

International Learning Exchange Programme Limited (the “Company”)

Minutes of a meeting of the Board of Directors of the Company held at Microsoft Teams on Monday 3rd February 2025 commencing at 14:00.

PRESENT:	Prof Rudolf K Allemann (RKA)	(In the Chair)
	Anne Morgan (AM)	Attended Remotely
	Ben Coates (BC)	Attended Remotely
	Kirsty Williams (KW)	Attended Remotely
	Piet Van Hove (PVH)	Attended Remotely
	Darren Xiberras (DX)	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 (LKD)	Attended Remotely
	Delyth Johnson (DJ)	Attended Remotely (minute-taker)
APOLOGIES:	None	

1. NOTICE AND QUORUM

- 1.1 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 and Approval: Taith Risk Management and Risk Register**

2.1.3 **For Discussion: Update on 1-week mobilities (feedback from the sector)**

2.1.4 **For Information: Budget 2025-26 and Grant Variation Letter**

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

2.1.6 **For Information: Grant Recipient Performance Update and Pathway 1 2025 implications**

2.1.7 **For Information: Global Wales III Operational Plan and Exit Plan**

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 3 February 2025:

Agenda item	Topic
0.	Welcome and Introductions RKA welcomed everyone to the meeting and informed the Board that AM has been promoted to Director of International. RKA reassured the Board that this promotion does not create a conflict of interest. There were no apologies.
1.	Directors' Declaration of Interests (RKA) RKA asked if there were any declarations of interest other than those noted at the meeting on 18 July 2024. No declarations of interest were made.
2.	Minutes and actions of the last meeting (RKA)
2.1	The minutes were agreed to be an accurate account of the 10 October 2024 meeting.
2.2	The Action Log (paper 1c) was discussed, a number of actions have been completed/closed and the following points were raised:
2.2a	Action 5 – Comparative data trends: This data is now available and will be part of the Taith Programme Executive update presentations moving forward. This action can be closed.
2.2b	Action 6 – 1-week mobilities: This is covered in item 5 of this meeting.
2.2c	Action 7 – Legal costs for review of contract variation letter to the main grant agreement: Taith consulted with the Cardiff University legal team and was advised that no further legal advice is required.
3.	For Information: Update from Taith Programme Executive (SG) The Board was provided with an update of Taith Programme activities (paper 2) for information. The Taith Programme Executive shared a powerpoint presentation (shared as an attachment to these minutes) with the Board, taking them through some of the key headlines outlined in Paper 2. The following highlights/points were raised:

3.1	<p>a) Top 15 destination countries: RKA asked about the distribution of countries in this chart and why it is dominated by European countries. EB surmised that a reason for this is that Europe is popular because of current partnerships in place and the popularity of modern languages. With only a week or so length of mobility organisations are more likely to travel relatively close to home and this meets sustainability requirements. Taith will ask participants why these specific countries were chosen to give a clearer picture of this data.</p> <p>b) Wavehill's interim evaluation of Taith will conclude at the end of March 2025 and it will present its headline findings to the Advisory Board in late February.</p> <p>c) Pathway 1 2025: There will be two funding schemes within this pathway. A small grants scheme where applicants can apply for funding of up to £60,000. Applications will be assessed internally; and a large grant scheme where applicants can apply for funding of £60,000 and over. Applications will be assessed externally.</p> <p>d) Policy, Engagement and Communications:</p> <ul style="list-style-type: none"> - Movetia, the Swiss Mobility programme and the Catalan Government are keen to learn best practice from Taith and Taith is discussing a 2-day workshop with them, to be hosted here in Cardiff. - Taith is hoping to run a celebratory event in July¹ to celebrate the project and the stories so far. Organisations will be invited to share the stories of their projects at the Senedd, with the event being sponsored by Heledd Fychan MS. Vikki Howells MS has been invited. - Pathway 1 2025: This was launched successfully on 30 January 2025, webinars will be held in the next week or so to support applicants. <p>e) BC raised benchmarking Taith's data against other similar projects. The Board and the Taith Programme Executive will start to consider how it can make a case for the future of Taith and building on the data accumulated.</p>
<p>4.</p> <p>4.1</p> <p>4.2</p> <p>4.2a</p> <p>4.2b</p>	<p>For Discussion & Approval: Taith Risk Register (LKD)</p> <p>The Board was provided with a Risk Management update (paper 3) and the updated Risk Register (paper 3a).</p> <p>Risk Register: The register has been reviewed with the only change being a downgrade to risk 13, moving from major to high.</p> <p>Risk 13 – IT infrastructure: IT resourcing is still a high risk as Taith has been unable to appoint an IT Officer. However, Taith is having positive conversations with Cardiff University's IT department to help support the work that Taith needs and Taith continues to consider what it can do in-house and what it could potentially outsource.</p> <p>Risk 18 – Change in funders committed to the programme: LKD will review this risk to ensure the control measures are correct.</p>
5.	<p>For Discussion: Update on 1-week mobilities (Feedback from the sector) (EB)</p> <p>EB presented an update on the paper on 1-week mobilities that was presented at the last Board meeting.</p>
6.	<p>For Information: Budget 2025-26 and Grant Variation Letter (SG)</p>

¹ At the point of writing these minutes, this event is now confirmed to be held on 16 October 2025.

