

# The Education & Training Foundation

Foundation Board Meeting

Thursday 5<sup>th</sup> December 2013 - Goldsmiths Centre

## MINUTES

### **The Board**

Steve Freer (Independent Chair of Audit and Risk)

Don Hayes (TSNLA/AELP)

Lynsi Hayward-Smith (AAETO)

David Hughes Independent

John Hyde (AELP)

Christine Jeffery (AELP)

Asha Khemka (AOC)

Peter McCann (AOC)

Paul Mullins (CHAIR)

Joe Vinson (NUS) **Apologies**

Mark White (AOC)

### **Officers In Attendance**

Duncan Anderson- Brown – Transition Team Leader

Julie Binns - Director of Finance & Business Services

Peter Davies - Interim Chief Executive

Claire Gill – Interim Director of Communications and PR

Pauline Odulinski – Director Leadership and Governance

Maria Semak – Head of Chief Executive Office (Minutes)

Jenny Williams – Director Vocational Education and Training

**The opening items of the meeting were chaired by David Hughes. David welcomed Paul Mullins the newly appointed Chair of the Foundation to his first meeting.**

#### **1. Apologies for absence**

Apologies for absence were received from Joe Vinson.

**The Board noted and accepted these apologies.**

**2. Declaration of personal interest in agenda items**

**The Board noted the previously declared interests of the Directors/Trustees.**

**3. Minutes of the meeting held on 27<sup>th</sup> September 2013**

The Board approved the minutes of the meeting held on 27<sup>th</sup> September, and approved them for publication.

**4. Matters arising**

Item 5 – Recruitment

The Board noted that an update would be provided under agenda item 15 of this meeting.

Item 6 – Appointment of Directors

**It was proposed by Mark White and agreed by the Board that Paul Mullins and Joe Vinson become Directors and Trustees of the Education and Training Foundation.**

**It was further agreed that David Hughes should continue as a Director and Trustee.**

It was noted that two nominations had been brought forward by UCU and supported IFL for the final Board vacancy which would be filled by a practitioner from the sector.

**It was agreed that the Search committee would meet with the two nominees and make a recommendation to the next meeting of the Board.**

Item 8 – Communications Strategy

The Board noted that briefings were being received.

Item 11 – Reserves Policy

The Board noted that the proposal which had been requested would be considered under item 14 of the agenda.

At this point the Chair passed to Paul Mullins, Chair of the Foundation. The Chair stated that his approach would be to listen and understand in greater depth the challenges and opportunities for the Foundation and the sector and added that it was a synthesis of views which would lead to a positive outcome. The Chair thanked David Hughes for his support during the appointment and induction process and commended the approach and achievements of the Interim CEO Peter Davies and the current Foundation Team.

**5. Programme Evaluation Framework**

The Board received a presentation from Paul Crisp of Curee, who had been awarded the contract to develop an evaluation framework for the Foundation. The Board were informed that the current phase of development was concerned with gathering evidence and views linked to a review of evaluation systems in the UK and other countries.

The Board thanked Paul Crisp for the presentation and noted the approach, reiterating the requirement for consistency of the framework across programmes and clarity of the impact of programmes on the experience of the learner, the professionalism of staff and the leadership and management of providers. The Board

went on to discuss the issues raised by this presentation and were keen to stay involved as it develops. They recognised the need for different approaches and also the challenges and risks associated with, for example, analysis of large data sets. Equally they recognised the importance of this work and were keen to stay informed as it develops further.

#### **6. Proposed committee structure and membership**

The Board received a report which proposed that in order to expedite the business of the Foundation Board three committees be established, Audit and Performance Committee, Finance and Resources Committee, Remuneration and Search Committee

**It was agreed that the Committees be established with the following remits and membership:-**

##### **Audit and Performance Committee**

###### **Members**

**Steve Freer (Chair), Christine Jeffery, Lynsi Hayward Smith and Joe Vinson**

The committee will advise the Board on

- Adequacy & effectiveness of the Foundation's internal control systems
- Arrangements for risk management, control & governance processes
- Securing value for money
- Appointment/dismissal of internal & external auditors
- Scope & objectives of the work of internal auditors
- Performance of the internal & external auditors
- Performance of programmes

##### **Finance and Resources Committee**

###### **Members**

**David Hughes (Chair), Mark White, and John Hyde**

The committee will advise the Board on

- Financial, employment & estates issues & policies
- Estimates of income & expenditure
- Capital expenditure requirements & issues
- Investment & borrowing
- Health & Safety and Insurance

##### **Remuneration and Search Committee**

###### **Members**

**Paul Mullins (Chair), Asha Khemka, and Peter McCann**

The committee will meet as required to advise the Board on

- Pay & conditions for senior post holders

- Senior appointments
- Appointment of Directors/Trustees
- Skills and development requirements of Directors/Trustees
- Governance – good practice

## **7. Board/Trustees Code of Conduct**

The Board received a paper which set out a proposed Code of Conduct for Trustees, Directors and members of Committees. The Code was an agreed set of guidelines outlining the responsibilities and the proper practices of Trustee and members and provided them with an understanding of what is required of their role, enabling transparency openness and accountability. The Code indicated the standards of conduct which are expected of Trustees and members assisting them in understanding their legal and other duties to promote effective and well informed governance.

