

3rd Annual General Meeting of the Education & Training Foundation

Date: Thurs 8 December 2016

Time: 1.30 – 2.30pm

Venue: Frobisher Rooms, Level 4, Barbican Centre, Silk Street, London EC2Y 8DS

Chair

Paul Mullins

Founding Members - authorised representatives

Martin Dunford OBE, Chair, Association of Employment and Learning Providers

Barbara Holm, Chair, AAETO HOLEX

Carole Stott MBE, Chair, Association of Colleges

Founding Members - in attendance

Mark Dawe, CEO, Association of Employment and Learning Providers

David Hughes, CEO, Association of Colleges

Trustees (Directors)

Steve Freer (Chair of Audit & Performance Committee and Senior Independent Director)

Don Hayes MBE (apologies)

Lynsi Hayward Smith

John Hyde CBE

Chris Jeffery

Dame Asha Khemka OBE DBE (apologies)

Dr Nigel Leigh

Shakira Martin (apologies)

Florence Orban

Mick Ord

Dr Sue Pember OBE

Dan Williams (apologies)

Mark White OBE DL (Chair of Finance & Resources Committee)

In attendance

Laurence Gates, Director of Partnerships & International Projects

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

Sir Frank McLoughlin, Associate Director of Leadership

Ros Newis, Governance Officer

Helen Pettifor, Director of Professional Standards & Workforce Development

David Russell, CEO

John Sills, Director of Finance and Resources

Tim Weiss, Director of Business, Management and Quality

Minutes

1. Apologies for absence

Apologies for absence were received from Dame Asha Khemka, Don Hayes, Shakira Martin and Dan Williams.

2. Declarations of conflicts of interest

No additional declarations of conflicts of interest were received regarding the meeting agenda items. Standing declarations were noted.

3. Minutes

The minutes of the 2015 AGM were approved as an accurate record.

4. Matters arising from the 2015 AGM

The CEO reported follow up from the 2015 AGM. Detail regarding public benefit had been further developed in the 2015-16 Trustees' Report and Financial Statements. The CEO also provided the Members with an overview of the ETF Equality, Diversity and Inclusion (EDI) strategy (available on the ETF website).

The Members noted the matters arising update. The Chair suggested that the Members should in future be updated on items discussed at the AGM at regular meetings held during the year in advance of the next AGM.

5. Trustees' Report and Financial Statements 2015-16

The Members received the 2015-16 Trustees' Report and Financial Statements and the report of the Auditor. The Director of Finance & Resources (F&R) presented an overview of the ETF's financial position and activities, including: grant and commercial income; and programme delivery, commercial and overhead expenditure. He also provided detail regarding the profile of: contracting with delivery partners; survey responses from staff and stakeholders; and reach and website usage.

The Members noted that total income increased from £27.9m to £28.2m in 2015-16, with grant income decreasing modestly (to £25.9m) offset by growth in commercial income (to £2.1m). It was also noted that commercial income was growing further in 16-17, largely within the category "Other Commercial Income". The Members sought clarity regarding what was included in this category and the Director of F&R confirmed that it included all income earned through a competitive bidding process.

The Members and Board discussed the ETF's procurement and contracting processes, having noted that percentage spend on overhead had decreased to 13.2%. They agreed that this was a low figure and the ETF management team were to be commended on running a lean operation and that there was continuing pressure to optimise this. It was agreed there should be more transparency about contractors' management charges to the ETF, and that ETF should actively manage the total management fees charged in any project and not just its own. The key figure to manage was total management on-costs, not just ETF's in-house overhead.

Identification of sector needs was also discussed, with the Members suggesting a joint, annual initiative involving the Member organisations and ETF. The Executive and Board welcomed the suggestion and considered it had significant potential; it was agreed that this concept should be actively explored.

The Members queried the level of strategic reserve (£1.1m at 15-16 year end). The CEO explained how this was funding held over at the year end to help fund future growth. The Chair said that this would be considered again by the Board as part of its future plans.

The Chair of Audit & Performance drew Members' attention to the Auditor's report, which confirmed the unqualified opinion with no substantive issues.

The Members received the Trustees' Report & Financial Statements 2015-16, incorporating the report of the Auditor.

6. Appointment of the ETF Auditor for 2016-17

The Members received the Board's recommendation to appoint KPMG for 2016-17.

The Members confirmed the appointment of KPMG as the ETF's Auditor for the 2016-17 financial year.

The Members noted the remuneration of the Auditor at £43k for the 2015-16 financial year.

7. Director resignation and appointment

The Members noted that the ETF's Articles require Directors to retire at the third AGM following their appointment and that Dame Asha Khemka, John Hyde and Steve Freer were due to retire at this meeting, with John Hyde and Steve Freer standing for re-appointment. Tribute was paid to the strong contribution made by Dame Asha during her tenure as a Trustee of the Foundation, and the Board and Members expressed their thanks to her in absentia.

The Members noted the resignations of Dame Asha Khemka and John Hyde from the ETF Board.

The authorised representative of AELP (Martin Dunford, AELP Chair) confirmed the re-appointment of John Hyde as a Director of the ETF for a second three-year term.

On behalf of the Board, the ETF Chair noted the resignation and confirmed the re-appointment of Steve Freer as a Director of the ETF for a second three-year term.

Signed:

Paul Mullins, Chair

Date: