International Learning Exchange Programme Limited (the "Company")

Minutes of a meeting of the Board of Directors of the Company held at Microsoft Teams on Wednesday 31st January 2024 commencing at 13:30.

PRESENT:	Darren Xiberras (DX)	(In the Chair)
	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
	Leah Doherty	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 information: Feedback from ARAC meeting (11 December 2023)**

2.1.3 **For Discussion: Update on Taith Risk Register;**

2.1.4 **For Approval: Compliance lead nominations & agreements;**

2.1.5 **For Information: Financial Update;**

2.1.6 **Any Other Business;**

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 31 January 2024.

Agenda item	Topic
1.	**Directors' Declaration of Interests** (DX)
1.1	None
1.2	It was confirmed that all Directors had completed their annual Declaration of Interests form.
2.	**Minutes and actions of the last meeting** (DX)
2.1	The minutes were agreed to be an accurate account of the 12 October and 15 December 2023 meetings.
2.2	The Action Log from 12 October was discussed, and the Board was advised that actions A4 (from 13 April meeting), A2, A3, A4, A6, A7, A8 & A11 (from 12 October meeting) had been completed.
2.3	The Board requested that the Action Log be shared with all members ahead of each meeting.
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 call scheduled between the Chair of the ILEP Ltd. Board and Universities Wales to discuss Global Wales.
3.2b	Work with the Welsh Government will shortly begin on the adjustments of targets reflecting on the budget reduction.
3.2b(i)	The Board highlighted the importance of renegotiating the Grant Agreement letter and Key Performance Indicators before making any commitments. The right balance of being proportionate with the funds available needs to be achieved.
4.	**For information: Feedback from ARAC meeting (11 December 2023)** (PVH & EM)
4.1	The Board was provided with a verbal update from the ARAC meeting of 11 December 2023 and was advised that:

4.1a	There needs to be further exploration and fine-tuning of the remit of the ARAC.
4.1b	There have been some areas identified (currently in the Terms of Reference) that are not quite the responsibility of the ARAC and should remain under the remit of the ILEP Ltd Board.
4.1b(i)	It was agreed that the Taith Programme Executive would amend the Terms of Reference and present them to the Board.
4.1c	There were four standard agenda items identified.
4.1d	Work is underway on establishing a work plan for the audit of certain work areas.
4.2	It was highlighted to the Board that future conversations will need to be had on the Board's appetite for risk.
5.	**For Information: Taith Risk Register** (LKD)
5.1	The Board was presented with the up-to-date risk register, which highlighted the current high risks for Taith. Also referenced was the current review of the Risk Management Policy (paper 3, 3a).
5.1a	It was highlighted that the papers were written prior to the budget decisions.
5.1b	It was confirmed that risk number 70 is now an issue rather than a risk.
5.1c	It was further confirmed that the early closure of Global Wales will have an impact, and these will need to be updated when the actual plan is known.
6.	**For Approval: Compliance lead nominations & agreements** (LKD)
6.1	The Board was requested to nominate members for 4 areas of compliance that require involvement or ownership at Board level. These are: Senior Information Risk Owner (Data Protection); Incident response group member x 2 (Significant international incident & Safeguarding); Lead representative for Board (Risk Management).
6.1a	Nominated leads: KW: Safeguarding PVH: Risk Management LD: Significant international incident BC: Data Protection
6.1a(i)	It was agreed that, as LD was not in attendance, it would be confirmed if she is happy to undertake this role. If LD is not in agreement, BC would take up the significant international incident role and DX would take on data protection.
7.	**For Information: Financial Update** (HG)
7.1	The Board was presented with the progress report and financial update which has been approved by the Welsh Government covering the period October 2023 to December2023 (papers 5a, 5b, 5c & 5d)**.**

8.	**Any Other Business**
8.1	The Board were advised that the first meeting of the new Advisory Board will take place on 12 February 2024.
9	**Date of next meeting**
9.1	6 March – Pathway 2 2023 Funding Outcomes

5. **DOCUMENTS TABLED**

Agenda Item	Paper number	Title
2	**1a, 1b, 1c**	ILEP Board of Directors' meeting minutes 12/10/23 (full & summary) and 15/12/23
3	**2**	Update from Taith Programme Executive
4	**3, 3a**	Taith Risk Register
6	**4, 4a, 4b, 4c, 4d, 4e, 4f**	Compliance lead nominations & agreement
7	**5, 5a, 5b, 5c, 5d, 5e**	Financial Update
8	**6, 6a, 6b** **7**	Articles of Association Funding Committee Terms of Reference

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