

## **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 10<sup>th</sup> October 2024 commencing at 13:30.

|                       |                       |                                  |
|-----------------------|-----------------------|----------------------------------|
| <b>PRESENT:</b>       | Rudolf Allemann (RKA) | (In the Chair)                   |
|                       | Anne Morgan (AM)      | Attended Remotely                |
|                       | Ben Coates (BC)       | Attended Remotely                |
|                       | Piet Van Hove (PVH)   | Attended Remotely                |
| <b>IN ATTENDANCE:</b> | 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) |
| <b>APOLOGIES:</b>     | Darren Xiberras (DX)  |                                  |
|                       | Kirsty Williams (KW)  |                                  |

### **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 Information: Feedback from ARAC meeting (30 September 2024)**
  - 2.1.3 **For Information and Approval: Taith Risk Register**
  - 2.1.4 **For Approval: Pathway 1: 1-week mobilities for underrepresented participants in Higher Education**
  - 2.1.5 **For Approval: Engage WCIA to provide support to applying organisations**
  - 2.1.6 **For Information: Global Wales III Operation Plan and Exit Plan**

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**

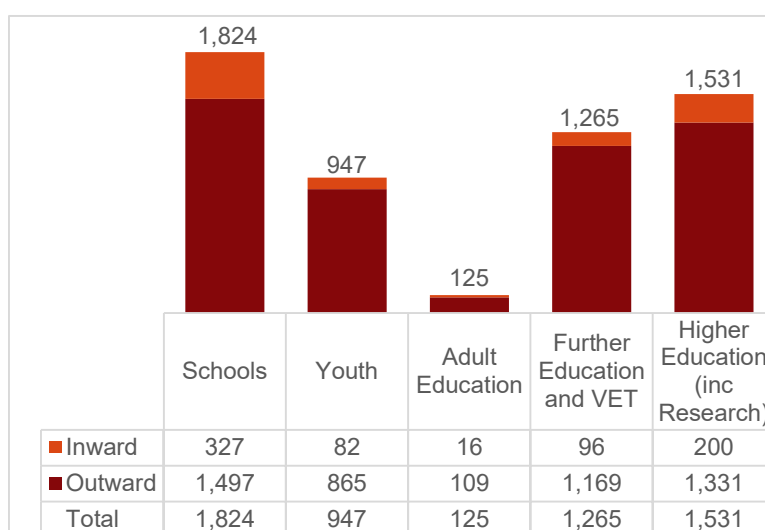
All the Directors present confirmed that they had no interests to disclose in the Proposals or any other matters to be transacted in the meeting in accordance with sections 177 or 182 Companies Act 2006 ("**2006 Act**") and the Company's articles of association.

4.          Minutes from Board of Directors meeting 10 October 2024:

| Agenda item | Topic   |
|-------------|---|
| 0.          | <b>Welcome and Introductions</b><br>RKA welcomed everyone to the meeting. Apologies were received from Darren Xiberras and Kirsty Williams.   |
| 1.          | <b>Directors' Declaration of Interests (RKA)</b><br>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.          | <b>Minutes and actions of the last meeting (RKA)</b>  |
| 2.1         | The minutes were agreed to be an accurate account of the 18 July 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        | <b>Action 1 – Taith Programme Executive (TPE) to open dialogue with the Welsh Government on the potential adjustment of targets:</b> The Taith Programme Executive has been working with the Welsh Government (WG) throughout the summer on a re-modelling of targets based on: <ul style="list-style-type: none"><li>• Reduction of budget (due to budget cuts imposed by the WG)</li><li>• Trends and data from delivered Pathways so far, including attrition rates</li><li>• The potential extension of the Taith programme by one year, as indicated by the WG.</li></ul> <p>It is expected that the Grant Variation Letter confirming the one-year extension, the agreed new targets and a payment profile with indicative annual budgets until the end of the programme (from FY 2024/25 to FY 2027/28) will be ready to sign by mid-October 2024.</p> |
| 2.2b        | <b>Action 2 - ILEP Ltd and Taith Programme Executive to work with the Welsh Government on the remodelling and readjusting of the programme's targets and KPIs:</b> Refer to the update to Action 1 above.   |
| 2.2c        | <b>Action 3 - Compliance Leads:</b> Anne Morgan has agreed to be the nominated lead for significant international incidents. This action can be closed.   |
| 2.2d        | <b>Action 4 - Directors' Declaration of Interests:</b> Three Board members are also employees of Cardiff University which raises a conflict of interest when funding to   |

