



Meeting of the Foundation Board

Date: Tuesday 6 October 2015

Time: 10.00-4pm

Location: The Education Trust Foundation, London SW1P 1JP

Present

Steve Freer

Lynsi Hayward Smith

John Hyde

Peter McCann

Paul Mullins (Chair)

Mark White

Apologies

Chris Jeffery

Dame Asha Khemka

Ken Merry

In attendance

Stephen Cox, Head

Laurence Gates, Director of Skills Commission

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

Sitha Khanam, Admin Manager, APMTG

Nicky Tomlinson, MD, Lawrie & Partners LLP

Teresa Lewis, Governance Officer

David Russell, CEO & Tim Weiss, Director of Strategy, Quality & Research

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1. Apologies and welcome

Apologies were noted from Chris Jeffery, Dame Asha Khemka, Shakira Martin and Ken Merry. The Chair welcomed two newly appointed members of staff: Stephen Cox, Head of Strategic Communications, and David Russell, CEO, to their first meeting.

2. Conflicts of interest

No additional declarations of conflicts of interest were received regarding the meeting agenda items.

3. Minutes

The minutes of the Board meeting held on 8 July 2015 were agreed as a correct record.

4. CEO scorecard

The CEO reported that at the Governance & Performance Conference the Foundation had received strong political support from the Minister, Nick Boles, which may result in additional projects. The success of the Board in the Executive on securing additional income and investments including that linked to nursing education.

5. 2014-15 Audit and the Trustees' Report and Financial Statements

Report of the Auditor

The KPMG Audit Manager reported the unqualified audit opinion. She noted the small number of control observations, with the Interim Director of Finance confirming the remedial process for 2014-15 had run more smoothly.

Representation letter

to sign it on the Board's behalf.

The Board received the Audit & Finance Committee's recommendation to re-appoint KPMG as the Foundation's auditors for a further three years. In the context of the Foundation's development, the Board agreed to recommend to the Members that they re-appoint KPMG for a period of up to three years at the AGM.

2014-15 Report and Financial Statements Trustees

The Board received the draft Trustees' Report and Financial Statements as recommended by the Audit & Finance Committee. The Trustees' Report will be considered by the Board via correspondence to ensure that they can be agreed and sent to the Members 21 days in advance of the AGM.

6. Commercial income scenario planning

The Board received a report from the Commercial Income Scenario Planning Group that the booking system had been

responses had been received. The Executive confirmed that quality assurance of the third party

suppliers' delivery of provision was embedded in contractual arrangements and the Foundation's quality assurance and the feedback in the end through the audit process (including Programme Assessors) and the booking system.

The Board noted that SET membership numbers are on target for the year. Board members said HP not only. The Chair suggested that membership application forms be circulated to the Board.

The Board requested a more detailed commercial paper for discussion at its next meeting.

The Board considered draft amended Articles recommended by the Audit & Performance Committee, which sections (including that the current Articles, having been drafted at a time when the Foundation was an idea rather than for its ongoing activities, understandably required some updates which could be made to improve governance).

The Board also raised the requirement for a general agreement with the Members on any change to the Articles. Board members reinforced that any change to the Articles was not a signal of wanting to change this relationship. The CEO view that the Foundation derived a great deal of strength and legitimacy from its relationship with the Members.

With regard to the removal of directors, the Board emphasised the importance of being seen to apply due process and to apply the same process to all directors. The Board agreed to clarify the process.

The Board also discussed the proposed changes to the Articles. The Chair confirmed that he would not copy the proposed changes to the Members' Board Members. Board members said the Chair had contacted the Members' Board Members to clarify the rationale for the changes.

8. The Board received a briefing paper from the Director of Skills Competitions providing background information on the Skills Show. The Board sought clarity on the overarching strategy for the Skills Show in the future. Board members said the Skills Show is a key part of the Skills Show and noted the performance coaching that often supports teams' preparations for WorldSkills.

The Chair ~~of the Finance Committee~~ ~~has~~ ~~been~~ ~~passed~~ ~~to~~ ~~the~~ ~~Charity~~ ~~Commission~~ ~~during~~ ~~discussions~~ ~~regarding~~ ~~trustee~~ ~~remuneration~~. The ~~Chair~~ ~~of~~ ~~the~~ ~~Finance~~ ~~Committee~~ ~~has~~ ~~been~~ ~~passed~~ ~~to~~ ~~the~~ ~~Charity~~ ~~Commission~~ ~~during~~ ~~discussions~~ ~~regarding~~ ~~trustee~~ ~~remuneration~~. The

Signed

Paul Mullins

