## International Learning Exchange Programme Limited (the "Company")

Minutes of a meeting of the board of Directors of the Company held at Microsoft Teams on Friday 10th February commencing at 09:30

| **PRESENT**: | Darren Xiberras (DX) | (In the Chair) |
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| | Kirsty Williams (KW) | Attended Remotely |
| | Joanna Newman (JN) | Attended Remotely |
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| **IN ATTENDANCE**: | Susana Galván (SG) | Attended Remotely |
| | Dr Elid Morris (EM) | Attended Remotely |
| | Leah Doherty (LKD) | Attended Remotely |
| | Helen Gentle (HG) | Attended Remotely |

### 1. NOTICE AND QUORUM

1.1 A quorum being present, **IT WAS RESOLVED** that Darren Xiberras would Chair the meeting.

1.2 The Chair declared the meeting open, and it was confirmed that notice of the meeting had been given to each director.

### 2. PURPOSE OF THE MEETING

2.1 The Chair reported that the purpose of the meeting was to consider and if deemed fit, approve:

2.1.1 For Discussion: Update on Governance Review;

2.1.2 For Discussion: Update from Taith Programme Executive;

2.1.3 For Approval: Scheme of Delegation update;

2.1.4 For Discussion: Update on Taith Risk Register.

### 3. DIRECTORS' INTERESTS

3.1 **Declaration of interests**

3.1(i) A declaration of interest was made on the 10th February 2023 to the other directors of the Company in accordance with section 182 of the Companies Act 2006 ("2006 Act"), and approved in accordance with Article 15.2 of the Company's articles of association. The other directors present confirmed that they had no interests to disclose in the Proposals or any other matters to be transacted in the meeting in accordance with sections 177 or 182 Companies Act 2006 (**"2006 Act"**) and the Company's articles of association.

4.	Minutes from Board of Directors meeting 10<sup>th</sup> of February 2023.

| Agenda item | Topic | Actions (A)/Decisions (D) |
|---|---|---|
| 1. | **Directors' Declaration of Interests** (DX) | |
| 1.1 | It was declared and noted that The Association of Commonwealth Universities (ACU) has had their contract renewed with Capita to continue their role in support of the Turing scheme. | |
| 2. | **Minutes and actions of the last meeting** (DX) | |
| 2.1 | The minutes were agreed to be an accurate account of the meeting on 21<sup>st</sup> October 2022. | |
| 2.2 | The Action Log from the 21<sup>st</sup>October 2022 was discussed and progress acknowledged. (See Annex A for further detail) | |
| 3. | **For Discussion: Update on Governance Review** (SG/EM) | |
| 3.1 | An update was given on the 21 recommendations of the Governance Review (paper 3a). <ul><li>Recommendations 2, 4, 9, 11, 13, 16, 17, 18, 19 and 20 are for noting.</li><li>Recommendations 5, 7, 10, 12, 14, 15 and 21 will be updated before or at the next BoD meeting.</li><li>Approval was sought for recommendation 1, 3 and 6.</li></ul> | |
| 3.1a | Recommendation 1 was approved on the basis that the Board would approve content before publishing on Taith's website. | **D1 – The Board approved recommendation 1.** <br><br> **A1 – Taith Programme Executive to obtain draft approval from the Board before publishing on Taith's website.** |
| 3.1b | Recommendation 10 requires further guidance from the Board on how this will be moved forward, and it was suggested that Global Governance Institute (GGI) could support this. | **A2 – The Board to suggest ways of how they would like to move recommendation 10 forward.** |
| 3.1b(i) | It was asked if there was a conflict between GGI suggesting the need and delivering this coaching? | |
| 3.1b(ii) | The Board were reassured that authorisation had been sought from Procurement and this work could continue for another four-month period. | |
| 3.1b(iii) | It was then suggested that anything beyond this would need to go to a broader tender. | |

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| 3.1c | It was requested that access to Director's Desk is followed up as some of the Board have trouble accessing the Teams channel. | **A3 – Taith Programme Executive to request access to Director's Desk.** |
| 3.1d | It was raised that the Taith Programme Executive should be cautious of how much time is taken up by governance. | |
| 3.1e | Recommendation 6: The ILEP Board sub-committee establishment and terms of reference paper (3b) was presented, and the Board approved the establishment of the sub-committees. | **D2 – The Board approved the establishment of the sub-committees.** |
| 3.1e(i) | It was suggested that not all these sub-committees need to be as uniform as quarterly and a flexible approach may be more appropriate. | **A4 - Taith Programme Executive to consider if quarterly meetings were necessary for all committees.** |
| 3.1f | Recommendation 3: The ILEP Board Skills Audit Analysis and Recommendations paper (3c) was presented and the Board approved the Taith Programme Executive to start a targeted recruitment exercise for two independent non-executive directors. | **D3 – The Board approved the Taith Programme Executive to start a targeted recruitment exercise.** |
| 3.1f(i) | It was suggested that the Skills matrix may need an independent review of the Board's skills to truly gain an insight into the skills gap needed to be filled by these directors. | **A5 – Taith Programme Executive to reflect on what specialist skills are required from the non-executive directors.** |
| 4. | **For Discussion: Update from Taith Programme Executive** (SG) | |
| 4.1 | The Board were provided with a summary of Taith activities (paper 4). | |
| 4.1a | It was suggested it may be more conducive to buy- in an IT service rather than recruiting staff. | |
| 4.1b | It was asked how the Higher Education (HE) Programme Manager gap was being filled? | |
| 4.1b(i) | Taith Programme Executive explained that the gap is being filled by another experienced Programme Manager and is assisted by a Project Officer who has experience in HE. This vacancy has provided an opportunity to relook at how Taith engages with higher education. | |
| 4.1c | It was requested that, going forward, the Board is given data on costs per mobility, how much funding has gone | **A6 – Taith Programme Executive to develop and** |

