

Board of Trustees

Tuesday 12 December 2023 at 1000

Web Minutes

Trustees Present:					
CHAIR CG	Carolyn Göhler President Elect / Acting President	MH	Mat Haslam HonTreasurer	MS	Mark Smeeden (Digital) HonSec
CH	Chris House EMC Chair	IP	Ian Phillips PCC Chair	JC	Jane Clarke (Digital) Independent Trustee
DN	Deborah Nagan Independent Trustee	MN	Marc Norden (Digital) Independent Trustee		
Staff In Attendance:					
RH	Rob Hughes CEO	YM	Yvonne Matthews EA to CEO & Senior Leadership	JO	John O'Keefe (item 5) Head of Education & Careers
NT	Naomi Taylor (from item 5) Head of Membership Services	JT	Joe Thomas (item 3) Head of Finance	EW	Emma Wood Governance & Regulation Manager
Apologies:					
NF	Noel Farrer Vice President	AB	Adam Barker Non Chartered Trustee		

1. Preliminary Matters

1.1 Welcome, Apologies and Quoracy

President Elect/Acting President Carolyn Göhler (CG) opened the meeting by welcoming and having reported the attendance and apologies confirmed the meeting was quorate

1.2 Declarations of interest

There were none

1.3 Minutes and approved actions from the last meetings

1.3i Minutes of the meeting held 18 October 2023

Minutes of the meeting held 18 October 2023 were AGREED

For:	8	Against:	0	Abstain:	0
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1.3ii Minutes of the Extraordinary meeting held 13 November 2023

The Minutes of the EOM held 13 November 2023 were AGREED

For:	8	Against:	0	Abstain:	0
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DECISIONS: To approve the Minutes of the Board Meeting 18 October 2023
To approve the Minutes of the Board EOM 13 November 2023

1.4 Actions Log

Acting CEO Rob Hughes (RH) updated on the Action Log with particular focus on the Red/Pending rated items

- ACTIONS:** IFLA item to be added to March Board agenda - item to include discussion of approach, links, relationship etc
Action Log: i. RH to review to add important/time critical/priority rating
ii. RH to clarify subscription model re: resource allocation

2. Governance Matters

2.1 2023 AGM

RH introduced the paper and summarised the approach confirming that the 1st direct correspondence with members will alert re timeline, proxy voting etc. Jane Clarke (JC) confirmed that paper item 3 addresses the requirement for a poll to ensure full compliance with the Regulations as currently written. The Poll is called in advance to ensure that it is written into the paperwork that the President has called the poll

RH confirmed that no new or substantive requests have been received regarding the AGM

DECISIONS: To confirm 2023 AGM as a hybrid meeting held in Cardiff and online 31 January 2024

To ratify the 2022-23 Annual Report and Financial Statements (TAR) for publication to the membership on Friday 15 December 2023

ACTION: To ensure include the standard request in the AGM comms for members to alert us of any accessibility adjustments/request

3. FRC and Finance Matters

3.1 Investments Cash Drawdown

Head of Finance Joe Thomas (JT) summarised the original paper recommendations previously circulated by Honorary Treasurer Mat Haslam (MH). MH stated that finance is of primary importance and all the Board encouraged to have greater engagement. Board considered the FRC resolutions

ACTION: Redrafted LI Investment Policy to come to next Board

3.2 Project Kestrel Update

MH gave a presentation to update on Project Kestrel Presentation noting that there is a monthly report from Lighthouse IT (LI IT provider and external project management lead) which is reviewed and challenged by HonT as Board Project Champion

Each section of the project goes into the user acceptance phase and is tested before implementation. Testing is incremental and the final implementation is subject to fully completed and successful testing

ACTION: RH to review ProjectK comms plan to assess level of member engagement

3.3 Risk Management

JT spoke to the paper noting that the main purpose is to give risk higher visibility and ensure risk management is embedded into LI business. He also reminded Board of its responsibilities in regards to risk management

