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 18th July commencing at 09:30.

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

1. **NOTICE AND QUORUM**

1.1 A quorum being present, **IT WAS RESOLVED** that Rudolf Allermann 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 (17 June 2024)**

2.1.3 **For Approval: Proposed Changes to the Pathway Eligible Organisation Criteria**

2.1.4 **For Information: Update on Pathway 1 & 2 Small Grant Scheme proposal**

2.1.5 **For Information: Revision of Programme Targets**

2.1.6 **For Information and Approval: Taith Risk Register**

2.1.7 **For Information: Update on Financial Position of Taith**

2.1.8 **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 18 July 2024:

Agenda item	Topic
0.	**Welcome and Introductions** RKA welcomed everyone to the meeting extending a note of special welcome to Anne Morgan who is replacing Laura Davies as a non-executive Cardiff University Director on the ILEP Ltd Board. RKA thanked Laura Davies for her time on the ILEP Ltd Board, particularly in setting up the Taith programme in its early days and formally accepted her resignation. Apologies were received from Ben Coates, Kirsty Williams and Laura Davies.
1.	**Appointment of new Cardiff University Director** (RKA) Anne Morgan has been appointed to the ILEP Ltd Board and this is her first meeting. Anne is Head of International Partnerships and Transnational Education at Cardiff University. HG, Company Secretary, will update the Board membership details on Companies House.
2.	**Directors' Declaration of Interests** (RKA) RKA asked if there were any declarations of interest other than those noted at the meeting on 11 April 2024. No declarations of interest were made.
3. **3.1** **3.2** **3.2a**	**Minutes and actions of the last meeting** (RKA) The minutes were agreed to be an accurate account of the 11 April 2024 meeting. The Action Log (paper 1c) was discussed, and the following points were raised: **A10 (31/10/23 meeting) - Taith Programme Executive (TPE) to open dialogue with the Welsh Government on the potential adjustment of targets:** A number of meetings have been held with the Welsh Government (WG) to discuss the remodelling the targets, taking into account that Taith is to be extended by 1 additional year. Taith is waiting for the draft Grant Agreement variation letter from the Welsh Government to confirm the 1-year extension to the project. The TPE has seen a draft of the letter which does not include an annual budget figures per year. This is something that will be required which the Board needs to be aware of.

	HG has a further meeting with WG this afternoon to discuss the draft modelling, which is based on the assumption that for the next 3 years the annual budget will be £6.4 million. This however has not yet been confirmed in writing by the Welsh Government. EB made the Board aware of ongoing conversations that she is having with the Welsh Government with respect to reducing the programme's overall mobility targets. Some of the suggestions put forward by the Welsh Government would require a significant change to the current policy which is not considered beneficial to the programme in its current phase. The schedule for appointment of the new First Minister was raised. AM confirmed that meetings will be held over the weekend, then hopefully a new First Minster will be ratified by the Senedd and appointed before the end of the summer.
3.2b	**A3 (31/01/24 meeting) – ILEP Ltd and Taith Programme Executive to work with the Welsh Government on the remodelling and readjusting of the programme's targets and KPIs:** This was covered in the A10 action above, and the action is ongoing.
3.2c	**A5 (31/01/24 meeting) Compliance Leads:** Now that LD has resigned from the Board and AM has been appointed, LKD will discuss this with AM to see whether AM could be the nominated Board lead for significant internal incidents. This action is ongoing.
3.2d	**A1 (11/04/24 meeting) Directors' Declaration of Interest:** This action will be closed once the Grant Agreement variation letter is received and signed, with the aim that this will be the end of September 2024.
3.2e	**A6 (11/04/24 meeting) WG correspondence as to 2024-2025 budget:** This is an ongoing action and is part of the discussion with the Welsh Government in line with the Grant Agreement variation letter.
3.2f	**A7 (11/04/24 meeting) Risk appetite:** LKD has been liaising with the Welsh Government and Cardiff University as to how ILEP Ltd approaches it's risk appetite. The Welsh Government has not been able to provide any guidance on this. DX clarified that as there is no parent company guarantee for ILEP Ltd from Cardiff University, risk ultimately sits with ILEP Ltd and is managed, mitigated and monitored via the Audit, Risk and Assurance Committee. This action is ongoing.
3.2g	**A8 (11/04/24 meeting) Internal Audit:** LKD is awaiting confirmation from internal audit as to the inclusion of Taith in Cardiff University's internal audit annual plan. This action is ongoing.
3.2h	**A9 (11/04/24 meeting) Risk Register:** The Risk Register is being transferred to a new template and is currently with risk owners to review and comment on their risks. Further training will take place with the team once the new risk register has been signed off.
3.2i	**A10 (11/04/24 meeting) Appointment of tax advisors:** HG confirmed that the Board is not required to approve the appointment of Tax advisors and this action can be closed.

