parrett CBE

Ruth Spellman OBE

Palvinder Singh

Barbara van der Eecken, Board observer

In attendance

Chloe Annetts, Governance Manager

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

Dr Katerina Kolyva, CEO

Patrick Murphy, Executive Director of Corporate Services

Dr Vikki Smith, Executive Director of Education & Standards

Jo Swindells, Executive Director of Development & Delivery

Apologies

Jon Graham

Minutes

Part 1: Introduction

1.1 Welcome and apologies

The Chair welcomed everyone to the meeting and expressed thanks to Palvinder Singh for hosting the meeting at Kirklees College. The Chair welcomed Jo Swindells to her first Board meeting. The Chair welcomed back Gina Hobson. The Board confirmed that she had returned to the Company Secretary role following her sabbatical, which Chloe Annetts had covered during that period. Apologies for absence were noted from Jon Graham. The Chair noted that the meeting was quorate. The Chair noted that the Board and Executive had discussed people and culture as a key topic over a dinner at Kirklees College the night prior to the meeting.

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 5 June 2024.** The Board received the information pack which included the declarations of interest, minutes from ETF Committees, and policies paper.

Part 2: Performance oversight

2.1 CEO report

The CEO presented an overview of the CEO report, including the context of the political landscape with the new Labour government. The Board discussed the political environment, including issues around funding, continuous review and regulation. The CEO provided a summary of the key areas of focus for the Executive, including ETF's role in policy influencing, organisational membership (including value proposition), business development and staff culture. **The Board asked the Executive to continue to focus on these priorities and keep the Board up to date with progress through the scorecard and performance report.**

The CEO provided her reflections from the Board dinner discussion regarding people and culture, including the importance of the Executive reporting on progress to the Board, and celebrating successes. The Board noted that the new Committee structure would allow for improved reporting on progress. **The Board welcomed the format of the CEO report and suggested that future reports contain a steer for the Board to focus its discussions. It noted the key risks contained within the CEO report and suggested that these should be split out into strategic risks and operational risks. The Board noted that the business delivery scorecard would be presented as a separate item going forwards, rather than with the CEO report.**

2.2 3-year business plan

The Board received a summary of the 3-year business plan from the CEO. The Board noted its previous approval of the strategy and 23-24 business plan. The Board considered the 3-year business plan, reflecting on its responsibilities for strategic alignment, risk oversight, and holding the Executive to account. The Board welcomed the presentation and content of the business plan. It noted that growth was required in 3 key areas: business, digital, and culture. The Board recognised the importance of investment in AI early in the process, working with partners to get the corporate offer right, and commercial investment.

[Confidential discussion: redacted]

Part 3: Risk and reputation

3.1 ETF branding

[Confidential discussion: redacted]

3.2 SET and VAT refund

[Confidential discussion: redacted]

Part 4: Governance

4.1 External governance review implementation

The Board received the paper on the external governance review implementation, including the recommendations. **The Board agreed to establish a new Education, Quality and Standards (EQS) Committee, to launch in January 2025, and approved its Terms of Reference. The Board agreed to disband the SET Management Board, with its final meeting to take place on 14 October 2024. The Board confirmed that the Finance Committee would become the Finance & Performance Committee, and would now oversee business performance as well as financial performance. It approved the updated Terms of Reference for the Finance and Performance Committee, subject to inclusion of quarterly monitoring of the charity's performance against the Board approved business plan, including OKRs and KPIs. The Board approved the updated Terms of Reference for the Remuneration & Search Committee and Audit and Risk Committee. The Board approved these recommendations and delegated to the Audit and Risk Committee any final amendments, noting the Audit and Risk Committee's role in governance oversight going forwards.**

The Board agreed that the membership of all Committees would be reviewed and updated following the recruitment of new trustees, with new membership confirmed in January 2025. It noted the ask for provision from the Board that Committee appointments be dealt with via correspondence and delegated to the Chairs, if necessary. The Board approved the role description for the Trustee Lead for People and Culture, and agreed to combine this with the Trustee Lead for Safeguarding. The Board agreed that the appointment to the Trustee Lead role would be confirmed following the recruitment of new trustees, and current trustees were invited to express an interest in the role. The Board approved the Safeguarding Policy. The Board agreed to exceptionally extend the term of the current Finance Chair for a period of up to twelve months (up to December 2025), to ensure a smooth transition and induction for the new Finance Chair.

Part 5: Meeting wash up and reflections

5.1 Reflections and future meetings

The Board received the future meeting dates. The Board reflected on a positive meeting, with a good pace and time spent on key strategic matters.

5.2 Any other business

There was no other business.