

Meeting of the Foundation Board

Date: Fri 13 October 2017

Time: 1015-1130, 1300-1345

Venue: BAE Systems, Samlesbury, Balderstone, Lancashire, BB1 7FT

Present

Zayn Azam

Sally Dicketts CBE

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

Don Hayes MBE

Lynsi Hayward-Smith

John Hyde CBE

Chris Jeffery

Paul Mullins OBE (Chair)

Florence Orban

Mick Ord

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

Dan Williams

Apologies

Dr Nigel Leigh OBE

Dr Sue Pember OBE

In attendance

Neil Bates, Associate Director for Professional and Technical Education

Mark Brooks, Head of Communications and Marketing (item 6)

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

Jenny Jarvis, COO

Sir Frank McLoughlin, Associate Director of Leadership

Helen Pettifor, Director of Professional Standards & Workforce Development (PSWD)

David Russell, CEO

John Sills, Director of Finance & Resources

Tim Weiss, Director of Business Development, Membership & Quality

Minutes

1. Apologies and welcome

Apologies for absence were received from Dr Sue Pember and Dr Nigel Leigh. Zayn Azam, Jenny Jarvis and Neil Bates were welcomed to their first meeting. The Board noted that it was Helen Pettifor's last Board meeting as Director of PSWD; the Chair shared thanks on behalf of the Board for her significant contribution to the success of the ETF.

2. Conflicts of interest

Standing declarations of interest were noted. Chris Jeffery reported that she had been appointed chair of AELP's Technical Education special interest group.

3. Minutes

The minutes of the Board meeting held on 17 June 2017 were approved as an accurate record.

4. CEO Report

The CEO presented his report. He provided an oral update on the progress of the review of ETF being

Board Minutes 13.10.17

undertaken by DfE and confirmed that the first steering group meeting had taken place. The Board noted that progress to date had been positive. It noted that DfE had contacted stakeholders, including the Founding Members, for their views on ETF's work and that submissions by the Founding Members have been particularly positive. **The Trustees asked if it would be possible to share the FM submissions with the Board.**

The Board sought further information regarding the opportunities presented by the DfE review. The CEO confirmed that discussions were taking place regarding the funding cycle and the Executive was also encouraging greater cross-departmental join up.

The Board noted that a staff away day had recently been held and that outcomes, including suggested new values, would be incorporated into a change programme and shared with the Board, initially through its Committees.

The Board noted the CEO Report.

5. 2016-17 Audit and the Trustees' Report and Audited Accounts

5a) The Board received the **audit highlights memorandum and management letter**, along with an overview from the Chair of Audit regarding the audit process. He noted that this year's audit had been smooth with a clean opinion provided. **The Board noted the report.**

5b) The Board considered the **draft 2016-17 ETF Trustees' Report and Financial Statements**, as recommended by the Audit & Performance Committee. The Director of F&R provided an overview of the financial position. **The Board agreed the 2016-17 Trustees' Report and Financial Statements.**

5c) The Board received the **2016-17 Director's Report and Financial Statements for ETF Services Ltd** (ETFS). 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 (Paul Mullins) 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]

5d) **The Board received its representation letter to KPMG and, having obtained reassurance from the Executive that all relevant matters had been brought to the Board's attention, it agreed that the Chair could sign the letter on its behalf.**

5e) The Board received the Audit & Performance Committee's recommendation regarding the **re-appointment of KPMG** as ETF's auditor. The Board noted that an open tender exercise would be completed in time for the 2018-19 audit. **The Board agreed to recommend to the Members the re-appointment of KPMG as auditor for 2017-18.**

6. ETF AGM preparation

[Mark Brooks joined the meeting]

The Board discussed the forthcoming AGM, with the CEO confirming the decision not to combine the AGM with a showcase event in 2017. The Head of Marketing and Comms provided further detail regarding the development of a corporate brochure and sought trustees' feedback on its content. He confirmed that the corporate brochure would be produced alongside stand alone brochures promoting key elements of ETF's business.

The Board noted that the meeting with the Founding Members would incorporate the formal AGM, alongside an informal update on activities in 2017-18. The Company Secretary reported that approval would be sought from the Founding Members at the AGM to change the Articles to reflect the Board's

recommendation regarding the quorum. **The trustees appointed by the Founding Members were asked to liaise with their appointing organisation(s) to explain the proposed change and to share any questions with the Company Secretary. The Board noted the update.**

[Mark Brooks left the meeting]

7. Review of ETF non-executive leadership

The Senior Independent Director and Company Secretary provided an overview of the findings from the Board effectiveness survey and introduced the Charity Governance Code. The Board noted that while the Code was not a legal document, it was being adopted across the sector and helped trustees to ensure high standards of governance. In small groups the Board discussed identified key areas of the Code, including diversity, developing and reviewing the board, setting and embedding purpose and values, and assessing impact.

The Board agreed to adopt the Charity Governance Code and asked the Company Secretary to compile an action plan outlining how it would be applied.

8. Any other business

The Chair asked the Board to note that the start time of the next Board meeting had moved to 2:15pm on Thurs 30 November.

There was no other business.

Signed

Paul Mullins
Chair