

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 13 July commencing at 10:40

PRESENT:	Prof Rudolph Allemann (RKA)	(In the Chair)
	Darren Xiberras (DX)	Attended Remotely
	Joanna Newman (JN)	Attended Remotely
	Kirsty Williams (KW)	Attended Remotely
	Ben Coates (BC)	Attended Remotely
	Piet Van Hove (PVH)	Attended Remotely
	Chris Taylor (CT)	Attended Remotely (item 4 only)
	Roy Skelton (RS)	Attended Remotely (item 4 only)
	Morgan Armstrong (MA)	Attended Remotely (item 4 only)
IN ATTENDANCE:	Susana Galván (SG)	Attended Remotely
	Dr Elid Morris (EM)	Attended Remotely
	Leah Doherty (LKD)	Attended Remotely
	Helen Gentle (HG)	Attended Remotely
	Ellie Bevan (EB)	Attended Remotely
	Holly Coleman (HC)	Attended Remotely (item 4 only)

1. NOTICE AND QUORUM

1.1 A quorum was present.

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

1.3 The Chair acknowledged that JN has stepped down from the Board. JN left at this point of the meeting.

1.4 The Chair welcomed the two new Independent Directors, BN and PVH.

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: Taith Champions Funding Call (2023)**

2.1.3 **For Discussion & Approval: Governance Review update**

2.1.4 **For Information: Global Wales update**

2.1.5 **For Information: Update on Grant Recipient Performance**

2.1.6 **For Discussion: Taith Risk Register**

3. DIRECTORS' INTERESTS

3.1 Declaration of interests

A declaration of interest was made by BC and DX on the 13 July 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 13TH JULY 2023

Agenda item	Topic
1.	Directors' Declaration of Interests (RKA)
1.1	PVH and BC have completed the Taith declaration of interest forms prior to this meeting.
1.2	It was declared by BC is a trustee for an organisation that has received a grant from Taith which is referenced in the meeting papers (this has been declared previously in the declaration of interest form).
1.3	It was declared by DX that, whilst working for Teach First in a previous role, he mentored a Senior Officer in Equal Education Partners.
2.	Minutes and actions of the last meeting (RKA)
2.1	The minutes were agreed to be an accurate account of the quarterly meeting of the 13 April and the extraordinary meeting on the 20 June 2023.

2.2	The Action Log from 13 April 2023 was discussed (See Annex A for further details) and it was agreed that A15, A3a, A3b, A5a, A5b and A6 could be marked as closed.
3.	<p>For Information: Update from Taith Programme Executive (SG)</p> <p>3.1 The Board was provided with an updated summary of the Taith Programme activities (paper 3).</p> <p>3.2 The following additional Information was presented to the Board:</p> <p>3.2a The Taith team is currently in the process of populating the GALs for Pathway 1 2023. A Pathway 1 2022 and 2023 comparison of application numbers was presented to the Board, that outlined those applicants that were unsuccessful in 2022 but successful in 2023. The increase of applications is a positive outcome, particularly from the Schools sector.</p> <p>3.2b The Board raised that management accounts should be included in the Board papers so that there are regular updates on Taith's financial position. There should also be an extraordinary meeting for signing off the annual accounts.</p>
4.	<p>For Approval: Taith Champions Funding Call (2023) (EM & LKD)</p> <p>4.1 The three independent assessors (CT, RS, MA) joined the meeting, as well as HC (Taith Grants Officer).</p> <p>4.2 The Board was provided with a summary of the Taith Champions Funding Call (paper 4).</p> <p>4.3 The following additional Information was presented to the Board:</p> <p>4.3a The highest-ranking suitable organisation will be recommended for funding. To note, an organisation cannot have funding for both Taith Champions and a Pathway project; one of the organisations that has been recommended for funding, has also had a successful Pathway 1 2023 application. There is a reserve for the Adult Education sector for this funding call as the highest-ranking organisation may select to proceed with the award of funding for their Pathway application.</p> <p>4.3b The Board formally approved the recommendations to fully fund WCIA and Diverse Cymru.</p> <p>4.3c There were no eligible organisations within the Schools sector so the Taith Programme Executive have some suggestions on how to meet this gap. One is to engage local authorities to directly work with schools through a teacher secondment process via a pilot with a small number of local authorities. The other option would be to bring additional resources within the Taith team on a fixed term contract to focus purely on schools engagement.</p> <p>4.3c(i) The Board suggested that the Taith Programme Executive team should scope the option as to whether local authorities could undertake this function.</p> <p>The three independent assessors (CT, RS, MA) and HC left the meeting.</p>