Finance & Risk Committee (FRC) have agreed next steps to embed risk management into the governance and operations of the Institute are:

- i. To invite the new audit partner to present to the Board, risk management best practice and approach
- ii. Develop a simple risk management policy, stating the attitude and appetite to risks by the Board

- iii. Update the risk register, to be led by the senior leadership team in the first instance
- iv. Present to the Board the key risks to be considered

Paper and supporting appendices includes Charity Commission Guidance as well as identified LI key risks. Risk is something Board needs to take seriously and integrate into decision making and this is the initial step in delivering that

4. Closed Session

Board agreed to move the closed session to ensure that the item could be considered whilst the full cohort of trustees were in attendance

4.1 Confidential Item

The staff team left the meeting for a closed session of the Board

5. Corporate Matters

5.1 Strategy and Business Planning

5.1i Board/ Council Strategy Session 2023 update

RH introduced this section thanking all for involvement in the recent joint strategy session with Advisory Council

There was an action at the last meeting to research outline costings and feasibility for an additional in person event next year. In light of the current activity programme and the President's Reception due to be held next year we are looking at a possible Joint Bd/AdCo event aligned to the President's Reception in June. This has the benefit of moving the event into the next financial year as well as inclusion in the new BusPlan

5.1ii LI Brand and ID

Brand and ID project will be a refresh and the initial member sessions and staff session have been completed. The project survey is still open. This is an ongoing piece which includes Member input

5.1iii Other 2024-25 BusPlanning matters

2024-25 BusPlanning launched in November with the senior leadership team (SLT). We are looking to deliver 'New ways of working' and are also looking towards the LI centenary in 2029

5.2 Level 7 Apprenticeship EPAO

Head of Education & Careers John O'Keefe (JO) summarised the background as outlined in the paper. The 1st apprenticeship cohort has gone through with dispensation for not having the EPAO in place at launch. Level 3 Technician EPAO has now been now resolved with VetSkill

Entry standards role out will look at pathway from Level 3 to Level 7

6. Updates from Board Committees, Task & Finish Groups

6.1 Standing Committee Review Group

Deborah Nagan (DN) introduced the paper highlighting that TechCttee has been suspended but there is still work ongoing. TGN 06/19 is of significant note and Board considered the Standing Committee Review Group recommendations

Having considered the paper and recommendations Board AGREED:

- DECISION:** To agree the principle that evidence on the future of TGN 06/19 should not be sought from an individual member by the Board
- To approve the Standing Committee Review Group recommendation that TGN 06/19 remain extant, but that the authors' names should be removed
- To approve the principle that TGN 06/19 be reviewed and that a note to that effect should be added to the LI Visualisation page linked to the above
- ACTION:** To remove authors' names from TGN 06/19
- To review TGN 06/19
- A note be added to the LI Visualisation page that the TGN is being reviewed

7. Updates from Board Committees, Task & Finish Groups

7.1 CEO Report

RH confirmed that in future Bd will receive the finance report and CEO update together on a monthly basis. Board requested that an acronym key and explanatory text be included as appropriate

ACTION: To include acronym key and explanatory text as appropriate in monthly reports

MH left mtg at 1241

7.2 New CMLI and FLI Report

NT confirmed that this is the 1st new members report to include apprentices being awarded TMLI

The new member report was NOTED. Board AGREED to award x1 FLI

DECISION: To award x1 FLI

8. AOB

8.1 Board meeting approach

Board meetings have tended to be long and overrun. Suggest move to shorter meetings held monthly. Of particular importance when looking to manage significant projects such as Project Kestrel

RH noted that this would result in a significant staff resource impact which needs to be fully considered. Perhaps look at possible changes from the next financial year

Perhaps 10 pa rather than 12 (avoiding Aug and Jan)

ACTION: RH to review and develop a proposal for new approach to Board meetings (short, frequent and mainly digital)

9. Close

9.1 Close

Wishing all a good Christmas the Chair declared the meeting closed at 1250