4.	**For Information: Update from Taith Programme Executive** (SG)
4.1	The Board was provided with an updated summary of the Taith Programme activities (paper 2) for information. SG also ran through a presentation that provided an update on the programme at the meeting.
4.2	The following highlights/points were raised at the meeting: 1) The funding allocation for 2024 is indicative at this stage as the Grant Agreement letters to successful applying organisations have not yet been issued. 2) The outward participant data and characteristics are as of the current date, these will change as more mobilities take place. 3) Actual Participant numbers so far by sector: Schools 32.08%, HE 28.13%, FE & VET 21.27%, Youth 15.42%, AE 2.38%. 4) To date, Schools have delivered the largest number of participants (both outward and inward). 5) % of Outward participant characteristics to date: ALN 9%, Disability 6%, Ethnic Minority 9%, Disadvantaged 26%, Welsh speakers 18%. 6) Countries and territories of exchange: Spain is the country with the highest number of exchanges, followed by France, the US, Italy, Canada and Lesotho. The UK is included in this list of countries mobilities are allowed within the UK as a preparation for international mobilities. 7) Communicating the impact of Taith: This is now a key focus of the programme. This includes collating and analysing data for reporting, communicating heavily via social media, creating videos of projects and an Impact page has recently been created on the website. Nearer the end of this year a page of completed projects will be created on the website. 8) Some European partners are now looking at Taith as an example of best practice. 9) Taith has developed a strong, visible identity separate from the Erasmus programme, with a focus on supporting underrepresented groups to go on international exchange. 10) The independent internal evaluation of the Taith programme which is currently being run by Wavehill will provide important data on the impact of the programme.
5.	**For information: Feedback from ARAC meeting (20th March 2024**) (LKD)
5.1	The Board was provided with a cover note (paper 3), the minutes of the meeting on 17 June 2024 (paper 3a) and the latest Grant Performance Dashboard June 2024 (paper 3b).
5.2	EM highlighted that there will be a more detailed review of the high-risk organisations at future ARAC meetings. The TPE via its Senior Leadership Team has begun a regular review of the Grant Performance dashboard.
5.3	PVH highlighted the mitigation that has been put in place against high-risk organisations and this is being monitored closely with more frequent reporting required.

