

Meeting of the ETF Board

Date: Wednesday 8 November 2023

Time: 2-5pm

Venue: NCVO, Society Building, 8 All Saints Street, London N1 9RL

Present

Dame Sally Dicketts DBE

Jon Graham

Wojciech Ilowski

Prof. Peter Latchford OBE (Chair)

Andrew McConnell OBE

Gerry McDonald

Palvinder Singh

Ruth Spellman OBE

Board observer: Barbara van Der Eecken

External governance review consultant: Mo Wiltshire, NCVO

In attendance

Chloe Annetts, Interim Governance Manager

Dr Gina Hobson, Interim Executive Director Transformation

Dr Katerina Kolyva, CEO

Charlotte Razzell, Executive Director of Corporate Services

Scott Rutherford, Director of Finance

Dr Vikki Smith, Executive Director of Education & Standards

Rowena Lovell, Interim Company Secretary Designate

Apologies

Lynette Leith

Rachel Musson

Dr Sam Parrett CBE

Minutes

PART 1: WELCOME

1.1 Welcome and apologies

The Chair welcomed the Board and Executive to the meeting. The Chair welcomed Mo Wiltshire (NCVO, external governance review consultant), and Rowena Lovell (Interim Company Secretary Designate) to the meeting. The Chair noted that Gina Hobson, Vikki Smith, and Chloe Annetts were attending the meeting in their new roles. Apologies for absence were noted from Lynette Leith, Rachel Musson, and Sam Parrett. The Chair noted that the meeting was quorate.

1.2 Queries and approvals from Part 5

The Board received the information pack which included the updated declarations of interest, minutes from the last meeting, matters arising, materials supporting the CEO report (including the September 23 management accounts), annual reports from the Committees, and the policies overview. **The Board approved the minutes from the meeting on 13 September 2023. In line with the policies overview (item 5.6), the Board agreed to delegate the review and approval of the Financial Regulations and Credit Card Policy to the Chairs of the Audit and Risk and Finance Committees on behalf of the Board.**

PART 2: STRATEGY & RISK

2.1 CEO report

The CEO provided a summary of the CEO report, including reflections on key external and global factors such as the current conflict's impact on our sector, recent government announcements and Labour's plans on Skills England, and the Executive's focus on strategy development. The Board discussed these in the context of staff and student support for a safe space for dialogue and positive debate. It considered signposting to existing ETF resources to support this and noted the importance of any activity in this space being led by sector need. **The Executive was asked to explore this further and report back to the Board with a suggested outline of how this would be progressed.**

The Executive Director of Education and Standards provided her reflections on the recent political party conferences, and how this may impact on the future of the ETF. The Board considered engagement with political parties, including the Labour party and shadow team. **It noted the importance of being able to articulate a clear and simple set of themes and priorities for the ETF and wider sector, and asked the Executive to further consider what can be done in this space.**

The Board discussed the performance of the organisation, including finance and risk. The Interim Executive Director of Transformation provided a summary of the current position with the TLPD extension submission. The Board considered the risks and opportunities associated with an extension of the TLPD contract, and noted that the Chair, Deputy Chair, and Chair of Audit and Risk had been involved in the extension submission.

The Board welcomed the comprehensive update and format of the CEO report and noted that more time should be allocated to this item in future meeting agendas where possible.

2.2 ETF Strategic Plan

[Confidential discussion: redacted]

PART 3: GOVERNANCE

3.1 2022-23 Audit and the draft Trustees' Report & Audited Accounts

The Board received the auditor completion report from RSM, the draft 2022-23 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 5 October 2023. The Director of Finance provided an update on the auditor's review of the Trustees' Report and Accounts and noted that there were no material changes. The Board noted that a designed version of the Trustees' Report and Audited Accounts was being prepared and would be shared in due course with the AGM papers. **The Board approved the 2022-23 Trustees' Report and Audited Accounts.**

The Board approved the ETF letter of representation to the Auditor. The Board noted the audit fees and the contract work being delivered by RSM in relation to the evaluation of the Leadership and Governance programme. The Board noted that this had been reported to the Audit & Risk and Finance Committees at their meeting on 5 October, where the Committees scrutinised the position, and noted the mitigations and the improved controls in place for both RSM and ETF. **The Board agreed to recommend RSM for re-appointment for 2023-24 to the Members at the AGM on 11 December.**

3.2 External governance review update, draft findings and discussion

Mo Wiltshire (NCVO) provided an update on the external governance review, including the findings from the surveys and themes from the interviews. The Board considered to what extent members would be at the heart of future governance structures (including the multiple definitions of members), features of modern and agile governance systems, and action needed on equity, diversity, inclusion and belonging (EDIB). **The Board welcomed the discussion and noted that the final report would be shared in December 2023.**

3.3 Governance update, including appointments and reappointments

[The Executive, excluding the CEO and Interim Governance Manager, left the meeting]

The Board considered the recruitment of the ETF's next Chair, which the Board had delegated the operational arrangements to the R&S Committee. The Board noted that a recommendation from the R&S Committee regarding a preferred candidate had been circulated to the Board via e-mail correspondence in advance of the meeting. The Deputy Chair (on behalf of the Senior Independent Director, who sent apologies for the meeting) provided a summary of the recruitment process. The Board considered the recommendation, the due diligence checks undertaken on the preferred candidate, and the plan for communicating the Chair appointment publicly. **The Board approved the appointment of Sir Frank McLoughlin CBE as the Chair of the ETF Board, with effect from 1 January 2024.**

[The Executive rejoined the meeting. Palvinder Singh left the meeting]

The Board noted that Palvinder Singh and Lynette Leith were due to retire after their first terms of office at the AGM on 11 December 2023, and considered their re-appointments for a second, three-year term.

The Board confirmed the re-appointment of Palvinder Singh and Lynette Leith as trustees of the ETF for a second term. The Board also confirmed the re-appointment of Lynette Leith on the SET Management Board for a second and final three-year term. The Chair agreed to have a discussion with Lynette Leith (who sent apologies for the meeting) to confirm her re-appointment.

[Palvinder Singh rejoined the meeting. Rowena Lovell left the meeting]

The Board considered the appointment of an Interim Company Secretary. The Board approved the appointment of Rowena Lovell as Interim Company Secretary, effective on Companies House from 1 December 2023.

[Rowena Lovell rejoined the meeting]

The Board discussed the membership of the ETF Member Group, consisting of Founding Members (AoC, HOLEX and AELP) and Members (Natspec, NUS and TUC). **The Board agreed its recommendation to the ETF Member Group that no further applications for membership are considered at this time.**

The Board noted the plans for the upcoming Board strategy day (4 December) and AGM (11 December).

PART 4: REVIEW & WRAP UP

4.1 Board forward look, including future meeting dates for 24/25, and review of the meeting

The Board received the future meeting dates for the remainder of 23/24. The Interim Governance Manager provided a summary of the proposed meeting dates for the first half of the 24/25 financial year and noted that the schedule would remain flexible to account for the Chair designate's availability and the recommendations from the external governance review. **The Board noted the proposed dates and suggested that the September Board meeting be moved to a later week.**

The Board reflected on a successful meeting with robust discussion and constructive challenge. The Board noted that this was the last Board meeting for Scott Rutherford, Sally Dicketts, and Peter Latchford, and thanked them for all their contributions. The Board noted that Sally Dicketts and Peter Latchford would be attending the Board strategy day on 4 December. The Board expressed thanks to the CEO for the work on organisational design and communications with the Board.

4.2 Any other business

There was no other business.