

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 12th October commencing at 12:30

PRESENT:	Laura Davies (LD)	(In the Chair)
	Darren Xiberras (DX)	Attended Remotely
	Ben Coates (BC)	Attended Remotely
	Piet Van Hove (PVH)	Attended Remotely

IN ATTENDANCE:	Susana Galván (SG)	Attended Remotely
	Dr Elid Morris (EM)	Attended Remotely
	Ellie Bevan (EB)	Attended Remotely
	Helen Gentle (HG)	Attended Remotely

1. NOTICE AND QUORUM

- 1.1 A quorum being present, **IT WAS RESOLVED** that Laura Davies 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 Discussion: Update on Taith Risk Register;**
 - 2.1.3 **For Approval: Pathway Policy Amendments for Pathway 1 2024 Funding Call;**
 - 2.1.4 **For Discussion & Approval: Audit, Risk & Assurance Committee;**
 - 2.1.5 **For Information: Quarterly Project Progress Report and Financial Update;**
 - 2.1.6 **For Information: Global Wales;**

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 12th October 2023.

Agenda item	Topic
1.	Directors' Declaration of Interests (LD)
1.1	None.
2.	Minutes and actions of the last meeting (LD/EM)
2.1	The minutes were agreed to be an accurate account of the 13 July 2023 meeting.
2.2	The Action Log from 13 July was discussed, and the Board was advised that actions A2, A3 and A4 (from 13 July meeting) had been completed.
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	Additional information presented to the Board:
3.2a	There is a separate item on the agenda on an update of the programme's financial position and supporting information provided in the quarterly reports that are submitted to the Welsh Government, together with the request from the Welsh Government on a budget saving modelling exercise.
3.2b	Detailed information on the outcomes of the Pathways have been published on the Taith website, but further work needs to be done on the collection and analysis of data.
3.2c	The advertisement for six new Advisory Board members has been published on several platforms and will stay open for three weeks. The Board was asked to share these opportunities with their networks (a link to the live opportunities will be shared to enable this).
3.2d	The first meetings of the Sector Stakeholder Group have taken place.
3.2e	The Board questioned if there was concern over the lack of uptake of inward mobilities.
3.3	The Board requested more clarity on data provided.
3.3a	It was advised that there needs to be urgent work on 'building a picture' on the programme's data framework.

<p>4.</p> <p>4.1</p> <p>4.2</p> <p>4.3</p> <p>4.4</p> <p>4.5</p>	<p>For Information: Taith Risk Register (EM)</p> <p>The up-to-date risk register was presented and the current high risks for Taith highlighted (paper 4, 4a).</p> <p>The Board suggested that consideration be given to re-categorising some of the risks currently categorised as green.</p> <p>The Board further commented that there are several risks in the amber category and asked if there should be concern around this.</p> <p>The Board sought clarification on R037 (Funding is obtained fraudulently) as to why it is thought that is likely to happen but would not have a big impact.</p> <p>The Board questioned whether closed risks need to be shown.</p>
<p>5.</p> <p>5.1</p> <p>5.2</p> <p>5.2a</p> <p>5.3</p> <p>5.3a</p> <p>5.3b</p> <p>5.4</p> <p>5.4a</p> <p>5.5</p>	<p>For Approval: Pathway Policy Amendments for Pathway 1 2024 Funding Call (EB)</p> <p>The Board was presented with four separate papers for approval which addressed policy amendments for the Pathway 1 2024 funding call.</p> <p>Paper 5a was presented: Increasing the numbers of participants from underrepresented groups.</p> <p>The Board was asked if they were content to approve the request to introduce a minimum percentage of participants from underrepresented groups.</p> <p>Paper 5b was presented: Amendments to participant subsistence rates.</p> <p>The Board was asked if they were content to approve the request to amend learner subsistence rates across all sectors.</p> <p>The Board was asked if they were content to approve the request to bring the subsistence rates for staff acting as accompanying persons in line with the rates for staff on their own mobilities.</p> <p>Paper 5c was presented: Introduction of actual costs for green travel.</p> <p>The Board was asked to approve the proposal to provide actual costs for green travel.</p> <p>Paper 5d: Improving clarity and reducing administrative burden for Applicants and Grant Recipients</p> <p>It was agreed that part 2.2 of the paper requires further feedback from across the sector on the most appropriate terminology before a decision is made.</p> <p>The Board was asked to approve the recommendation to merge the Higher Education (Education) and Higher Education (Research) strands.</p>
<p>6.</p> <p>6.1</p>	<p>For Discussion & Approval: Audit, Risk & Assurance Committee (EM)</p> <p>The Board was presented with an update on one of the three priority actions agreed at the ILEP Ltd Board meeting on 13 April 2023, for the implementation of the Taith Governance review, which was the establishment of the Audit, Risk and Assurance Committee (ARAC).</p>

6.1a	It was discussed if the Chair of the ARAC should be financially qualified.
6.1a(i)	The Board agreed that the ARAC committee would be established, and DX and an independent director would be members. It was also agreed, to enable this, DX would no longer be a member of the Taith Funding Committees.
6.1a(ii)	The Board requested that there be a review of this committee after one year to assess its added value.
6.1a(iii)	It was suggested that, going forward, there is a requirement on directors to equally share the load of attending the Funding Committees.
6.1b	The Board was asked to approve the revised terms of reference.
7.	Part 1 - For Information: Quarterly Project Progress Report and Financial Update (Y3, Q1) (HG)
7a	The Board was provided with information on the progress report and financial update for the Welsh Government covering the period April 2023 to June 2023 (paper 7aii).
8.	For Information: Global Wales (EM)
8.1	The Board was provided an update on the Global Wales (Phase 3) scheme, which is funded by Taith (paper 8).
9	Any Other Business
9.1	Board members were reminded that comments on the exit strategy should be fed back by midday on Tuesday (17 October).
9.2	It was suggested the Board has an away day / other in-person event.
10	Date of next meeting
10.1	14 December – A/Cs sign-off

5. DOCUMENTS TABLED

Agenda Item	Paper number	Title
2	2, 2a	ILEP Board of Directors' meeting minutes 13/07/23 (full & summary)
3	3	Update from Taith Programme Executive
4	4, 4a	Taith Risk Register
5	5, 5a, 5b, 5c, 5d	Pathway Policy Amendments for Pathway 1 2024 Funding Call

6	6	Audit, Risk & Assurance Committee
7	7ai, 7aii	Quarterly Project Progress Report and Financial Update (Y3, Q1)
8	8	Global Wales

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