

Meeting of the ETF Board

Date: Tuesday 6 September 2022

Time: 2-5pm

Venue: National Council for Voluntary Organisations (NCVO) Society Building, 8 All Saints Street, London N1 9RL

Present

Sally Dicketts CBE (attended from 3:30pm)

Jon Graham

Wojciech Ilowski

Prof. Peter Latchford OBE (Chair, excused for item 3.1.1)

Andrew McConnell OBE

Gerry McDonald

Rachel Musson (Senior Independent Director, chair for item 3.1.1)

Palvinder Singh

Ruth Spellman OBE

In attendance

Chloe Annetts, Governance Officer

Dr Gina Hobson, Chief of Staff to Chair and CEO

Jenny Jarvis, Interim CEO (excused for item 3.3)

Alison Morris, Director of Operations (excused for item 3.3)

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

Martin Reid, Director of Professionalism and Customer Experience (excused for item 3.3)

Vikki Smith, Director of Education (excused for item 3.3)

Catriona Wood, Interim Director of Finance (excused for item 3.3)

Apologies

Lynette Leith

Dr Sam Parrett CBE

Minutes

PART 1: WELCOME

1.1 Welcome and apologies

The Chair welcomed the Board and Executive to the meeting. Apologies for absence were noted from Lynette Leith and Sam Parrett, and it was noted that Sally Dicketts would join from 3:30pm. Charlotte Razzell and Vikki Smith were welcomed to their first Board meeting.

1.2 Queries and approvals from Part 5

The Board received the information pack which included the declarations of interest, minutes from the last meeting, matters arising, Q1 Business Delivery Report, Risk Register, press update, minutes from recent committee meetings, and ETF Policies. The Chair thanked the

Board for the detailed and probing queries on the information pack sent in advance of the meeting and noted that the Executive had responded via e-mail correspondence.

The Board received the proposed changes and approved the updated Board Delegated Authorities. The Board agreed that a decision on updates to the bank mandates could be taken by the Board by e-mail correspondence in between meetings. The Board noted that the R&S Committee would be considering a cost of living increase to staff salaries at its meeting on 9 September 2022, and that the Finance Committee would then have sight of the proposals. The Board agreed that a decision on any recommendations from the R&S Committee could be taken by the Board by e-mail correspondence in between meetings.

1.3 ETF performance

The Board received a presentation on the ETF's performance from the Interim CEO, which included a view on the current position across Finance, Operations, Business Development, Corporate Services and Impact. The Board reflected on the current operating environment and recognized the challenges of remaining responsive when an organisation goes through a significant period of growth.. It noted that the ETF had been agile in responding to these wider macro factors and highlighted the importance of systems which enable the organisation to remain fast paced. The Board considered how stakeholder engagement could be measured and highlighted the need to confirm the purpose of the interactions with stakeholders before the discussions take place.

The Board welcomed the update from the Interim CEO. It recognized the importance of the charity being able to demonstrate its impact, and asked the Executive to consider providing an update on this in due course.

PART 2: STRATEGY & RISK

2.1 Strategic view and financial planning: positioning update

The Interim CEO provided a summary of the assumptions for strategic planning, a reminder of the Board's thinking to date, and the approach to financial planning. The Board reinforced the need for an improved ability to consider how the ETF would respond to a range of different scenarios. It had a robust discussion regarding the pros and cons of planning for 23-24 in detail at this stage and noted the importance and potential tension between remaining responsive to immediate challenges, while employing a detailed and long term planning approach. The Board discussed the need for simplification of the ETF's strategy in order to bring the sector on this journey and noted the importance of clarity of communications in helping with this. It reflected on the need to continue to invest in building stakeholder engagement and customer need understanding. The Board discussed the importance of not operating with a deficit when delivering BAU support to the sector. It agreed that investment in reserves outside of BAU must be driven by clear business cases but recognised that the ETF is a value driven organisation that needs to spend money on support that is needed for the sector.

