

International Learning Exchange Programme Limited (the “Company”)

Minutes of a meeting of the board of Directors of the Company held at Microsoft Teams on Thursday 13th April commencing at 11:30

PRESENT:	Darren Xiberras (DX)	(In the Chair)
	Laura Davies	Attended Remotely
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 Information: Update from Taith Programme Executive;**
 - 2.1.2 **For Approval: Sector Organising Bodies – Second Funding Call (2023);**
 - 2.1.3 **For Discussion and Approval: Governance Review update;**
 - 2.1.4 **For Approval: Revised Funding Committee Terms of Reference;**
 - 2.1.5 **For Information: Update on Payment Processes;**
 - 2.1.6 **For Information: Update on Beneficiary Performance;**
 - 2.1.7 **For Discussion: Update on Taith Risk Register.**

3. **DIRECTORS' INTERESTS**

3.1 **Declaration of interests**

All the 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 13th April 2023.

Agenda item	Topic	Actions (A)/Decisions (D)
1. 1.1	Directors' Declaration of Interests (DX) None	
2. 2.1 2.2	Minutes and actions of the last meeting (DX) 2.1 The minutes were agreed to be an accurate account of the quarterly meeting of the 10 th of February and the extraordinary meeting of the 20 th of February 2023. 2.2 The Action Log from the 10 th of February 2023 was discussed (See Annex A for further details) and it was agreed that A1, A7 and A8 could be marked as closed.	D1 – The Board agreed the publication on the Taith website of the summarised minutes from the 10th February meeting. A1 – Taith Programme Executive to close A1, A7 and A8 on the Action Log
3. 3.1 3.1a 3.1b 3.1c	For Information: Update from Taith Programme Executive (SG) 3.1 The Board was given an updated summary of the Taith Programme activities (paper 2). 3.1a Additional Information presented to the Board: Funding Call, Strategy & Policy: Examinations of trends for unsuccessful applicants highlighted a possible need of policy adjustment(s) for the next round of Pathway 2. This is currently under discussion and will be presented to the Board if any changes are proposed. 3.1b Communication: following two Away Days (Taith team and one with Welsh Government), a refresh of the Taith Strategy is being undertaken which will inform the Communications Plan. 3.1c Operations: the tender for the independent evaluation of Taith and Global Wales will be published later this month.	

<p>3.1c(i)</p> <p>3.1d</p> <p>3.1d(i)</p> <p>3.1d(ii)</p> <p>3.1e</p>	<p>Data is starting to emerge from projects and a Date framework will be established.</p> <p>A question was asked, if there are any concerning trends emerging.</p> <p>SG responded that there was a slight concern with the number of applications from Schools and FE, but work has been done to engage directly with these sectors. As a result, the number of applications for Pathway 1 2023 has increased and a number of FE Colleges have applied directly.</p> <p>Widening participation, especially within the HE sector, is another area of concern but the granular data is not yet available to be able to understand and address this, but is an important area of focus for the Taith Programme.</p> <p>It was recommended that the Taith Programme Executive should work more closely with Welsh universities' Widening Participation Teams to reach more disadvantaged groups.</p>	<p>A2 – Taith Programme Executive to consider ways of working with Welsh universities on widening participation.</p>
<p>4.</p> <p>4.1</p> <p>4.1a</p> <p>4.1b</p>	<p>For Approval: Sector Organising Bodies – Second Funding Call (2023) (EM)</p> <p>The Board was presented with the call documentation (paper 3a) and it was explained that the new proposed model is based on the findings of the independent evaluation undertaken by Arad Research, data and learning from Sector Organising Bodies (SOB), the first year of Taith and feedback from the Advisory Board.</p> <p>The call documentation draws on elements of the pilot call documentation but there are more specific objectives in terms of outreach and support for organisations.</p> <p>The Board was requested to approve the funding call documentation (paper 3a).</p>	<p>D2 – The Board approved the funding call documentation.</p>
<p>5.</p> <p>5.1</p>	<p>For Discussion and Approval: Governance Review update (EM)</p> <p>An update was provided on the key priorities on the governance recommendations (paper 4a) and on progress of all recommendations as outlined in the implementation plan (paper 4b).</p>	

5.1a	Board Recruitment: The Board was requested to agree the approach and panel as set out in paper 4a.	
5.1a(i)	It was highlighted that availability to sit on the recruitment panel may be difficult for some of the Board members and it would be advisable to amend the proposed panel membership to state Chair or nominee.	A3 – Taith Programme Executive to amend the proposed panel to Chair or nominee.
5.1b	Sub-Committee Establishment: Concerns were expressed on the number of sub-committees proposed and possible duplication between certain sub-committees and the ILEP Board of Directors. Additionally, with the amount of time which would need to be spent on implementing the recommended governance arrangements of Taith.	D3 – The Board approved the approach and the amended panel approach.
5.1b(ii)	It was suggested that instead of three sub-committees that areas of activity to include process matters and communication and engagement should be managed by the Taith Programme Executive.	
	It was agreed that the Taith Programme Executive would reassesses the number of committees needed and resubmit a proposal to the Board via written procedure.	A4 – Taith Programme Executive to put forward a revised proposal for the sub-committees.
5.1c	Expert Panel Establishment: the Board was requested if they were in agreement to progress the establishment of the expert panel.	
5.1c(i)	It was questioned whether there was a need for an Advisory Board and an Expert Panel.	
5.1c(ii)	It was decided that, on reflection, the establishment of the Expert Panel would be suspended until the recruitment of the new independent director(s) has been completed and a review of the Advisory Board has been agreed.	D4 – The establishment of the Expert Panel to be suspended until the recruitment of the independent director(s) has been completed and a refresh of the Advisory Board has been finalised.
5.1d	Taith Advisory Board Review – Next Steps: the Board was requested to agree and approve a review of the Taith Advisory Board.	D5 – The Board agreed and gave their approval for the Advisory Board review.
6.	For Approval: Revised Funding Committee Terms of Reference (EM)	

