



## Meeting of the Foundation Board

Date: Thursday 1 December 2016

Time: 1.30pm-4.00pm

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

### **Present**

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

Lynsi Hayward Smith

John Hyde CBE

Chris Jeffery

Dr Nigel Leigh

Shakira Martin (from item 7)

Paul Mullins (Chair)

Florence Orban

Mick Ord

Dan Williams

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

### **Apologies**

Don Hayes MBE

Dame Asha Khemka OBE DBE

Dr Sue Pember OBE

### **In attendance**

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

Sarah Morgan, Head of Membership & Digital (item 9)

Ros Newis, Governance Officer

Helen Pettifor, Director of Professional Standards & Workforce Development

David Russell, CEO

John Sills, Director of Finance & Resources

Tim Weiss, Director of Business Development, Membership & Quality

## Minutes

### **1. Apologies and welcome**

The Board welcomed two new trustees, Mick Ord and Dan Williams, to the Board. Apologies for absence were received from Don Hayes, Dame Asha Khemka and Dr Sue Pember, along with Laurence Gates and Sir Frank McLoughlin.

## **2. Conflicts of interest**

The Board noted that both Steve Freer and David Russell had been appointed directors of the subsidiary company, ETF Services Ltd. Mark White declared he had recently been appointed as the Chair of the AoC Sport Board, and Paul Mullins declared he had recently been appointed as Chair of the Board of Governors of The Hall School.

## **3. Minutes**

The minutes of the Board meeting held on 11 October 2016 were approved as an accurate record. The Company Secretary asked the Board to note that it would recommend to the Founding Members that they appoint KPMG as auditors for 2016-17 at the AGM on 8 December 2016.

## **4. Matters Arising**

The paper outlining matters arising was noted as complete.

## **5. CEO Report**

The CEO presented his report. He confirmed that he was in discussions with DfE for a further £5m of funding in the current 2016-17 financial year to fund ten further strands of ETF activity. The ten projects would provide support encompassing Area Review support, the Skills Plan and the professionalisation agenda. The Board welcomed the development and noted that this proved further endorsement of the ETF's standing with the Department and its ability to leverage additional development support and investment for the FE workforce in times of financial constraint. It recognised that the additional funding relatively late in the financial year would bring particular delivery challenges. The CEO assured the Board that DfE understood all ten projects would need continuation funding in 2017-18 if they are to be fully effective.

**The Board noted the report and thanked the CEO and the Executive for their work which had led to additional funding being secured.**

## **6. AGM and showcase event**

The Board received a more detailed timetable for the AGM and annual showcase event on Thursday 8 December, along with the event guest list. The CEO provided an overview of the content he planned to present the Founding Members at the AGM, which was endorsed by the Board.

**The Board suggested that the ETF engage proactively with the press prior to and during the event; the Executive agreed it would pursue the recommendations.**

**The Board noted the update and asked that it receive a report following the event outlining the impact and summarising the opportunities being taken forward.**

## **7. Handling conflicts of interest and loyalty**

The Board considered advice on managing conflicts of interest and suggested next steps. The minutes are recorded as a confidential item.

## **8. Governance matters**

### **(a) Annual review of Committee activity**

The Board received the annual reports of the Audit & Performance (A&P) and Finance & Resources (F&R) Committees. **The Board noted the Committee reports.**

#### **(b) Committee matters, including membership**

The Board received updated terms of reference for its three Committees, along with recommendations for Committee membership. **The Board agreed the updated Terms of Reference for the Audit & Performance, Finance & Resources and Search Committees.**

*[Florence Orban, Mick Ord and Dan Williams were excused from the meeting]*

**The Board agreed to appoint Don Hayes, Florence Orban and Mick Ord to the Finance & Resources Committee. It agreed to appoint Dan Williams as Chair of the SET Management Board.** It noted that Board members would be invited to join the Chair (Paul Mullins) on the Search Committee on a case by case basis.

*[Florence Orban, Mick Ord and Dan Williams returned to the meeting]*

The Chair expressed thanks on the Board's behalf to those agreeing to become Committee members and those already serving.

#### **9. Spotlight on SET and QTLS**

*[Sarah Morgan, Head of Membership & Digital, joined the meeting]*

The Board received a presentation from the Director of Business Development, Membership & Quality and the Head of Membership & Digital on SET and QTLS performance in 2016-17 and future plans. The Board noted that SET membership and QTLS applications would not reach in-year target levels and that work was being done to understand the reasons for this and to develop strategies to improve performance in 2017-18 and beyond. The Board discussed the development of the value proposition for SET and asked what benchmarking had been done against similar membership organisations.

The Board sought further detail regarding the value proposition, our understanding of our customers and market research, SET and QTLS' profile with work-based learning providers, and the link between QTLS and the Apprenticeship Trailblazers. **The Board asked that its feedback be considered and an update to the Board be provided by the end of February 2017 on the further development of SET and QTLS.**

*[Sarah Morgan left the meeting]*

#### **10. Procurement and contract management**

The Board received an update on the ETF's procurement and contract management process from the Director of Finance & Resources. It noted that the Executive had no current concerns it wished to raise with the Board in this area of business. **The Board noted that the Audit & Performance Committee would be considering a report from the internal auditor on procurement and contract management at its February 2017 meeting.**

**11. Any other business**

The Board noted that its meeting originally scheduled for Thurs 2 March 2017 would be moved to Tues 7 March.

Signed

Paul Mullins  
Chair