6.	**For Approval: Proposed Changes to the Pathway Eligible Organisation Criteria (LKD)**
6.1	The Board was provided with a paper (paper 4) outlining a proposal to revise the organisation eligibility criteria for Pathway applications. Taith has now held five funding pathways and proposes that for-profit organisations are removed as eligible organisations in future funding rounds. The background to this request was provided in the paper. It was clarified that for-profit organisations are not excluded in potentially having a role in the mobility; however, it would be the non-profit organisation that is the contracted party and takes responsibility for the mobility and managing the funding. A for-profit organisation would not be able to be part of a consortium which was party to the Grant Agreement. DX highlighted a need to monitor the associated companies in some way. RKA raised whether the programme would be inclusive by excluding for profit organisations. It clarified by both LKD and EB that where one or two organisations that are for profit may be excluded, the majority of Grant Recipients that work with underrepresented groups would be non-profit organisations. Anecdotally the TPE see that the mobilities where there are significant and positive impacts on participants are run by organisations that are not for profit or charities. These organisations often have very clear values that align with Taith's aims and objectives. DX wondered if the TPE could go back to the scoring criteria to see how all organisations could be supported and keep funding open to all types of organisations, to work within the programme's principle of inclusivity. EB responded that Taith has already considered this and made sure that the assessment scoring criteria supports those organisations that have the greatest impact. The Board approved and agreed Option 1 of the proposal; that the eligibility criteria will be changed so that it no longer includes for-profit organisations. The next step is to draft clear definitions which advise that for profit companies are not eligible to apply for funding and then finalise the appropriate wording for the eligibility criteria with the Legal Advisors. LKD will share the suggested wording with the Board for agreement and work with the Legal Advisors to make this change to the eligibility criteria. DX left the meeting at 10:30.
7.	**For Information: Update on Pathway 1 & 2 Small Grant Scheme proposal** (EM)
7.1	Paper 5 was provided to the Board presenting an update on the Pathway 1 and 2 Small Grant Scheme. EM highlighted that the TPE is also engaging with other grant funding organisations for best practice on running small grant schemes. The assessment and decision-making process will be circulated via written procedure to the Board for approval by the end of August.

8.	**Revision of Programme Targets** (EB) This was covered in the action log section, item A10 (12/10/23).
9.	**For Discussion & Approval: Taith Risk Register** (LKD)
9.1	A cover note (paper 6) and the Risk Register (paper 6a) was provided to the Board. LKD highlighted that there are no new or closed risks, and the current high risks remain the same. These are: R007: Key project milestones are not achieved. R046: Unable to meet terms and conditions of Welsh Government Grant Award letter. R066: Costs will not cover the closure period of the programme/associated costs are not agreed. It is anticipated that once the confirmation of the extension of the programme and budget is agreed by the WG that risk R066 will be reduced.
9.2	Cardiff University has reviewed their risk management policy and there is a new risk register template. LKD has reviewed Taith's risk management policy and transferred the risk register over to the new template. There are a few changes to terminology and the new risk register will be tabled at the next ARAC meeting in September and presented to the Board at the October 2024 meeting.
9.3	RKA requested an update on Global Wales at the next meeting.
9.4	RKA would like to see the Risk Register earlier on the agenda of future meetings.
10	**For Information: Update on Financial Position of Taith** (HG)
10.1	The following papers were provided to the Board: Financial Update (Paper 7), Taith Progress Report 24-25 (Q1) (Paper 7a), Taith Forecast April 2024 to March 2025 (Paper 7b), Taith Forecast 2022-28 (Paper 7c) Taith June 2024 costs to date (Appendix 1).
10.2	HG is meeting with WG this afternoon and will discuss bank interest with them, see notes as detailed in Paper 7a. Paper 7c provides a detailed forecast which will be discussed in with the WG.
10.3	The progress report will be sent to DX for signing before going to the WG. HG will ensure RKA has a copy of this.
11	**Any Other Business** There was no other business raised.
12	**Dates of next meeting** • 10 October 2024 13:30 – 15:30pm

5. **DOCUMENTS TABLED**

Agenda Item	Paper number	Title
3	**1a**	ILEP Board of Directors' meeting 11 April 2024 Minutes
	1b	ILEP Board of Directors' meeting 11 April 2024 Summary
	1c	ILEP Board of Directors' meeting 11 April 2024 Action Log
4	**2**	General Update from Taith Programme Executive
5	**3a**	Audit Risk & Assurance Committee 17 June 2024 minutes
	3b	Grant Performance Dashboard June 2024
6	**4**	Organisation Eligibility Criteria
7	**5**	Update on Pathways Small Grant Scheme Proposal
9	**6**	Risk Register Update
	6a	Risk Register
10	**7**	Financial Update v1
	7a	Taith Progress Report 24-25 (Q1) Financial information only
	7b	Taith Forecast April 2024 to March 2025
	7c	Taith Forecast 2022-2028
	Appendix 1	Taith June 2024 costs to date

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;

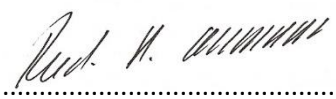
7. **FILINGS**

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