The Board highlighted the importance of improving the collective understanding of sector needs, and recognised the potential tension between identified need and what can be funded. It

discussed the accuracy of the financial forecasting and the implications of assumptions not materialising. The Board and Executive discussed ETF's positioning as a solutions provider in a very challenging environment and what would be required to ensure this position was achieved. The Board noted that an investment in membership growth would give the ETF license to operate in several areas in the future. **The Board acknowledged a requirement to maintain momentum and keep evolving, particularly given external drivers and pressures. It recognised the need to keep testing different approaches to ensure that the ETF can remain on the front foot, while at the same time allowing the strategic review work to come to fruition.**

The Board welcomed the update and the thinking presented, and expressed strong support for the need to keep making informed decisions whilst we develop the thinking on a future direction. It asked the Executive to continue to explore this planning further, including developing the assumptions and risk appetite.

2.2 Long term strategic planning

The Interim CEO presented the Board with an update on the external strategic review, commissioned by the Board, including the process and scenarios which would ultimately inform the charity's long term strategic planning. The Board noted that the ETF staff away day was being held on 7 September 2022, which would include sessions on uncertainty, resilience skills, helping staff to be comfortable with change, and updating on strategic direction. **The Board welcomed the update on the review and noted that this would be a key input into its future discussions and decision making regarding the charity's strategy. It asked the Executive to consider how ETF staff could be consulted as part of the strategic review.**

PART 3: GOVERNANCE

3.1 Governance and Board effectiveness

[Sally Dicketts joined the meeting]

The Chief of Staff to Chair and CEO provided a summary of recent and planned governance position and Board effectiveness activities. The Board noted the FEC/PMO recommendation regarding an external review of the ETF's Board and governance. It discussed timing of the review and agreed that it should be completed in early 2023 to ensure that it could be most impactful (linking with other Board activity), and that in the meantime a continuous review and improvement approach would be taken in line with the high performing board approach.

The Board considered a recommendation to create a Deputy Chair role, with a particular focus on sector stakeholder relationships. It discussed whether the role should be remunerated and noted that the Chair would be responsible for making the appointment. The Board considered whether the volume of work with stakeholder relationships would continue to be the case with the recruitment of a permanent CEO and reflected on the clarity needed for both roles to avoid a potential overlap of responsibilities. **The Board agreed to create a Deputy Chair role, appointed by the Chair, and noted that review points would be built in (including the external governance review) to review the purpose of the role and any remuneration. The**

Board noted that any trustees who would like to put themselves forward for the role should do so by contacting the Governance Officer or Chief of Staff to Chair and CEO.

3.1.1 Chair term of office and re-appointment

[Peter Latchford left the meeting, and the chair handed over to the Senior Independent Director, Rachel Musson]

The Board considered the re-appointment of the Chair and reflected on feedback on the Chair shared through the review process. It discussed the workload of the Chair and recognised challenges given the current strategic review and recruitment of a permanent CEO. The Board noted that the introduction of the Deputy Chair role would bring additional sector knowledge and experience. It noted the feedback regarding chair direction and decision making and agreed to invite the Chair to respond to this. **The Board agreed to confirm the re-appointment of Peter Latchford as the ETF Chair. It noted that the Senior Independent Director would consult with the Members, as per the Articles, to seek feedback.**

[Peter Latchford rejoined the meeting, and the chair was handed back]

The Board discussed further the feedback of providing further direction to the Board. The Chair shared his position and highlighted the importance of allowing multiple perspectives on discussion points and not forcing views on trustees. **The Chair asked Trustees to highlight where they considered this balance was not appropriately maintained in the future so it could be addressed.**

3.2 ETF Member Group

The Board received and considered AELP's membership application. It discussed the associated opportunities and positional risks and noted that AELP would like to be reappointed as a Founding Member of the ETF. The Board welcomed the application from AELP and reflected on the overwhelming positives of AELP being formally part of ETF's governance once more. **The Board agreed to recommend the appointment of AELP to the ETF Member Group. It agreed that AELP's status as a Member or Founding Member was a decision for the ETF Member Group. The Board asked for a written brief regarding voting rights.**

3.3 [Confidential] Board only: Recruitment of a permanent CEO – update

PART 4: REVIEW & WRAP UP

4.1 Board forward look, dates (including 2023/24 meeting dates), and review of the meeting

The Board noted the future meeting dates. It reflected on the meeting and considered its role and performance, including the different perspectives and healthy level of challenge and robust

discussion in the meeting. **The Board asked the Executive to share the slides presented in the meeting.**

4.2 Any other business

There was no other business.