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|             | <p><b>the university is being considered. The Taith Programme Executive to check with the Legal team how best to amend the governance documents to provide for this conflict of interest:</b> This action will be closed once the Grant Variation Letter is received and signed.</p>   |
| <b>2.2e</b> | <p><b>Action 6 – Risk appetite:</b> It was agreed that the ARAC and Board will refer to Cardiff University’s risk appetite as the Welsh Government’s guidance did not enable ILEP Ltd to establish a different risk appetite level. Risk will be considered on a case-by-case basis. LKD highlighted that the risk register now includes a tab detailing the risk tolerance levels. This action can now be closed.</p>     |
| <b>2.2f</b> | <p><b>Action 7 – Taith internal audit:</b> Cardiff University’s internal audit team has confirmed that due to capacity Taith cannot be included in the plan this year but hopefully Taith will be included in the 2025 workplan. RKA asked to be reminded of this so that he can raise it with the university in early 2025. EM will diarise time to remind RKA.</p>   |
| <b>2.2g</b> | <p><b>Action 8 - Risk Register - Leah to ensure that all risk owners are aware of the risks they are responsible for and share the risk register with the wider Taith team:</b> The new risk register will be presented as part of item 5 on the agenda at this meeting. The Taith team has received a training session on the new register and updated risk management policy on 03/10/24. This action can be closed.</p> |
| <b>2.2h</b> | <p><b>Action 11 - LKD will share the change of wording to the eligibility criteria with the Board for approval. LKD will then share this with Legal Advisors for confirmation and the change to the eligibility criteria will be made:</b> Eligibility criteria has been agreed and has been launched with the Pathway 2 2024 launch on 3 October 2024. This action has been completed.</p>                                |
| <b>2.2i</b> | <p><b>Action 12 - EM to circulate the assessment and decision-making process for the Small Grants Scheme for Pathway 2 for approval by the Board by the end of August:</b> A paper was circulated to the Board on 19 August 2024 and was approved.</p>   |
| <b>2.2j</b> | <p><b>Action 13 – LKD will present the amended risk management policy and the new risk register to the October Board meeting after finalising this at the ARAC meeting in the September:</b> This is on the agenda, see item 5. The risk register agenda item has been placed higher on the agenda for this and future meetings (action 15). These actions can be closed.</p>  |
| <b>2.2k</b> | <p><b>Action 14 – The Taith Programme Executive will provide an update on Global Wales at the next meeting:</b> On the agenda, see item 8. This action can be closed.</p>  |
| <b>3.</b>   | <p><b>For Information: Update from Taith Programme Executive (SG)</b></p>  |
| <b>3.1</b>  | <p>The Board was provided with an update of Taith Programme activities (paper 2) for information. SG also ran through a brief presentation at the meeting.</p>   |
| <b>3.2</b>  | <p>The following highlights/points were raised at the meeting:</p> <ul style="list-style-type: none"> <li>1) Pathway 1 2024: All Grant Agreement Letters have been issued. SG thanked RKA for his quick approval of payments recently.</li> </ul>  |

- 2) Pathway 2 2024: This was launched on 3 October 2024. Information sessions have been held and several new organisations have expressed an interest in applying for funding.
- 3) Small Grants scheme (for a value of up to £60,000): As presented at the last meeting the Small Grants scheme will be piloted as part of Pathway 2 2024. This has been launched and the assessment for small grants has been brought in-house.
- 4) Headline figures as of 1 October 2024 (for all pathways up until Pathway 1 2024):
  - 300 applications over 5 funding calls so far
  - 223 applications were successful
  - 287 organisations in Wales are now benefiting from Taith funding
  - 6,106 mobilities have taken place (5,952 participants)
  - 42% of outbound learners are from underrepresented groups
  - 90+ countries and territories listed for exchange.
- 5) 174 open live projects to date, a lot of work is focused on manging the relationship with the grant recipients, the projects, collecting financial information, reporting and identifying organisations at risk.
- 6) Participant numbers so far (as of 1 October 2024):



- 7) Participant characteristics (as of 1 October 2024, outward learners only): ALN 9%, Disability 6%, Ethnic Minority 9%, Disadvantaged 26%, Welsh speakers 22%.
- 8) Demonstrating and communicating impact by the:
  - a) Development of tools and methodology to collect analyse and report programme data:
    - Part of Wavehill's interim evaluation of Taith is a focus on participant feedback.
    - The participant survey tool will be launched early in November and circulated to all grant recipients.
    - Taith is in the process of finalising requirements on a more agile set of reporting tools to provide data on a range of frequently asked questions.
  - b) Communication of impact – engagement with stakeholders and telling the story:

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|   | <ul style="list-style-type: none"> <li>• The website is currently being updated and will includes a new area showing the impacts of projects. A completed project data area is being developed which is anticipated will go live in early 2025.</li> <li>• Social media stories and case studies (written and video) are being continually built upon.</li> </ul> <p>9) Meeting with Vikki Howells, the Minister for Further and Higher Education: The Minister has taken over the Taith portfolio and RKA, SG and KW are hoping to meet with her in November. Taith wishes to ensure that importance of the work in schools, youth and adult education sectors is not lost.</p> <p>10) Raising the profile of Taith:</p> <ul style="list-style-type: none"> <li>• Much discussion is being had on the UK-EU relationship and youth mobility at the moment.</li> <li>• KW spoke at a Senedd's cross-party meeting on Wales International, alongside a senior member of the EU delegation to the UK, on the future of youth mobility in Wales.</li> <li>• There was high participation and representation across the sectors.</li> <li>• The EU delegation acknowledged that they would like to draw areas of lessons learned from the Taith programme as they prepare for Erasmus 2028 and were impressed by the outcomes achieved to date, the pro-activity of the programme in reaching all sectors particularly in engaging with organisations who have never engaged in this funding until now as well as engaging participants from underrepresented groups.</li> </ul> <p>BC raised that historical data trends would be useful to see now that the programme is established. The Taith Programme Executive will present trends at this meeting moving forward.</p> |
| <p><b>4.</b></p> <p><b>4.1</b></p> <p><b>4.2</b></p>  | <p><b>For information: Feedback from ARAC meeting (30 September 2024) (PVH)</b><br/>The Board was provided with the minutes of the meeting on 30 September 2024 (paper 3).</p> <p>The ARAC has now started detailed reviews as part of its workplan and it completed a detailed review of very high and high risks at this meeting. The Very High and High Risk Performance dashboard was reviewed and Global Wales was discussed.</p> <p><b>Risk R0019 - Relationship with Cardiff University:</b> The Board agreed that the Service Level Agreement with Cardiff University needed to be refreshed – see agenda item 5 for further detail.</p>  |
| <p><b>5.</b></p> <p><b>5.1</b></p> <p><b>5.1a</b></p> | <p><b>For Discussion &amp; Approval: Taith Risk Register (LKD)</b></p> <p>The Board was provided with the updated Risk Register (paper 4a) and the updated Risk Management Policy (paper 4b).</p> <p>Cardiff University has updated its Risk Management policy and the risk categories have changed. The new scoring matrix has increased the number of risk categories from three (low, medium, high) to five (very low, low medium, high, major).</p>   |

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|                                    | <p>There are currently 19 risks: 2 are major, 8 are high, 6 are medium, 3 are low and there are no very low risks.</p> <p>There are currently 2 major risks both relating to IT resource. Taith has provisions in place until January and is currently exploring support in this area. Taith is also training a few of its staff in order to upskill them for this work.</p> <p><b>5.1b R0019: Relationship with Cardiff University:</b> The Service Level Agreement with the University needs to be refreshed slightly to reflect more clearly Taith's risk appetite. PVH has provided the proposed changes of wording to LKD.</p> <p><b>5.1c</b> The updated Risk Management policy was provided for information to the Board.</p>  |
| <p><b>6.</b></p> <p><b>6.1</b></p> | <p><b>For Approval: Pathway 1: 1-week mobilities for underrepresented participants in Higher Education (EB)</b></p> <p>EB presented a paper on a proposed policy amendment for a pilot 1 week mobility for the Higher Education sector (paper 5) for the Pathway 1 2025 funding call.</p> <p>Taith has discussed this with the higher education institutions, and they agree that it is worth piloting shorter term mobilities, reducing the minimum duration of learner mobilities for underrepresented participants to 1 week.</p> <p>The Board agreed that the intent is good but that this should not be restrictive, and a blended approach is worth exploring. The sustainability and environmental impacts of travel for a shorter time away also must be considered. The Board preferred to pilot Option 2.</p> <p>EB was requested to revisit the proposal and share an updated version over email for agreement. EB will include the detail of raising grant rates within this updated paper.</p> |
| <p><b>7.</b></p> <p><b>7.1</b></p> | <p><b>For Approval: Engage WCIA to provide support to applying organisations (EB)</b></p> <p>EB presented a proposal to ensure continued support (in the role of Taith Champions) for applying organisations on pathway funding calls (paper 6).</p> <p>Alongside the proposal as detailed in the paper EB highlighted that this would not be an additional cost for Taith and the Cardiff University procurement team were happy with this.</p> <p>The Board was happy to approve the proposal.</p>  |
| <p><b>8.</b></p> <p><b>8.1</b></p> | <p><b>For Information: Global Wales III Operation Plan and Exit Plan (EM)</b></p> <p>An update on the progress and preparation for the closure of the Global Wales III scheme was provided to the Board (paper 7) and EM presented this at the meeting.</p> <p>Taith has requested an initial copy of the exit plan which has not yet been received. It has also offered support, held a number of meetings with the Global Wales team and provided an exit plan template to help. This exit plan will outline the budget requirements for the last four months of the Global Wales programme.</p>  |