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| 4.1c(i) | to different regions within Wales (including areas of deprivation) and globally. It was added that this granular detail has also been requested by the Advisory Board.<br><br>It was suggested that Taith should actively encourage outward mobilities to countries such as sub-Saharan Africa or countries in Asia as well as the obvious popular destinations. Future discussion on destination strategy would be beneficial. | **make data available to the Board of Directors.** |
| 5. | **For Approval: Scheme of Delegation update** (HG) | |
| 5.1 | No questions were raised on this item (paper 5,5a). | |
| 5.1a | The Board approved the Revised Scheme of Delegation Framework for the Taith Programme. | **D4 – The Board approved the Revised Scheme of Delegation Framework for the Taith Programme.** |
| 6. | **For Discussion: Update on Taith Risk Register** (LKD) | |
| 6.1 | The up-to-date risk register was presented and the current risks for Taith were highlighted (paper 6, 6a) | |
| 6.1a | It was suggested that there is a future discussion on how the implications of pay awards agreed at a sector level are factored into the Taith budget. | **A7 – Taith Programme Executive to examine the impact of pay awards on Taith's budget.** |
| 7. | **Any Other Business** | |
| 7.1 | It was mentioned that the Taith Programme Executive has been in discussions with Cardiff University's Finance Department, and it has been proposed that Taith joins the University's VAT Group which will mean quite a substantial saving for the Programme. | |
| 7.1a | It was suggested that this could be factored into **A7.** | |
| 7.2 | The Board were informed that a summarised version of minutes would be published on Taith's website after approval from the Chair. | **A8 – A summarised version of the Board of Directors' meetings will be published on Taith's website after approval from the Chair.** |

5.     **DOCUMENTS TABLED**

| Agenda Item | Paper number | Title |
|---|---|---|
| 2 | 2 | ILEP Board of Directors' meeting minutes 21/10/22 |
| 3 | 3,3a,3b,3c | Update on the Recommendations of the Independent Governance review |
| 4 | 4 | Update from Taith Programme Executive |
| 5 | 5,5a | Scheme of Delegation update |
| 6 | 6,6a | Updated Taith Risk Register |

6.     **APPROVAL OF PROPOSALS AND SUPPORTING DOCUMENTS**

After due and careful consideration, and bearing in mind the Directors' statutory duty to promote the success of the company as detailed in the 2006 Act, **IT WAS RESOLVED** that:

6.1     The Proposals and the tabled documents be entered into in good faith and they were in the best interests of the Company;

7.     **FILINGS**

The Secretary was instructed to file the following with the Registrar of Companies:

7.1     No filings were instructed.

8.     **CLOSE OF MEETING**

8.1     There being no further business, the meeting closed.


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**CHAIR OF THE MEETING**

**Annex A**



**International Learning Exchange Programme Ltd**
**Board of Directors Meeting**
**21st October 2022, 10.00 - 12.00pm**
**Action Log**

| Actions | Date of Meeting | Status and comment |
|---|---|---|
| **A4. A paper is requested for the next Board meeting to discuss the role of Sector Organising Bodies and their access to other Pathways** | 15-8-22 | An update will be provided in item 4 of the meeting on the 10th of February 2023. |
| **A2 and A13 – Taith Programme Executive to provide more information on Global Wales Phase 3.** | 21-10-22 | Actioned - Document has been circulated to the Board. |
| **A3 – Taith Programme Executive to provide more information on proposed sub-committees.** | 21-10-22 | An update will be presented at the meeting on the 10th of February 2023 as part of the agenda item on Governance review. |
| **A4 – Paper outlining process of appointment of Company Secretary to be circulated to Directors.** | 21-10-22 | Actioned - Document has been circulated to the Board. |
| **A8 – Taith Programme Executive to draft a summary information sheet on Taith activities for Directors.** | 21-10-22 | Actioned - Factsheet has been circulated to the Board. |
| **A10 – Cost-of-living to be added to the risk register.** | 21-10-22 | Actioned - Cost of living crisis has been added to the Taith risk register. |
| **A11 – Information on roles for the Phase 3 recruitment exercise to be circulated to the Board.** | 21-10-22 | Actioned - A copy of the latest organogram has been sent to the Board and is also available on the Teams Channel (under 'General'). |
| **A15 - Diarise dates for signatories to be available to sign the necessary payment requests.** | 21-10-22 | This will be actioned for the next phase of Pathway payments. |