



## 2<sup>nd</sup> Annual General Meeting of the Foundation

Date: Thurs 26 November 2015

Time: 2-3.15pm

Venue: Mary Ward House, 5–7 Tavistock Place, London WC1H 9SN

### Minutes

#### Members

Martin Doel OBE, CEO, Association of Colleges

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

Barbara Holm, Chair, AAETO HOLEX

Dr Sue Pember OBE, Head of Policy & External Relations, HOLEX

Stewart Segal, CEO, Association of Employment and Learning Providers

Carole Stott MBE, Chair, Association of Colleges

#### Board members (Directors)

Steve Freer (Chair of Audit & Performance)

Don Hayes MBE

Lynsi Hayward Smith

John Hyde

Chris Jeffery (apologies)

Dame Asha Khemka OBE DBE

Shakira Martin

Peter McCann (apologies)

Ken Merry

Paul Mullins (Chair)

Mark White (apologies)

#### In attendance

Gina Hobson, Head of CEO's Office

Nick Lewis, Interim Director of Finance

Ros Newis, Governance Officer

David Russell, CEO

#### 1. Apologies for absence

Apologies for absence were received from Chris Jeffrey, Peter McCann and Mark White.

#### 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 2014 AGM were approved as a correct record. The Members agreed that AGM minutes would be made available on the Foundation website.**

### 4. Trustees' Report and Financial Statements 2014-15

The Members received the 2014-15 Trustees' Report and Financial Statements (the Report) and the report of the Auditor. The Chair of Audit & Performance provided an oral summary, noting that the Report described the first full year of the Foundation's operations (the 2013-14 Report covered eight months only). In the Financial Statements income of £27.8m, expenditure of £27.3m, and a surplus of nearly £600k were noted. It was confirmed that the reserves position had been strengthened from £2.4m at the beginning of the year to a closing position of £3m. The Members were reminded that the Foundation's Reserves Policy requires a minimum level of £2m.

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

The Chair of Audit & Performance reported on the increased activity over the year and the Foundation's expanding responsibilities, including the development of new income streams through commercial activity. The Members questioned whether an increased number of smaller contracts were being handled by a small procurement team. The CEO clarified that the Foundation has moved to commissioning larger pieces of work to ensure contract management remains at a sustainable level.

Members commended the Foundation for its low overheads and very good value for money.

The Members welcomed the inclusion of the Foundation's staff headcount in this year's Report. They commended the public benefit statement and encouraged the Board to further develop this section in future years. The Members also recommended that further detail on the Foundation's work on equality and diversity be included. The Report was commended for its clarity.

**The Members received the Trustees' Report & Financial Statements 2014-15, incorporating the report of the Auditor.**

### 5. Appointment of the Foundation's Auditor for 2015-16

The Members received the Board's recommendation to appoint KPMG for 2015-16.

**The Members confirmed the appointment of KPMG as the Foundation's Auditor for the 2015-16 financial year.**

**The Members agreed the remuneration of the Auditor at £29k for the 2014-15 financial year.**

**The Members confirmed delegation for fixing remuneration of the Auditor to the Board in future.**

### 6. Director resignation and appointment

The Members noted that to ensure continuity of the Foundation's governance, the Articles outlined a process of rotation whereby one third of the Directors were required to stand down and were eligible for re-election at each AGM. Since seven of the longest serving Directors were appointed at the same time, lots were drawn and Mark White, Chris Jeffrey, Don Hayes and Lynsi Hayward-Smith were selected.

**The Chair of AoC noted the resignation and confirmed the reappointment of Mark White.**

The Chair of AELP noted the resignation and confirmed the reappointment of Don Hayes and Chris Jeffery.

The Chair of AAETO HOLEX noted the resignation and confirmed the reappointment of Lynsi Hayward Smith.

Reappointments were confirmed for a three year term from the date of the 2015 AGM.

**7. Updating the Foundation's Articles of Association**

Following previous Board and Member discussions, the Members were asked to agree several amendments to the Articles of Associations. The changes included: increasing the size of the Board from 12 to 14, with one Director jointly appointed by the Members and one by the Board; inserting that the Members' right to remove their nominated Director(s) would be for cause; and clarifying that Directors would normally be required to stand down following two terms of office (or exceptionally three).

The Members noted that the proposed changes had been discussed with the Chair on 28 October 2015 and there were no further questions.

**The following special resolution was passed by the Members:**

**That the Articles of Association attached to the notice of the Annual General Meeting be and are hereby approved and adopted as the Articles of Association of the Foundation in substitution for and to the exclusion of all existing Articles of Association of the Foundation.**

**8. Any other business**

The Members commended the work of the Foundation. The Chair thanked the Members for their support and acknowledged the importance of the Foundation continuing to work with the sector and, in particular, its Member organisations to help to secure the greatest impact for its work and its continuing growth.

There was no further business.

Signed:

Paul Mullins, Chair

Date: