**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 11th April 2024 commencing at 11:00.

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| **PRESENT**: | Rudolf Allemann (RKA) | (In the Chair) |
| | Darren Xiberras (DX)<br>Ben Coates (BC)<br>Piet Van Hove (PVH)<br>Kirsty Williams (KW) | Attended Remotely<br>Attended Remotely<br>Attended Remotely<br>Attended Remotely |
| **IN ATTENDANCE**: | Susana Galván (SG) | Attended Remotely |
| | Dr Elid Morris (EM)<br>Ellie Bevan (EB)<br>Helen Gentle (HG)<br>Leah Doherty (LKD)<br>Delyth Johnson (DJ) | Attended Remotely<br>Attended Remotely<br>Attended Remotely<br>Attended Remotely<br>Attended Remotely (minute-taker) |
| **APOLOGIES:** | Laura Davies (LD) | |

1. **NOTICE AND QUORUM**

1.1 A quorum being present, **IT WAS RESOLVED** that Rudolf Allemann 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 Information: Feedback from ARAC meeting (20 March 2024)**

2.1.3 **For Information: Taith Risk Register;**

2.1.4 **For Information: Evaluation Reports**

2.1.5 **Any Other Business;**

3. **DIRECTORS' INTERESTS**

3.1 **Declaration of interests**

In accordance with sections 177 or 182 Companies Act 2006 (**"2006 Act"**) and the Company's articles of association RKA, DX and LD as employees of Cardiff University have declared a conflict of interest when Cardiff University applies for Taith funding. This is addressed in item 1 of the meeting minutes below.

4. Minutes from Board of Directors meeting 31 January 2024.

| Agenda item | Topic |
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| **1.** | **Directors' Declaration of Interests** (RKA) |
| **1.1** | RKA raised that as employees of Cardiff University and members of the ILEP Ltd Board, RKA, DX and LD have a conflict of interest when Cardiff University applies for Taith funding.<br><br>It was suggested that the Cardiff University funding applications continue to be signed by RKA and that when a decision comes to be made for the Cardiff University applications at the Funding Committee, DX, RKA and LD would withdraw from these discussions and decisions.<br><br>DX queried if the committee would be quorate without the attendance of RKD, DX and LD and it was agreed that the governance document needs to be amended to reflect that the committee would be quorate without these members. The Board approved this as a way forward and Taith Programme Executive (TPE) to check with Legal team how best to amend the governance documents. |
| **1.2** | RKA confirmed that LD will be stepping down from the Board. Her replacement needs to be from within Cardiff University in line with the Articles of Association, this opportunity will be advertised internally (via BLAS) within Cardiff University. RKA thanked LD for her work on the Board. |
| **2.** | **Minutes and actions of the last meeting** (RKA) |
| **2.1** | The minutes were agreed to be an accurate account of the 31 January 2024 meeting. RKA thanked DX for chairing the meeting in his absence. |
| **2.2** | The Action Log was discussed, and the Board was advised that A9 (from the 12 October 2023 meeting) has been completed (See Annex A for the full action log). |
| **2.2a** | **Action 10:** An update was provided at the meeting and the Taith Programme Executive is working on an analysis paper as a result of the revision of targets from the Welsh Government (WG). The paper assumes the 2024-2025 budget will be the same for |

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| | 2025-2026. The targets will be much lower and are being finalised at present. The paper will be shared with the Board for agreement before going to the WG.<br><br>Targets were set at 25,000 initially (15,000 outward, 10,000 inward mobilities) which was unrealistic as there was a cap of 30% funding that could be allocated to inward mobilities and the WG has acknowledged this and have agreed to remove the separate inward and outward mobility targets.<br><br>RKA questioned what could be done to increase inward mobilities. EB responded that some sectors such as the youth sector do request greater levels of inward mobility than is allowed (above the 30% threshold). In these instances, Taith has asked the WG if the project can go over the 30% inward mobility threshold however the WG have refused these requests.<br><br>The Board agreed that it would ask that the WG provide a rationale as to this refusal to as it would be beneficial for the work of Taith moving forward. KW suggested to raise this with the Stakeholder Group to ask for their opinion before approaching the WG. EB/SG to raise this with the Stakeholder Group at a meeting next. If the Stakeholder Group is in agreement, the Taith Programme Executive will request a rationale for this decision from the WG.<br><br>PVH asked if Taith keeps track of the funding organisations receive from other funders other than Taith. RKA confirmed Cardiff University tracks this information. SG suggested this can be discussed further at the Away Day and there is an in-person event with the HE sector in May where a discussion could be had as to the barriers to and take up of inward mobilities. |
| **2.2b** | A10: Closed |
| **2.2c** | A4: Closed |
| **2.2d** | A5: RKA confirmed this will need to be reviewed once the new Board member is in place. KW confirmed that she was happy to be the Safeguarding Lead. |
| **3.** | **For Information: Update from Taith Programme Executive** (SG) |
| **3.1** | The Board was provided with an updated summary of the Taith Programme activities (paper 2). |
| **3.2** | The following points were raised at the meeting: |
| **3.2a** | Pathway 1 2024: SG highlighted that of the 78 applications a good number were new applications with 20 new school applications, 9 new youth applications and 3 new AE applications. Taith is seeing a trend of colleges applying directly rather than through a consortium.<br><br>BC queried that as in the last funding round no AE sector applications were successful, whether Taith was confident that there would be successful applications in this sector in this round. SG and EB responded that it is a different pathway (the last funding round being for Pathway 2) and Taith has been working closely with the assessors to give them more guidance on what a good AE project could be to help support the decisions |

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| | made. Hopefully this will result in an increase in the success of number of AE projects on this funding pathway. |
| **3.2b** | Tracking the performance of grant applications: Taith is drafting a strategy as to how to manage the performance of the existing projects.<br><br>Once the targets have been reviewed and finalised by the WG the Grant Agreement Letter will be revised. Taith will seek legal advice on how the GAL should be revised and this will be shared with the Board. |
| **3.2c** | WG correspondence: SG raised the matter of the letter that the WG sent to RKA at the end of March. In the initial Grant Agreement, the WG stated that they would retain £0.5 million of the £65 million to cover their costs and the amount made available to Taith is £64.5 million. Up until now any underspend by Taith within the financial year has been retained by the WG.<br><br>The letter to RKA stated that for this financial year 2024-2025 they would retain £100,000 of the budget in advance. WG confirmed in a meeting that Taith should still work on the basis of a grant of £6.5 million and not £6.4 million however this has not been confirmed in writing. RKA is meeting with the WG next week and would like to request firm confirmation that Taith receive this £100,000 and their position needs to be put in writing. The Board was happy for this to be raised with the WG and agreed that this needs to be put in writing. |
| **3.2d** | Meeting the new Education Minister: SG confirmed that RKA will be raising this with the WG next week. EB also raised that the WG has been in touch to see if the Minister could visit a project, and this will be arranged. |
| **3.2e** | Operational capacity and staff morale: BC asked if the budget cuts are having an impact. SG mentioned that it was difficult between September 2023 and January 2024 however once the focus was clearer, this helped. The recruitment freeze does mean it still a heavy workload for the team. One of the members of the Advisory Board is a communications expert and is advising the Taith Programme Executive, however ideally Taith would recruit a Communications Officer. |
| **4.** | **For information: Feedback from ARAC meeting (20 March 2024**) (LKD) |
| **4.1** | The Board was provided with a cover note (paper 3), the minutes of the meeting on 20 March papers (paper 3a), the revised terms of reference (paper 3b) and the 2023-2024 Taith Annual Assurance statement (paper 3c). |
| **4.2** | Risk Appetite: LKD has met with the WG and has received their overarching risk appetite statement. The ARAC will present and define the risk appetite at a future Board meeting once agreed.<br><br>LKD will raise risk appetite at the next meeting with the WG and it was requested that this would be discussed at the Away Day. |
| **4.3** | Internal Audit: It has been confirmed that ILEP Ltd will be internally audited in 2025. The internal audit team is seeking advice as to whether this audit is for assurance to Cardiff University or assurance to ILEP Ltd. It is likely information gathering will be in |

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| | autumn 2024 with the audit taking place in early 2025 with a focus on funding applications and grant management. RKA/LKD/SG to discuss the most appropriate internal audit offline. |
| **4.4** | Annual Assurance statement: The Board confirmed it is happy with this statement and as this has been approved by the ARAC, this is for the Board to note only. LKD confirmed that three safeguarding incidents have happened since the statement was signed. These have been added into next year's statement. If WG would like these to be reflected in this year's statement this can be amended. |
| **4.5** | EM confirmed that Taith is finalising a strategy on how to deal with grant management including performance. This data will be shared at ARAC and the Board. |
| **4.6** | Revised ARAC Terms of Reference: The Board approved the amendments, and the terms of reference can be finalised. |
| **4.7** | Financial update: HG confirmed that the WG has transferred £1.7 million to cover 33 recipient payments that were due for interim and final reports in March. Taith has also received £806,000 to over the Pathway 2 2023 reports which will be payable from May 2024 onwards received £317,000 for Global Wales has been received.<br><br>On the cash budget, Taith had an underspend of £275,000 predominately relating to Global Wales because their final forecast payment due in March was approx. £200,000 less than their original forecast. |
| **4.8** | Global Wales: SG confirmed that the revised operational plan is nearly finalised and the Taith Programme Executive is working with legal advisors to produce a contract variation with a draft to be sent to them fairly soon, hopefully this week. |
| **5.** | **For Information: Taith Risk Register** (LKD) |
| **5.1** | The Board was presented with the cover note (paper 4) and the up-to-date risk register which highlighted the current high risks for Taith (see paper 4a.) |
| **5.1a** | LKD highlighted that there are three high risks at present, two are directly related to the GAL and renegotiating of the targets. The cost-of-living crisis does not seem to have had the expected impact at this stage and this risk has been lowered. The closure period risk remains high, and the exit plan is reviewed every 6 months to mitigate this. |
| **5.1b** | New risks: Two are existing risks that have been escalated and two are new risks related to Finance. |
| **5.1c** | RKA asked if all risk owners have seen these and are happy. LKD confirmed there is some work that needs to be done with educating the team on compliance and the risk management policy. LKD will ensure all risk owners are aware of the risks they are responsible for and share the risk register with the wider Taith team. |

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| **6.** | **For Information: Evaluation Reports** (LKD) |
| **6.1** | A presentation was shared with the Board detailing the findings and recommendations of the project data that Taith now has.<br><br>Communication of the impact of Taith is now a key focus of it work and the presentation details the evaluation timelines including those of Global Wales III.<br><br>The Board received copies of the Inception Evaluation summary reports in March and approved the publication of the Taith and Global Wales Inception Evaluation summary reports on the Taith website. |
| **7.** | **Any Other Business** |
| **7.1** | Appointment of tax advisors for corporation tax. The Board approved the appointment. HG to check if Board approval for this is needed moving forward. |
| **7.2** | For Information: The grant variation letter issued by the WG in March 2024 was covered in item 3.<br><br>The Taith Programme Executive now has sufficient data to look at the past performance of Grant Recipients and the Board was requested to approve the process of delegating the authority to the ARAC to approve this process, via written procedure. The Board approved the delegation of this authority to the ARAC. |
| **8** | **Dates of next meetings**<br>• 29 April 2024 – 11:00 – 15:00 (ILEP Ltd Board Away Day)<br>• 12 June 2024 - 13:30-15:30 (Extraordinary meeting - P1 2024 Funding Committee recommendations)<br>• 11 July 2024 - 11:00-13:00 |

5. **DOCUMENTS TABLED**

| **Agenda Item** | **Paper number** | **Title** |
|---|---|---|
| 2 | **1a** | ILEP Board of Directors' meeting 31 January 2024 Minutes |
| | **1b** | ILEP Board of Directors' meeting 31 January 2024 Summary |
| | **1c** | ILEP Board of Directors' meeting 31 January 2024 Action Log |
| 3 | **2** | Update from Taith Programme Executive |
| 4 | **3** | Audit Risk & Assurance Committee 20 March 2024 minutes |
| | **3a** | Audit Risk & Assurance Committee Revised Terms of Reference |
| | **3b** | Audit Risk & Assurance Committee Annual Assurance Statement |
| 5 | **4a** | 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**