**Directors endorsed and signed the code of conduct.**

## **8. Business process outline**

The Board received a paper which set out a high level, diagrammatic proposal for a business planning cycle which sought to define the essential timescales and Board, Executive and sector engagement activities and timeframes for ‘steady state’ Foundation operations.

**The Board noted this early draft.**

## **9. Strategic considerations and plan**

The Interim CEO presented a paper which set out the immediate and future strategic agenda for consideration. The Board was invited to consider the proposed initial key priorities and plans for commissioning in 2014-15.

**The Board noted the report and proposals and invited the ICEO to review the document with regard to the ability to be responsive to in-year sector needs, policy developments and to identify the specific areas of work in support of the proposed initial Foundations priorities for 2014-2015, areas which could be catalysed by Foundation involvement and where leverage or synergies could be exploited to enhance impact. It was further noted that mechanisms to identify and disseminate provider good practice should be implemented. The Board also agreed to a proposal to develop a manageable system which allows good ideas emerging from the sector to be taken forward.**

## **10. Expert Panels – Terms of Reference**

The Board received a paper and appendices relating to the development and membership of Expert Panels and invited the Board to consider which Director/Trustee would chair each of the panels.

**It was agreed that a public announcement be made regarding the following Directors/Trustees who would chair each of the panels**

**Leadership and Governance – Asha Khemka (Chair), supported by Mark White**

**Professional Standards and Workforce Development – Don Hayes (Chair), supported by Lynsi Hayward-Smith**

**Vocational Education and Training – Peter McCann (Chair), supported by John Hyde**

**Knowledge and Intelligence – David Hughes (Chair), supported by Christine Jeffery.**

**It was further agreed that the Chair of each panel, together with the Director for the programme area and the Interim CEO would meet the candidates who might act as the Independent Expert and agree the appointments.**

**The Board further noted that the terms of reference would be reviewed on a regular basis to reflect the needs of the panels once they had been established.**

## **11. Sector Engagement**

The interim Director of Communications and sector engagement presented a paper which proposed approaches to sector engagement for each of the Foundations stakeholder communities.

The Board approved the structure and approaches proposed and requested that consideration be given to wider opportunities for the involvement and cross- sector engagement of practitioners at all levels which would facilitate deeper and more meaningful consultation. The Board noted that the paper would be shared with the Foundation Steering Group.

## **12. Equality and Diversity**

**David Hughes declared a personal interest in this item due to NIACE being contracted by the Foundation for this area of work and withdrew from the discussion.**

The interim Director, Leadership and Governance, presented a report which outlined a proposed Foundation approach which would ensure that Equality and Diversity was embedded in all areas of activity.

It was agreed that the Foundation should proceed on the basis of the proposed approach and would develop a pan-equality approach to embedding equality and diversity by:-

- **Developing tenders for the formation of a consortium or expert group that pulls together all the E&D related forums and groups and works with them to build leadership capability around a pan-equality approach to embedding equality and diversity. The expert group to be managed by a SMB and would seek sector views through the Steering Group and other sector bodies**
- **Working with the expert group to develop a sustainable business model that reduces dependency upon grants, that can compete for contracts and can market and offer to the sector a fully costed menu of training and support. The expert group could become stand-alone entity or a managed service led by one organisation.**
- **The Foundation sponsoring the Equality & Diversity forums and networks until March 2014 offering transition funding in 2014/15 through the expert group model moving to a more coherent, cost effective solution.**

### **13. Quarterly Finance report including Financial Regulations**

The Director of Finance and Business Services presented a paper is to present an update on the financial operation of the Foundation including the management accounts to 31 October 2013, the draft financial regulations, the External Audit Plan and Letter of Engagement and the Foundation's risk matrix.

**The Board noted the paper and Management Accounts, external audit plan, Engagement Letter and risk register, and approved the Financial Regulations noting that the Finance and Resources Committee would work with the Director of Finance and Business Services to ensure that quarterly reporting highlighted specific areas of work in the Grant Letter and that the Audit and Performance Committee should report specifically on these items in the Risk Register.**

**The Board also received and accepted the resignation of Duncan Anderson-Brown as Company Secretary and appointed Julie Binns to act as Company Secretary from the date of this meeting.**

#### **14. Reserves policy**

The Director of Finance and Business Services presented a paper which proposed a reserves policy for the Foundation. The report highlighted the regulatory framework within which the Foundation operates and proposed that a reserve of circa 10% of the Foundation's annual budget be planned.

**The Board noted the proposals and agreed that a reserve of 10% of the annual budget was appropriate. The Board requested that the Director of Finance write to the Department of Business Innovation and Skills to request approval.**

#### **15. Recruitment update**

The Board received a paper from the Interim Director of Human Resources which provided an update on progress towards the recruitment of permanent staff at the Foundation.

**The Board noted the report**

#### **16. ICEO's report**

The Board received a report from the Interim Chief Executive indicating the progress made in terms of commissioning and Foundation operations. The paper also advised the Board that a contract for Governance Development had been agreed with AOC, due to the size of the contract the ICEO was required to report this to the Board.

**The report was noted and a discussion regarding sponsorship of awards and events was deferred for consideration at the March residential.**

#### **17. Dates and Times of Future meetings**

The Board noted the following meeting dates

- February meeting for those able to attend with those unable to travel joining by telephone conference (w/c 3rd Feb)
- 6<sup>th</sup> and 7<sup>th</sup> March Planning event residential to take place at the premises of a provider
- 19<sup>th</sup> June 2013