

Meeting of the ETF Board

Date: Wednesday 8 September 2021

Time: 2-5pm

Venue: Microsoft Teams and ETF Office, 157-197 Buckingham Palace Road, London, SW1W 9SP

Present

Sally Dicketts CBE

Prof. Peter Latchford OBE (Chair)

Andrew McConnell OBE (excused for a section of item C2)

Rachel Musson

Florence Orban (from 3pm)

Mick Ord

Palvinder Singh

Ruth Spellman OBE

In attendance

Chloe Annetts, Governance Coordinator

Mike Harvey, Director of Business Strategy

Dr Gina Hobson, Governance Director and Company Secretary

Jenny Jarvis, DCEO

Alison Morris, Director of Operations

Martin Reid, Director of Professionalism and Customer Experience

David Russell, CEO

Catriona Wood, Interim Director of Finance

Apologies

Jon Graham

Lynette Leith

Minutes

PART A: WELCOME

A1. Welcome and apologies for absence

Apologies for absence were received from Lynette Leith and Jon Graham. Apologies were also noted from Florence Orban, who was not able to attend the full meeting. Catriona Wood, Interim Director of Finance, was welcomed to her first Board meeting.

A2. Queries and approvals from Part E

The Board received the information pack which included declarations of interest, minutes from the meeting on 16 June 2021, matters arising, Q1 Business Performance Report, and the new or updated policies. The declarations of interest were noted, and the Board approved the minutes from the meeting on 16 June 2021.

The Board approved the Updated Pay Policy. The Board noted the Commissioning and Procurement Policy and Procedure, which were approved by the Audit and Risk Committee on 13 July on behalf of the Board. The Board noted that approval was subject to the completion of the supporting toolkits, which were due for completion in October.

PART B: STRATEGY & RISK

B1. Delivery Operational Plan

The Board received an overview from the Director of Operations on the Delivery Operational Plan, which included reflections on the main achievements, what was learned, and how that will influence the priorities in the future.

The Board considered the challenges to the plan and reflected on the learning and change going forward. It noted the connections between the Delivery Operational Plan and the 'Voice' strand of the MarComms plan, in amplifying the voice of all our work. **The Board asked the Executive to provide an update on the MarComms operational plan at a future Board meeting.**

The Board discussed: what had been learned about effective live online delivery; how the ETF is progressing with the integration of a complex and complicated organisation; the differentiated approaches we're taking to our products, considering both transactional and relational; and what we could learn on this from other organisations. **The Board reflected that it may be helpful to consider some of these areas further at a future Board meeting and/or the Board away day.**

B2. 21-22 re-forecast

The Board received an overview of the 21-22 re-forecast from the Interim Director of Finance and an update from the DCEO on the TLPD 20-21 financial position. It noted that the Executive was in the midst of discussing with DfE the final year end contract position, along with any implications for 21-22. The Board discussed the complexities of the contractual requirements, noted that legal advice had been sought, and reflected on the importance of balancing funder relationship priorities along with sector need and ETF's strategic priorities.

The Board noted that it needed to be informed of and consulted upon any decision regarding return of surplus. It highlighted the need for assurance about the legal basis on which the charity could return money, giving due consideration to any legal advice received. The Board asked the Executive to provide an update following the conclusion of its discussions with the DfE.

The Board received and noted the 21-22 re-forecast.

The Board received the proposed project investments and noted that in future years these propositions would be captured within the annual budget. **It noted that a complete list would be provided following the meeting and that the Board's approval to proceed would be sought by correspondence.**

B3. Stakeholder Operational Plan

The Board received an overview of the Stakeholder Operational Plan from the Director of Business Strategy. The Board welcomed the developments and discussed: the importance of focusing on the key stakeholders which would have most impact on ETF and the achievement of its strategic priorities; the interaction and join up between the stakeholder, marcomms and customer operational plans; the trustees' role as ambassadors and the practical steps trustees

might take; and the position of ETF within a wider system and society and influence we might try to assert.

The Board asked the Executive to consider and incorporate these discussions to develop the operational plan further. It also asked that the practical ask of trustees be further developed and presented back.

B4. Knitting together strategy and operations

The Board was presented with an overview from the CEO outlining the join up between ETF's strategy and its operational performance. It discussed: the impact of the pandemic on key relationships; maximising creativity and innovation; the barriers for entry for competitors of the charity; and the shift to digital delivery.

The Board asked that it have time in the future to discuss more fully the implications of funding changes for ETF, including likely change, the risks and the opportunities which might arise.

PART C: GOVERNANCE

C1. Governance

The Board received a reminder of its governance responsibilities with regard to new Members and the ETF Member Group. The Board considered the shortlist of organisations to be approached for membership of the ETF Member Group. **The Board asked the Executive to proceed with due diligence in advance of making a decision on recommending AELP join the ETF Member Group. It asked that due diligence be conducted regarding the British Chambers of Commerce being considered as a new Member organisation.**

C2. Proposed Committee structure

[Andrew McConnell was excused from the meeting, as he expressed an interest in the role of Finance Committee Chair]

The Board received an update on the current committee arrangements and considered recommendations regarding the committee structure. It noted that any changes would be effective from 2022, with remaining Committee meetings for 2021 would go ahead as planned. The Board agreed that it would take a final decision regarding the membership of its committees at its upcoming meeting when it could also consider the expertise and backgrounds of any new trustees.

The Board agreed to establish a Finance Committee and agreed that the Finance Chair role would be remunerated in line with the Audit Chair arrangements. The Board approved the updated Terms of Reference (ToR) for the Audit & Risk and Remuneration & Search Committees, plus the new ToR for the Finance Committee, subject to clarifications regarding Finance and Audit Committee purposes.

[Andrew McConnell returned to the meeting]

PART D: REVIEW & WRAP UP

D1. Board forward look, dates, plus review of the meeting

The Board received the proposed Board and Committee meeting dates for 2022, and noted that the February Audit and Risk Committee meeting would be changed to Thursday 10 February 2022. The Board noted that it would receive diary invitations for all of these meetings shortly.

The Board reflected on a successful meeting, reviewed the conduct of the meeting, and considered its role and performance.

D2. Any other business

There was no other business.