

**WORKERS EDUCATIONAL ASSOCIATION (“WEA”)
MINUTES OF THE MEETING OF THE BOARD OF TRUSTEES**

Thursday, 12 October 2023 by Teams videoconference

MINUTES

Present:	John Widdowson	Chair, Trustee	JW
	Geoff Layer	Trustee	GL
	Robin Cook	Trustee	RC
	Lindsay Pearson	Trustee	LP
	Kevin Doyle	Trustee (Treasurer)	KD
	Marion Flett (up to item 8.1)	Trustee	MF
	Karen McArdle	Trustee	KMc
	Malcolm Grady (from item 3.2 to item 10.3)	Trustee	MG
	Christine Grant (up to item 9.2)	Trustee	CG
	Pat Kynaston	Trustee	PK
	Peter Threadkell	Trustee	PT
In attendance:	Simon Parkinson	CEO/GS	SP
	Kathleen Formosa	Director of Corporate Governance & Company Secretary	KF
	Preeya Buckley	Director of Quality & Student Services	PB
	Shaun Tyndall	Director of Finance & IT	ST
	Mitch Bell (item 5.2 to 9.3.4)	Head of Estates	MB
	Liz Gorman	Governance Officer	EG
Clerk:	Julie Isted	Head of Corporate Governance	JI

1. Welcome, Apologies & Quorum

- 1.1 The Chair **opened** the meeting at 10:01, welcoming members of the Board of Trustees and others in attendance.
- 1.2 No **apologies** were **recorded** for the meeting; all Trustees were present.
- 1.2.1 The meeting was **confirmed** quorate and proceeded to business accordingly.
- 1.3 The Board marked the sad passing of WEA Volunteer Alan Rea. The Chair explained Alan had been an educationist in north-east Scotland whose work on adult education with WEA led to the creation of several valuable community-based projects aimed at helping disadvantaged people.

2. Declarations of Interest

- 2.1 No declarations of interest were recorded.

3.0 Ofsted Briefing

- 3.1 PB **spoke** to her presentation explaining changes to the Ofsted Education Inspection Framework (EIF). Stage1 (Risk Assessment) and Stage 2 (Desk Top Evaluation) were described. Each stage of an Enhanced Inspection and priorities for WEA were also explained.
ACTION: PB to share further information, tailored to each group of governance volunteers including Local Advisory Panels (as consultative groups).

In answer to a Board Member's questions, PB confirmed lead governance representatives would receive tailored briefings.

3.2 Malcolm Grady joined the meeting at 10:34

3.3 The principle of targets vs learner performance was discussed by Trustees. As Chair of the Education Committee, LP described how this Committee consistently scrutinised learner progress/performance data. The CEO/GS described the high level of detail being received by the Education Committee and the importance of holding all colleagues to account for Performance. Digital transformation and its impact on student learning data was acknowledged.

EG was **excused** and she **left** the meeting at 10:50.

4.0 Chair's Report

4.1 **Paper 001**, actions taken since the previous meeting, was **taken as read**.

5.0 ORDINARY RESOLUTIONS

5.1 The following Ordinary Resolutions were **approved** by the Board of Trustees:

5.1.1 ORDINARY RESOLUTION ONE

Amendment to the Composition of the Board of Trustees

Having sought and received the agreement of WEA Council to amend the composition of the Board of Trustees in accordance with Article 14, the Trustees of WEA **resolve** that the number of Trustees to be appointed by Trustees in accordance with Article 14.3 shall be eight. All trustees so appointed shall serve for such periods as are specified in the resolutions appointing them but may not serve for more than eight years.

5.1.2 ORDINARY RESOLUTION TWO

Appointment of a Trustee (Co-opted)

The Trustees of WEA resolve that **Jamey Johnson**, on the recommendation of the Nominations Committee, be appointed as a Trustee in accordance with Article 14.3 for a term of four years, to conclude 31 July 2027.

5.1.3 ORDINARY RESOLUTION THREE

Appointment of a Trustee (Co-opted)

The Trustees of WEA resolve that **Tracey Irving**, on the recommendation of the Nominations Committee, be appointed as a Trustee in accordance with Article 14.3 for a term of four years, to conclude 31 July 2027.

5.1.4 ORDINARY RESOLUTION FOUR

Appointment of a Trustee (Co-opted)

The Trustees of WEA resolve that **Stephanie Mason**, on the recommendation of the Nominations Committee, be appointed as a Trustee in accordance with Article 14.3 for a term of four years, to conclude 31 July 2027.

5.1.5 ORDINARY RESOLUTION FIVE

Appointment of a Trustee (Co-opted)

The Trustees of WEA resolve that **Cathy Armor**, on the recommendation of the Nominations Committee, be appointed as a Trustee in accordance with Article 14.3 for a term of four years, to conclude 31 July 2027.

5.1.6 ORDINARY RESOLUTION SIX

Appointment of a Trustee (Co-opted)

The Trustees of WEA resolve that **Abda Khan**, on the recommendation of the Nominations Committee, be appointed as a Trustee in accordance with Article 14.3 for a term of four years, to conclude 31 July 2027.

5.1.7 It was **noted** that a future face-to-face meeting would be preferential to welcome all new individuals to the Board of Trustees.

5.2 MB joined the meeting at 11:20

6.0 WEA Articles and Regulations Review

6.1 KF explained WEA was continuing its efforts to clarify and update its governance, including updates to its governing document. The Articles now required further revision to keep pace of agreed changes and to enable the new draft Regulations to be formally approved. WEA had sought legal advice on a significant redraft of its Articles of Association. The intention of the redrafted Articles was not only to reflect changes that had already been agreed, but to ensure that its overall structure and the rules governing the conduct of its affairs were aligned with the expectations of its funders and accepted standards and practices across the charity and education sectors. WEA also sought to ensure that mechanisms for decision-making at board level were agile and transparent, enabling the Association to respond quickly to the pace of change in the external environment.

6.2 **In answer to a Board member's question, KF explained the differences between Members of the Company and Association Members at WEA.** The importance of collective responsibility of the Board of Trustees, democracy at WEA and the role of the Council were all **noted**.

6.3 Trustees **approved** in principle the key changes set out in Section 2 of **Paper 003** and **agreed** to the consideration of further changes to the Articles, including draft Articles, by circulation ahead of the December meeting of the Board of Trustees, at which it was anticipated a final draft of Articles will be presented for agreement by special resolution.

7.0 Report of the Chief Executive & General Secretary

7.1 The CEO/GS gave an update on recent developments including WEA's hosting (in partnership with other adult learning providers) of panel sessions at recent party-political conferences. WEA's recent coverage in FE Week was shared in the meeting. An update was given following a meeting with DfE and other providers in response to the funding and accountability changes. A branch update was given and changes to the student record system and website were planned. The CEO/GS looked forward to the series of Learner Voice events in person and on-line in the coming weeks to hear and act upon Learner and Member voice. All Trustees were asked to consider joining the events. Life Long Learning Week activities were described including partnership activities with City Lit.

8.0 Retirement of Marion Flett, Scotland Trustee

8.1 The Chair thanked MF for all that she achieved as the Scotland Trustee. As this was her last meeting before retiring from the Board, MF **thanked** Trustees for their support and guidance over many years. She left the meeting at 11:44.

9.0 Report of the Director of Finance and IT

9.1 The Chair welcomed ST to his first meeting as Director of Finance and IT. ST presented the pre-audit Management Accounts of Q4 2022/23 (**Paper 004**). R14 matters were explained in order to meet the October deadline.

