

## **Meeting of the ETF Board**

**Date:** Tuesday 8 November 2022

**Time:** 2-5pm

**Venue:** Virtual via MS Teams

### **Present**

Sally Dicketts CBE

Jon Graham

Wojciech Ilowski

Prof. Peter Latchford OBE (Chair)

Lynette Leith (experienced technical difficulties through parts of the meeting)

Andrew McConnell OBE

Gerry McDonald

Rachel Musson

Dr Sam Parrett CBE

Palvinder Singh

Ruth Spellman OBE

### **In attendance**

Chloe Annetts, Governance Officer

Dr Gina Hobson, Chief of Staff to Chair and CEO

Alison Morris, Director of Operations

Charlotte Razzell, Director of Corporate Services

Martin Reid, Director of Professionalism and Customer Experience

Vikki Smith, Director of Education

Catriona Wood, Interim Director of Finance

Rockborn: Peter Ryder, Nicola Tomlinson, Andrew Cole (item 2.1)

### **Apologies**

Jenny Jarvis, Interim CEO

### **Minutes**

#### **PART 1: WELCOME**

##### **1.1 Welcome and apologies**

*[There was a confidential Board-only discussion regarding the appointment of the permanent CEO]*

The Chair welcomed the Board and Executive to the meeting. Apologies for absence were noted from Jenny Jarvis.

##### **1.2 Queries and approvals from Part 5**

The Board received the information pack which included the declarations of interest, minutes from the last meeting, matters arising, Q2 Business Delivery Report, Management Accounts

(Sept 2022), Risk Register, media update, minutes from recent committee meetings, and ETF Policies. The Chair thanked the Board for the detailed queries on the information pack and noted that the Executive had responded via e-mail correspondence. **The Board approved the minutes from the meeting on 6 September 2022.**

Wojciech Iłowski shared his reflections from the ETF staff away day (7 September 2022), and noted the range of input around strategy, operations, and reflections on change. The Board considered the connection and visibility of trustees with staff, including the role of the Board at this pivotal time for the ETF. It asked that a 21<sup>st</sup> century governance lens be applied to the upcoming governance review, which would follow on from the strategy work, and reflect on Board-staff connection.

## **PART 2: STRATEGY & RISK**

### **2.1 Presentation of review evidence**

*[Peter Ryder, Nicola Tomlinson, and Andrew Cole joined the meeting]*

The Board received a summary on Rockborn's strategic consultation, including the strong engagement with the sector and initial findings. The Board noted that the final report, which would contain the more granular analysis, would be provided following the meeting. It noted that the findings from Rockborn's sector-wide consultation were a further source to aid the development and consideration the ETF's strategy, along with inputs from other commissioned pieces of work.

The Board sought clarification and further information on the findings presented by Rockborn. It noted that some individuals had expressed views that the relationship between SET and ETF needed better articulation, including how their respective offers co-exist, and noted the challenges of being a membership organisation in the current economic context. The Board asked that Rockborn disaggregate these issues in its final report. In addition, it asked that further insight and nuance be provided on ETF's role to uphold and champion the sector's Professional Standards.

The Board was interested in the balance of providers, geographical engagement and any associated trends. It noted that the granular level insight would come with the review report and asked Rockborn to disaggregate the data (e.g. by region, interviewee category) to provide additional nuance to the findings and trends. The Board noted the importance of future partnerships with a range of different organisations.

The Board recognised the paramount importance of ETF being seen as a listening organisation, which was close to its customer base and had embedded feedback mechanisms across all parts of the sector. It asked that Rockborn provide it with further reflections on how ETF could position itself in this way, with an iterative listening mechanism, and also better communicate its purpose and impact.

**The Board welcomed the update from Rockborn and asked that the above themes be reflected on and incorporated in their final report. It noted that there were naturally tensions in some of the themes emerging from the review which it would need to explore with the Executive in due course (e.g. a sustainable membership model versus bringing practitioners to the centre of sector professionalism).**

*[Peter Ryder, Nicola Tomlinson, and Andrew Cole left the meeting]*

## **2.2 Reflections and interpretations**

The Board reflected on the useful input from the strategic review and noted that this needed to be considered along with the other external and interview strategic inputs. The Board agreed that the themes of collaboration, communication, co-creation, and customer focus (the 4Cs) were fundamental to the future of the ETF. Linked to this, it noted the importance of a continued iterative listening/feedback loop, which included sharing the review findings and next steps with the sector, alongside a mechanism for continual engagement and reporting on impact.