6.1	<p>Taith was due to sign the Grant Variation letter in September 2024 incorporating the extension of 1 year. This has been delayed, although a draft of the variation letter has been shared by the Welsh Government. In December 2024 Universities Wales requested transitional funding of £500-750,000 from the Welsh Government for Global Wales to continue after July 2025. Having considered this the Welsh Government informed Taith that the transitional funding would come out of the Taith budget.</p> <p>The draft Welsh Government budget was published on 10 Dec 2024 as £6.5m, £100,000 goes to Welsh Government costs and £6.4m to Taith (which is the same as 2024-2025) which Taith's financial modelling has been based on this assumption.</p> <p>Before the Christmas period, the Board was alerted of the potential £200,000 cut reducing the budget to £6.2m. The Board agreed that the £200,000 cut would come out of the FE and HE sector Pathway 1 2025 funding pot, which was launched at the end of January.</p> <p>The Welsh Government has told Taith to assume that it is getting £200,000 less but this has yet to be confirmed. Taith has launched Pathway 1 2025 on this assumption, removing the £200,000 from the HE and FE sectors budgets. The Welsh Government budget will be formally published in March 2025.</p> <p>Universities Wales has formally rejected the basis that any transitional funding they receive from the Welsh Government comes out of the Taith budget.</p> <p>The Taith Programmes team have been having conversations with the HE and FE sector to make them aware that the budget may be less than what is published.</p> <p>SG has also been having conversations with Taith Advisory Board members so that they are aware of this situation before the meeting at the end of February.</p> <p>RKA will continue to have conversations with the Welsh Government.</p>
<p>7.</p> <p>7.1</p> <p>7.2</p>	<p>For Information: Update on Financial Position of Taith (HG)</p> <p>The Annual Financial Statements (Paper 5a) and the update on Taith's financial position (Paper 5b) was presented to the Board by HG.</p> <p>The Board approved the Annual Financial Statements and HG will submit these to Companies House.</p> <p>No comments were raised on the quarterly progress report.</p>
8.	<p>For Information: Grant Recipient Performance Update and Pathway 1 2025 implications (HG & EM)</p> <p>A Grant Recipient Performance Update was provided at the meeting (Paper 6) and the four organisations that were categorised as high risk ahead of the launch of the Pathway 1 2025 funding call was provided (Paper 6a).</p> <p>A communication has been sent to the four organisations detailed in Paper 6a recommending that they should not apply for P1 2025 funding until their existing funding is utilised and/or current projects are finalised.</p>

	<p>SGH highlighted that an organisation's bi-annual reporting sets the context to these risks. Some organisations have been spending funds and are organising activities however this is not reflected in the reporting. Ongoing conversations continue with all these organisations.</p> <p>HG will share the latest reports from these organisations with the Board and the Board will decide whether these organisations are exempt from funding moving forward or not.</p>
9.	For Information: Global Wales III Operation Plan and Exit Plan (EM)
9.1	<p>The final version of Global Wales Exit and Operational plans have been received. The contract variation letter will be drafted to reflect the exit period of the scheme from 1 August – 31 October 2025, with all activities ending on 31 July 2025.</p> <p>A desktop audit has been initiated and Global Wales has until the end of February 2025 to provide the requested information. The Taith team will then review this information and look to conclude the audit by the end of April 2025.</p> <p>Wavehill is undertaking the Global Wales III scheme final evaluation which is being managed by the Taith team (as the commissioning organisation). This will be complete by October 2025.</p> <p>PVH asked what is happening to the scheme. RKA responded that this is in discussion with Universities Wales at the moment.</p>
10	Any Other Business
10.1	<p>Governance: RKA formally noted the inherent conflict of interest that three members of the Board are part of Cardiff University, when discussing the impact of the potential budget cuts to the HE sector, as raised in agenda item 6.</p>
11	<p>Dates of next meeting</p> <ul style="list-style-type: none"> 6 March 2025 10.30 – 12.30 Extraordinary Meeting - Grant Panel P2 2024 28 April 2025 14:00-16:00

5. DOCUMENTS TABLED

Agenda Item	Paper number	Title
2	1a	ILEP Board of Directors' meeting 10 October 2024 Minutes
	1b	ILEP Board of Directors' meeting 10 October 2024 Summary
	1c	ILEP Board of Directors' meeting Action Log
3	2	General Update from Taith Programme Executive
4	3	Risk Register Update
	3a	Risk Management Policy

5	4	Update on 1-week mobilities (Feedback from the sector)
7	5	Update on Financial Position of Taith
	5a	Annual Financial Statements
	5b	Taith – Progress Report 24-25
8	6	Grant Recipient Performance Update

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