<p>6.1</p>	<p>The Board was requested to approve the revised Funding Committee terms of reference (ToR) (paper 5a) and were advised that the main change was to ToR 6.9 where applications will no longer be ranked as the aim is to fund all eligible applications.</p>	<p>D6 – The Board agreed the revised Funding Committee terms of reference.</p>
<p>7.</p> <p>7.1</p>	<p>For Information: Update on Payment Processes (HG)</p> <p>The Board was provided an update on the ILEP Ltd. payment process and were informed that ILEP Ltd. has now been set up as Company 14 on the Cardiff University financial system (Oracle EBS).</p>	
<p>8.</p> <p>8.1</p> <p>8.1a</p> <p>8.1a(i)</p> <p>8.1a(ii)</p>	<p>For Information: Update on Beneficiary Performance (EM & HG)</p> <p>The Board was provided an update on incoming data from Pathway 1 2022 projects (paper 7a), which will be presented to Welsh Government (WG). The Board were informed that, going forward, there will be a data dashboard presented at each meeting relating to the Beneficiary performance.</p> <p>It was asked if the statistics presented in the report were on target?</p> <p>It was explained that number of predicted mobilities are on track, but because of the duration of some of the projects the reporting does not match up with the original milestones as outlined in the Grant Agreement letter. It is anticipated that much of the data will not come through until the middle to end of the programme as some of the projects will last up to 36 months. The narrative on this will need to be built into the Welsh Government quarterly report.</p> <p>It was agreed that LKD would work with LD in terms of the narrative regarding targets for the WG report.</p>	<p>A5 – LKD to work with LD on the narrative regarding targets for the quarterly Welsh Government report.</p>
<p>9.</p> <p>9.1</p> <p>9.1a</p>	<p>For Discussion: Taith Risk Register (LKD)</p> <p>The up-to-date risk register was presented and the current high risks for Taith highlighted (paper 9).</p> <p>It was additionally pointed out to the Board that the risk related to the internal administrative costs has</p>	

	been downgraded as the Service Level Agreement costs have now been fully agreed.	
10.	Any Other Business	
10.1	Joanna Newman will be stepping down from ILEP Ltd. Board of Directors and would be formally resigning.	
10.2	The Welsh Government report needs to be signed by the Chair by 19 April and submitted to Welsh Government by 20 April.	A6 – Taith Programme Executive to finalise the Welsh Government report for Chair sign-off by 19 April and submit to Welsh Government by 20 April.
10.3	The Board was requested to approve a Dunn & Bradstreet as an additional check on a Pathway 1 2023 applicant as they are a dormant company.	D7 – The Board agreed to a Dunn & Bradstreet check on a Pathway 1 applicant.
11	Date of next meeting	
11.1	13 th July – 10am-12pm	

5. **DOCUMENTS TABLED**

Agenda Item	Paper number	Title
2	1a, b, c	ILEP Board of Directors' meeting minutes 10/02/23 (full & summary) and 20/02/23
3	2, 2a, 2b, 2c	Update from Taith Programme Executive
4	3, 3a	Sector Organising Bodies – Second Funding Call (2023)
5	4, 4a, 4b	Governance Review update
6	5, 5a	Revised Funding Committee Terms of Reference
7	6	Update on Payment Processes
8	7, 7a, 7b, 7bi, 7bii	Update on Beneficiary Performance
9	8, 8a	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.

.....

CHAIR OF THE MEETING

Annex to Minutes

Annex A



**International Learning Exchange Programme Ltd
Board of Directors Meeting
10th February 2023, 11.30am - 1.30pm
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 13 th April 2023.
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.
A1 – (Recommendation 1) Taith Programme Executive to obtain draft approval from the Board before publishing content on Taith’s website.	10-02-23	Ongoing
A2 – The Board to suggest ways of how they would like to move recommendation 10 of the Governance implementation plan forward.	10-02-23	To be raised as a part of the wider discussion in item 5 at the meeting 13 April 2023.
A3 – Taith Programme Executive to request access to Director’s Desk.	10-02-23	Taith team has met with the software supplier and is awaiting quotes from them.
A4 - Taith Programme Executive to consider if quarterly meetings were necessary for all sub-committees.	10-02-23	To be raised as a part of the wider discussion in item 5 at the meeting 13 April 2023.
A5 – Taith Programme Executive to reflect on what specialist skills are required from the non-executive directors.	10-02-23	To be raised as a part of the wider discussion in item 5 at the meeting 13 April 2023.

A6 – Taith Programme Executive to develop and make data available to the Board of Directors.	10-02-23	Ongoing - Part of the scoping work that the team is now undertaking is to develop a data framework to include what data and how this will be presented within Taith's governance. This will be one of the considerations. An update on this development can be shared at a future Board meeting.
A7 – Taith Programme Executive to examine the impact of pay awards on Taith's budget.	10-02-23	Actioned - This has been built into the Taith's operating budgeting.
A8 – A summarised version of the Board of Directors' meetings will be published on Taith's website after approval from the Chair.	10-02-23	The ILEP Ltd. Board of Directors section is now live on the Taith website and the summarised version of the minutes from each regular meeting will be published.