- 9.2 CG was **excused** and she **left** the meeting at 11:56
- 9.3 Estates Plan Update (Paper 004)** PB explained that following the successful award of the Capital Transformation Fund, WEA had further developed its strategy and had identified the need to invest in our existing estate and seek alternative regional hubs to improve and enhance curriculum and learning opportunities, providing an outstanding learner experience. The Estates paper set out the proposal for upgrading WEA's Estate over the next 3 years.
- 9.3.2 KD explained the work of the Finance & CR Committee to scrutinise the proposals in detail and endorsed the plan as per Paper 004. Key restrictions and risks were **noted**.
- 9.3.3 The Board **approved** the implementation of Phases 1 and 2 of the revised estates plan in the best interests of WEA's beneficiaries.
- 9.3.4 MB was **thanked** for his involvement and he **left** the meeting at 11:50.
- 10.0 Report of the President of the WEA Council**
- 10.1 **Paper 005** was **taken as read**. PK explained the outcomes from the 6 September 2023 joint Board and Council meeting.
- 10.2 The draft **Standing Orders** presented the Standing Orders Committee for the **WEA Conference 1 March 2024** (as attached to Paper 005) were **approved** and **adopted** by the Trustees. A keynote speaker was to be confirmed.
- 10.3 MG was **excused** and he **left** the meeting at 12:00
The meeting was **adjourned** at 12:00 and **resumed** at 12:10
- 11.0 Policy Updates**
- 11.1 It was **noted** that the following policies had been **approved** by circulation by the Board in September 2023:
- Governance Code of Conduct
 - Governance Complaints Procedure
 - Managing Conflicts of Interest Policy
 - Gifts and Hospitality Policy
- 11.2 **The Safeguarding and Prevent Duty Policy (Paper 006)**, as recommended by the Education Committee, was **approved** by Trustees.
- 12.0 Committee Reports (Paper 007) were taken as read.**
- 12.1 **Education Committee** – LP highlighted the Committee's work to oversee learner complaints on behalf of the Board.
- 12.2 **Scotland Board** – MF's report was **noted**. GS/CEO **welcomed** a meeting with the Convenors, Vice Convenors and the Directors to take forward the appointment of a new Scotland Trustee.
- 12.3 **Finance and Capital Resources Committee** – KD gave a verbal update on the very recent meeting (10 October). The Estates strategy, management accounts and priorities for the new Director had been discussed in that meeting.
- 12.4 **People Committee** – PT's report was **noted**.
- 12.5 **WEA Council** – PK reported all Council members had been invited to meet with Tim Gadd, WEA's external governance advisor, to share their views on the future of the WEA Council composition. Proposals would be brought to the Board at a future meeting.

- 12.6 **Jane Stevenson's** appointment to the Education Committee, as recommended by email circulation to the Nominations Committee, was **approved** by the Board of Trustees.
- 12.7 The following Board Committee Terms of Reference (**Paper 007b**) were **approved** by Trustees:
Education Committee
People Committee
- 12.7.1 KF explained updates to the Terms of Reference for the Audit & Risk Committee and Finance & CR Committee would be brought to a future Board meeting.
- 13.0 Safeguarding Report (Paper 008)** was **received** and **accepted**. The Canvas training programme for safeguarding was highlighted by GF. PB explained the differences in regional reporting. Designated Advanced Lead Safeguarding training would be delivered shortly.
- 14.0 Health & Safety Report (Paper 009)** was **received** and **accepted**. RC reported on work by the H&S Committee (reporting into the People Committee). The H&S Committee would meet for the first time in November.
- 15.0 Minutes of the Previous Meetings 13 July 2023 (Paper 010)** were **approved** and **Matters Arising (Paper 011)** were noted.
- 15.1 KD asked that Board action 4.4.1 from 13 July meeting re student data be moved forward.
ACTION: SP to update KD
- 16.0 Any Other Business**
- 16.1 It was **agreed** that the joint meeting with Trustees and the WEA Council be moved to 10 January 2024.
- 16.2 The Chair proposed a buddying system be considered for new Trustees.
ACTION: To be considered as part of induction discussions with Trustees.
- 16.3 The Chair **confirmed** he would put together a paper for the Nominations Committee on key feedback following his 1 to 1 review meetings from Trustees. **ACTION: JW**
- 16.4 There was no other business discussed.
- 16.5 The business of the meeting concluded 12.55