The Board agreed that, alongside the '4 Cs', the strategy should position the ETF as a convener or enabler which enabled the sector to define, prioritise and then address its workforce development priorities. It noted that these emerging priorities, and how they were best progressed, would continually shape the ETF's business focus. It therefore recognised that ETF's strategy should continue to evolve and this evolution should be a collaborative process. **The Board recognised that the organisation was entering a period of transition with the change of CEO and asked that (alongside the above) the Executive reflect on what was reasonable to progress through this period.**

## **2.3 Implications and expectations for strategy**

The Board received a suggested way forward from the Director of Corporate Services to inform ETF's strategy. It considered the implications and expectations for strategy, reflecting on the need for a transition period and that an evolutionary and collaborative approach would need to be applied to the development and finalisation of the strategy.

**The Board asked that the following factors should be progressed in (staggered) parallel: identification and clarification of the areas of tension; considering how the 4Cs (collaboration, communication, co-creation, and customer focus) could form the basis/core of how the strategy was shaped; taking every opportunity to close the loop with the sector on the strategic review, including putting an ongoing listening mechanism in place; making best assumptions about and developing a BAU 23-24 budget, which would need to be reshaped over time (and within the 23-24 financial year); keep prioritising the development of ETF's brand and marketing; and continuing to explore partnership development and working with a range of organisations.**

## **PART 3: GOVERNANCE**

### **3.1 2021-22 Audit and the draft Trustees' Report & Audited Accounts**

The Board received the auditor completion report from RSM, the draft 21-22 ETF Trustees' Report and Audited Accounts, and the going concern paper. It noted that the Audit & Risk and Finance Committees had reviewed this material at its meeting on 12 October 2022. The Board noted that a designed version of the Trustees' Report and Audited Accounts was being prepared and would be shared in due course. **The Board agreed to approve, in principle, the Trustees' Report and Audited Accounts, with the final approval of the designed version delegated to the Chair on behalf of the Board.**

*[The Chair handed over to Andrew McConnell, as a Director of ETFS]*

**The Board received the ETFS Directors' Report and Financial Statements and held the ETFS AGM. It noted that ETFS traded until 7 July 2021 and was now dormant. On behalf of ETF as the parent organisation, the Chair of the Board approved the ETFS Directors' Report and Financial Statements.**

*[The Chair handed back over to Peter Latchford]*

**The Board approved the ETF and ETFS letters of representation to the Auditor and agreed that the respective Chairs should sign on behalf of the Boards.**

### **3.2 Governance: trustee and SMB reappointments**

The Chief of Staff to the Chair and CEO provided a summary of the paper on trustee and SET Management Board reappointments.

**The Board confirmed the reappointment of Rachel Musson as a trustee, Audit Chair and Senior Independent Director of the ETF (with effect from the coming AGM). The Board confirmed the reappointment of Sally Dicketts for a shortened third term (up until the 2023 AGM) under exceptional circumstances to the ETF Board. The Board ratified the SMB's decision to extend the SMB Chair's term and noted the Vice Chair's extension.**

### **3.3 Annual Committee reports**

The annual reports from the ETF's Committees (Finance, Audit and Risk, Remuneration and Search, and SET Management Board) were presented to the Board, with the respective Chairs/representatives providing further context on the committees' workings. **The Board welcomed and noted the Committee reports.**

### **3.4 Planning for the Board away day and the AGM**

The Board considered the plans for the upcoming Board strategy day (5 December 2022) and AGM (15 December 2022). It noted that the strategy day and AGM would need to be considered in light of the earlier discussion on strategy, and in relation to the appointment of the permanent CEO.

**The Board suggested that the strategy day could include discussions on: thought leadership and/or the enabling role of ETF; specifics regarding how it operated as a high performing board; 21<sup>st</sup> century governance; and risk and the context of the perfect storm/impact of global economic issues. The Board reflected on the timing of the strategy day and dinner, and asked that the Chair and CoSec consider this further outside of the meeting.**

## **PART 4: REVIEW & WRAP UP**

### **4.1 Board forward look, future meeting dates, and review of the meeting**

The Board noted the future meeting dates.

## **4.2 Any other business**

There was no other business.

### **Special item: permanent CEO appointment**

*[There was a confidential Board-only discussion regarding the appointment of the permanent CEO, next steps, communications, the transition period, and key risks to the charity]*