

4th Annual General Meeting of the Education & Training Foundation

Date: Thursday 7th December 2017

Time: 11.30am – 12noon

Venue: Blue Mezz 0, ETF, 157-197 Buckingham Palace Rd, London, SW1W 9SP

Chair

Paul Mullins OBE

Founding Members - authorised representatives

Pat Carrington MBE, Chair, HOLEX

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

Carole Stott MBE, Chair, Association of Colleges

Founding Members - in attendance

Mark Dawe, CEO, Association of Employment and Learning Providers

David Hughes, CEO, Association of Colleges

Trustees (Directors)

Zayn Azam

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 OBE

Dr Sue Pember OBE

Mark White OBE DL

In attendance

Neil Bates, Associate Director for Professional and Technical Education

Mark Brooks, Head of Communications and Marketing

Leanne During, Governance Officer

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

Jenny Jarvis, COO

Frank McLoughlin, Associate Director of Leadership

Alison Morris, Director of Sector Development

David Russell, CEO

John Sills, Director of Finance and Resources

Tim Weiss, Director of Business Development, Membership and Communications

Minutes

1. Apologies for absence

Apologies for absence were received from Florence Orban, Dan Williams, Mick Ord, and Sally Dicketts CBE.

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 2016 AGM were approved as an accurate record.

4. Trustees' Report and Financial Statements 2016-2017

The Members received the 2016-2017 Trustees' Report and Financial Statements and the report of the Auditor. The Chair of the Audit and Performance Committee provided a summary of the headlines for the 2016-17 financial year. He drew Members' attention to the Auditor's report, which confirmed the unqualified opinion with no substantive issues. The Members welcomed the Report and were reassured that issues previously raised by the Auditor were being dealt with appropriately.

The Members received the Trustees' Report & Financial Statements 2016-17, incorporating the report of the Auditor.

5. Appointment of the ETF Auditor for 2017-18

The Members received the Board's recommendation to appoint KPMG for 2017-18 and noted that a tender exercise for the 2018-19 external audit services was being developed.

The Members confirmed the appointment of KPMG as the ETF's Auditor for the 2017-18 financial year.

The Members noted the remuneration of the Auditor at £36k (audit fee) and £6k (other advice) for 2016-17.

6. Updating the ETF Articles of Association by special resolution

Following previous Board and Member discussions, the Members were asked to agree changes to the Articles of Association. The Company Secretary confirmed the changes were: increasing the number of Board Directors required for quorum from four to five; and removing the requirement of a Member-appointed Director to be present.

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 ETF in substitution for and to the exclusion of all existing Articles of Association of the ETF.

Signed:

Paul Mullins, Chair

Date: