

Meeting of the ETF Board

Date: Thurs 14 November 2019

Time: 2-5pm

Venue: ETF, 157-197 Buckingham Palace Road, London SW1W 9SP

Present

Zayn Azam

Sally Dicketts CBE

Steve Freer (Chair of Audit and SID)

Jon Graham

Prof. Peter Latchford OBE (Chair)

Dr Nigel Leigh OBE

Andrew McConnell OBE

Rachel Musson

Mick Ord (Chair of the Chair Recruitment Panel)

Dan Williams

Apologies

Florence Orban

Ruth Spellman OBE

In attendance

Dr Gina Hobson, Head of CEO's Office and Company Secretary

Jenny Jarvis, COO

Kate Jones, Governance Officer (incoming)

David Russell, CEO

John Sills, Director of Finance & Resources (F&R)

Lena Tutuvanu, Governance Officer (outgoing)

Minutes

1.1 Apologies and Welcome

Apologies for absence were received from Ruth Spellman OBE and Florence Orban. New trustees and members of the Executive were welcomed to their first meeting.

1.2. Declarations of Interest

Standing declarations were noted. Updates were provided by Dan Williams and Peter Latchford OBE.

The Company Secretary was asked to ensure these were reflected in the Register.

1.3 Minutes

The minutes of the Board meetings on 11 July and 22 July 2019 were approved as accurate records. The update on matters arising was noted.

1.4. Q2 Business Performance Report

The Executive presented the Business Performance Report. The Board noted the change in format for this quarter. The Executive provided updates on the successful second SET conference and the Transform (digital transformation) project, where the supplier for the discovery phase had been confirmed. The Board noted that interviews for the Director of Business Strategy had begun, with Jon Graham joining the interview panel for the second round. The Board congratulated the Executive on the SET conference and sought further information regarding the SET student membership and conference set up. **The Executive confirmed that feedback from the SET conference would be shared with the Board following the meeting.**

APPROVED BY THE BOARD 12.03.20

The Director of F&R provided an overview of the Q2 financial position. The Board noted the year end forecast aligned with the budgeted position. It sought further information regarding the spend on the Transform project, delivery partner contracts and spend, and the practitioner-led research programmes.

The Q2 risk register and overview was presented by the COO. She reported that the register had been updated to reflect feedback from the recent joint Committee meeting. The Board noted that the top risk related to the ETF being able to demonstrate its impact. The Board and Executive discussed the challenges of recording impact in a meaningful way. The ETF's Public Benefit Report was acknowledged as progress, which would be further built on. The Board suggested that the Executive continue to keep its measurement and demonstration of impact, including the language used, under review. The Board also noted that the action linked to internal audit was being progressed.

The Q2 Business Performance Report was noted.

1.5. 2018-19 Audit and Trustees' Report & Financial Statement

The Board received the Auditor Completion Report and 2018-19 Trustees' Report & Financial Statement. The Chair of Audit confirmed that a clean, unqualified opinion had been provided by the auditor. He drew the Board's attention to the growth in the reserves. The Board discussed the reserves policy and agreed it should be reviewed to ensure that reserves were best utilised in line with the ETF's charitable purposes and priorities.

The Board thanked the Executive for the Trustees' Report and asked that they continue to consider how the reporting of impact could be improved. **The Board agreed the 2018-19 Trustees' Report and Financial Statements.**

The Board received the **2018-19 Directors' Report and Financial Statements for ETF Services Ltd** (ETFS), the charity's wholly owned subsidiary. The Board noted that ETFS operated the Society for Education and Training (SET) and provided customer service and payment administration services to ETF in connection with the QTLS accreditation.

Having received the accounts, the Chair of ETF (Peter Latchford) temporarily passed the chair of the meeting to the chair of ETFS (David Russell) to allow the AGM of ETFS to take place. **On behalf of the charity, the ETF Chair confirmed the adoption of the ETFS accounts.**

[The Chair of ETF reassumed the chair]

The Board received and approved its representation letters from BDO.

The Board gave its thanks and appreciate to the outgoing Chair of Audit who would complete his second term of office at the upcoming AGM.

1.6. 2018-19 Public Benefit Report

The CEO provided an overview of the new Public Benefit Report. He also presented an outline of the principles which underpinned the report and ETF's practice more generally, which explained some the key assumptions used to inform ETF's strategy. The Board and Executive were invited to contribute their queries and thoughts in this area. The main points included: ETF's scope; measuring impact; direct delivery; leadership; value for money; parents as change agents; strategy in practice; professionalism; and use of reserves. The Chair asked that these items be used to help shape the agenda of the upcoming Board away day.

The Board noted the update.

1.7 Governance Update

The Company Secretary provided the Board with an update on a number of areas.

The Board received the applications from the NUS, Natspec and TUC to join the AoC and Horex on the ETF's Member Group. Having considered the group purpose and the applications, **the Board agreed to recommend the three organisations to the Members for appointment at the coming AGM.** It asked

that the Member Roles and Responsibilities be reviewed to ensure that it clearly outlined the purposes of the new group.

The Company Secretary provided a summary of the findings from the Board Effectiveness survey. The Board noted that these would be incorporated into the Governance Plan being compiled by the Company Secretary.

The Board agreed that the Company Secretary should progress with developing a new Committee structure for implementation from April 2020, and at the same time arrangements would be made for an Audit Committee meeting in February 2020 to consider the external audit plan.

2.1. Board Away Day: Purpose and Content

The Board received a suggested structure for the upcoming Board away day. It noted that the main purpose was to review and agree any updated strategic plan for the next three to five years. The Chair invited trustees to put themselves forward to join him and the CEO to input into the planning of the day. **The Board noted the update.**

2.2 Implications of TLPD2

The COO provided an update on the TLPD2 bid, reporting that positive feedback had been received from DfE on the solution design. The Board noted that the upcoming General Election had extended the timeline and delayed a final decision on the bid outcome. It noted that the Executive were planning for a successful outcome and were making mobilisation plans, which included considering staff, premises, technology and systems needs, and supply chain management. The COO confirmed that a detailed risk log was being maintained.

A payment schedule was tabled for the Board's consideration which detailed new staff and premises expenditure the Executive would like to proceed with in the current financial year and in advance of the bid outcome being confirmed by the DfE. The Board sought further information regarding the nature of the roles being recruited to and the terms of employment, the timescales, key risks and potential worst-case scenarios. The Board discussed the risks and opportunities of proceeding on this basis and reflected on the need to be bold at such a time while also balancing the potential for reputational risk in recruiting staff which may not subsequently be required.

The Board agreed that the Executive could progress but asked that, should the bid not be won, an emergency paper be brought back to the Board outlining how any recruits would be handled in such a scenario.

[Andrew McConnell left the meeting]

3.1 Board Meeting Dates

The Board noted that the AGM was taking place on **13 December 2019**. It received and noted the 2020 Board dates.

3.2. Review of the Meeting

The Chair invited Trustees and the Executive to reflect on the meeting. Reflections included: liked the tactic of collating a number of trustee questions for the Executive to respond to; had some thought-provoking discussions; and would like the financial report to be reviewed (which the Executive agreed it would progress).

3.2. Any other business

There was no other business.