<p>5.</p> <p>5.1</p> <p>5.1°</p> <p>5.1b</p> <p>5.1b(i)</p> <p>5.1b(ii)</p> <p>5.1b(iii)</p> <p>5.1b(iv)</p> <p>5.1c</p>	<p>For Discussion & Approval: Governance Review update (SG & EM)</p> <p>An update was provided on the three priority actions agreed at the ILEP Ltd Board meeting on 13 April 2023 (paper 5):</p> <p>Non-Executive Director Recruitment: Complete. The two new Independent Directors were voted in (July 13 2023).</p> <p>Establishment of Audit, Risk and Assurance Committee (ARAC) (for approval): The Board was provided with the ARAC draft terms of reference (paper 5, Annex 1).</p> <p>The Board discussed whether there was a requirement for this committee and what would be the value of it. A point was raised that the Chair must be of suitable experience, usually a qualified accountant, and currently there is not an independent director who is a qualified accountant.</p> <p>The Board discussed whether this topic could be covered within the Board meetings and, if so, it would need to be clear that those levels of assurance and mechanisms to do this are presented at Board meetings.</p> <p>The Taith Programme Executive outlined that there are different types of scenarios with individual grant recipients in terms of expenditure and there is a need to ensure that there are appropriate levels of discussion around that.</p> <p>The Board did not approve the establishment of ARAC. The Taith Programme Executive should set up a meeting with the Chair to discuss whether ARAC can be redefined as a sub-committee or integrate it into the Board meetings.</p> <p>Taith Advisory Board Review: The plan was presented to the Advisory Board on 21 June, the principles of which were agreed and in effect its implementation has commenced. From now until September, the Taith Programme Executive will be having individual discussions with Advisory Board members. In mid-September, the Board will be presented via written procedure with the final model for approval.</p>
<p>6.</p> <p>6.1</p> <p>6.1a</p> <p>6.1b</p>	<p>For Information: Global Wales update</p> <p>The Board was given an updated summary on Global Wales (Phase 3) (paper 6).</p> <p>A point was raised that it would be useful to see how we are overseeing the relationship with Universities Wales and the framework that is in place for monitoring expenditure and the achievement of targets. It was recommended that Global Wales provides Taith with an action plan of what they are using the money for, as well as outcomes, so it can be assured that the Welsh Government aims are being delivered.</p> <p>It was noted that an assessment of Global Wales will need to be undertaken out at some point.</p>
<p>7.</p> <p>7.1</p>	<p>For Information: Update on Grant Recipient Performance (EM & HG)</p> <p>The Board was provided with a summary on Grant Recipient Performance (papers 7, 7a, 7b).</p>

7.1a	A point was raised that it would be useful to have some narrative behind the numbers which will help provide some context. The Taith Programme Executive has started work on scoping templates for radar reports for higher value and higher risk projects, so they can look to produce a report for the next meeting to give assurance of what sits behind those figures.
8.	For Discussion: Taith Risk Register (LKD)
8.1	To note, there is only one red risk and that is about to be mitigated to amber.
8.2	In the interest of time, this item was not discussed. This item should be discussed as an earlier point in the next meeting.
9.	Any Other Business
9.1	The Taith Programme Executive has been nominated for an award within Cardiff University for Excellence in Innovation and Enterprise.
10.	Date of next meeting
10.1	12 October 12:30 – 14:30

5. DOCUMENTS TABLED

Agenda Item	Paper number	Title
2	2a, 2b, 2c	Minutes and actions from the ILEP Ltd Board meetings on 13 April and 20 June 2023
3	3	Update from Taith Programme Executive
4	4, 4a, 4b, 4b(i), 4c	Taith Champions Funding Call (2023)
5	5	Governance Review update
6	6	Global Wales update
7	7, 7a, 7b	Update on Grant Recipient Performance
8	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.

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CHAIR OF THE MEETING