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|           | <p>Multi-annual partnerships target: Global Wales has provided a considerable amount of evidence over the summer. Taith has provided feedback to Universities Wales and is waiting for a response.</p> <p>Taith will be finalising the audit and assurance plan in the coming month, and this will be shared with the Global Wales team.</p> <p>The documentation for the final evaluation of the scheme has been drafted and has been shared with Universities Wales. Taith is waiting for their comments and then this will be shared with a potential supplier.</p>   |
| <b>9</b>  | <p><b>For Information: Update on Financial Position of Taith (HG)</b></p> <p><b>9.1</b> The progress report detailing an update on Taith's financial position was provided to the Board (Paper 8) and presented by HG at the meeting.</p> <p>The financial data covers the programme's position for July and August 2024 as the financial reporting had not yet closed for September when the report was created.</p> <p>HG highlighted that the programme development figure does not change as this was the cost of the initial programme set up (see Section 1.3.)</p> <p>The WCIA payment was made this week.</p>  |
| <b>10</b> | <p><b>Any Other Business</b></p> <p><b>10.1 Change of company's registered address:</b> Cardiff University is closing McKenzie House and the registered address of ILEP Ltd will change to Cardiff University's Main Building. HG will update the information on Companies House and all company documentation, letterheads etc will be updated.</p> <p><b>10.2 Legal costs for review of contract variation letter to the main grant agreement:</b> A quote has been provided by ILEP Ltd's legal advisors, Geldards on the cost of reviewing the Grant Variation Letter to the main Grant Agreement. The purpose of this is to provide assurance to the Board on the contents of the Grant Variation Letter. This however is not an eligible funding cost (the Welsh Government has been clear on this) and therefore must be met from elsewhere.</p> <p>A discussion was had on whether the Board considers that a) this is required and, if so b) how this cost will be met.</p> <p>The Board agreed that it would like to get the legal advice however due to financial constraints it is unable to obtain this. RKA will raise this at his next meeting with the Welsh Government.</p> <p>The Board considered whether there would be a conflict for the Cardiff University Legal team to provide advice to this matter. LKD to raise this with the Legal team for their advice.</p> |

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| <b>10.3</b> | <p><b>Rising costs in international exchange:</b> EB raised that travel and HE rates have not changed since the beginning of the programme. The Welsh Government are asking that the targets stay as high as possible (despite the budget cuts), however the travel rates need to be increased to reflect the higher costs of travelling and this will impact numbers of mobilities.</p> <p>EB will put together a paper to detail the costs and impact on mobilities and send to the Board via email for consideration.</p> |
| <b>11</b>   | <p><b>Dates of next meeting</b></p> <ul style="list-style-type: none"> <li>• 11 December 2024 10:00 – 12:00 (yearly accounts approval)</li> <li>• 3 February 2025 14:00-16:00</li> </ul>   |

## 5. DOCUMENTS TABLED

| Agenda Item | Paper number | Title  |
|-------------|--------------|--|
| <b>2</b>    | <b>1a</b>    | ILEP Board of Directors' meeting 18 July 2024 Minutes                                    |
|             | <b>1b</b>    | ILEP Board of Directors' meeting 18 July 2024 Summary                                    |
|             | <b>1c</b>    | ILEP Board of Directors' meeting 18 July 2024 Action Log                                 |
| <b>3</b>    | <b>2</b>     | General Update from Taith Programme Executive  |
| <b>4</b>    | <b>3</b>     | Audit Risk & Assurance Committee 30 September 2024 minutes                               |
| <b>5</b>    | <b>4a</b>    | Risk Register Update   |
|             | <b>4b</b>    | Risk Management Policy   |
| <b>6</b>    | <b>5</b>     | Proposed Policy Amendment – Pilot 1-week mobilities for the Higher Education sector      |
| <b>7</b>    | <b>6</b>     | Proposal to Ensure Continued Support for Applying Organisations to Pathway Funding Calls |
| <b>8</b>    | <b>7</b>     | Update on Scheme progress and preparation for closure                                    |
| <b>9</b>    | <b>8</b>     | Update on Financial Position of Taith  |

## 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**