

Meeting of the Foundation Board

Date: Friday 28 April 2017

Time: 2-3:30pm

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

Present

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

Dr Nigel Leigh

Paul Mullins (Chair)

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

Apologies

Shakira Martin

Florence Orban

Mick Ord

Dr Sue Pember OBE

Dan Williams

In attendance

Laurence Gates, Director of Partnerships, Special & 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 & Resources

Tim Weiss, Director of Business Development, Membership & Quality

Minutes

1. Apologies and welcome

Apologies for absence were received from Shakira Martin, Florence Orban, Mick Ord, Dr Sue Pember OBE and Dan Williams. The Chair reported that he had shared ETF's congratulations with Shakira on her election as the next NUS President.

2. Conflicts of interest

Standing declarations of interest were noted. The Board noted the Executive team and the remunerated trustees would be excused for the relevant items dealing with pay and remuneration.

3. Minutes

The minutes of the Board meeting held on 7 March 2017 were approved as an accurate record.

4. CEO Report

The CEO presented his report. He confirmed that 2016-17 had been the best year to date for the ETF against nearly every measure. The Board noted that ETF was in a strong position to build on the successes of 2016-17, supported by the Winter Addendum work and a strong membership renewals period for the Society for Education and Training. Board members confirmed that relations with stakeholders, including the Founding Members, were very positive.

The Board noted the CEO Report and asked that a breakdown of SET membership be shared.

5. Handling conflicts of interest

Following discussions at previous Board meetings, an updated Code of Conduct, Conflicts of Interest Policy and Procedure, and options for amending the quorum in the Articles of Association were provided to the Board.

The Board agreed to adopt the updated Code of Conduct and the Conflicts of Interest Policy and Procedure. Trustees noted that they needed to return completed forms to Ros Newis.

The Board discussed the presented options for amending the Articles of Association. The Board noted that any change to the Articles was a decision for the Founding Members, but agreed it would make a recommendation. It noted that while trustees were appointed by different routes, upon appointment their responsibilities were identical and hence differentiation between trustees through the quorum in the Articles did not appear warranted.

The Board agreed to recommend to the Founding Members:

- **That the quorum in the Articles be amended to remove any differentiation based on the trustee appointment route**
- **An increase in the number of trustees required for a quorum from four to five.**

6. Matters Arising

The Board noted the paper on matters arising since the last meeting.

7. Any other business

The Board received and agreed the recommendations as outlined in two business cases for investing the ETF's reserves in a Training Needs Analysis and Advanced Teacher Status. **It agreed that the F&R Committee would review in more detail the profile of spend for Advanced Teacher Status at its next meeting on 6 June 2017.**

CONFIDENTIAL ITEM

8. Staff pay review 2017-18

[Laurence Gates, Sir Frank McLoughlin, Ros Newis, Helen Pettifor, John Sills and Tim Weiss left the meeting]

Discussion and decision regarding staff pay review recorded as a confidential minute.

[David Russell left the meeting]

Discussion and decision regarding CEO pay review recorded as a confidential minute.

CONFIDENTIAL ITEM

9. Review of 2016-17 remunerated trustee performance

[Steve Freer and Paul Mullins left the meeting; David Russell returned to the meeting]

Discussion and decision regarding the review of remunerated trustee performance recorded as a confidential minute.

Signed

Paul Mullins
Chair