

**APPROVED**

**WORKERS EDUCATIONAL ASSOCIATION (“WEA”)  
MINUTES OF THE MEETING OF THE BOARD OF TRUSTEES**  
Thursday, 14 December 2023 by Teams videoconference

**MINUTES**

<b>Present:</b>	John Widdowson	Trustee (Chair)	JW
	Geoff Layer	Trustee (Vice Chair)	GL
	Robin Cook	Trustee	RC
	Lindsay Pearson	Trustee	LP
	Kevin Doyle	Trustee (Treasurer)	KD
	Karen McArdle	Trustee	KMc
	Malcolm Grady	Trustee	MG
	Christine Grant	Trustee	CG
	Peter Threadkell	Trustee	PT
	Abda Khan	Trustee	AK
	Stephanie Mason	Trustee	SM
	Cathy Armor	Trustee	CA
	Tracey Irving	Trustee	TI
	Jamey Johnson	Trustee	JJ
 <b>In attendance:</b>	 Simon Parkinson	 CEO/GS	 SP
	Kathleen Formosa	Director of Corporate Governance & Company Secretary	KF
	Chris Morgan	Director of Education – Employability & Skills	CM
	Shaun Tyndall	Director of Finance & IT	ST
	Andrew Taylor (item 3.0 only)	Health & Safety Manager	AT
	Liz Gorman	Governance Officer	EG
	Callum Milne	Governance Officer	CMi
<b>Clerk:</b>	Julie Isted	Head of Corporate Governance	Jl

**1.0 WELCOME, APOLOGIES AND QUORUM**

- 1.1 The Chair **opened** the meeting at 10:30, welcoming members of the Board of Trustees and others in attendance. He especially welcomed new trustees AK, SM, CA, TI and JJ to trusteeship.
- 1.2 Apologies had been received in advance and were **accepted** from Pat Kynaston.
- 1.2.1 The meeting was **confirmed** quorate and proceeded to business accordingly.

**2.0 DECLARATIONS OF INTEREST**

- 2.1 No declarations of interest were recorded.

**3.0 HEALTH AND SAFETY (H&S) BRIEFING**

- 3.1 AT **presented Paper 001**, highlighting H&S management and consultation, setting out clearly the roles of the board committees, the H&S committee, the lead H&S trustee and Director

responsible. He explained how H&S fitted into the WEA governance and management framework. AT explained the resources made available through budgets and staff resources assessed by the Director of Quality, Estates and Learner Experience. Quarterly and annual reports to the People Committee included data and analysis of H&S themes and trends that might be present and actions reported. All procedures/arrangements for H&S were reviewed regularly in accordance with the H&S policy. Continued professional development for H&S staff and training for all staff and volunteers was explained.

**3.1.1 In answer to Trustees questions AT confirmed:**

- Staff were able to access a health and wellbeing helpline and several staff had been trained to deliver Mental Health First Aid.

- How accident data/near miss data was used to mitigate risk.

- The structure of the H&S Committee included representatives from all regions. Further work to embed AT's approach in each region was in progress.

The CEO/GS described how the recently appointed H&S Manager, the Estates Manager and the Director of People and Culture were strengthening a positive culture of H&S in WEA.

**3.2 Health & Safety (H&S) Annual Report September 1<sup>st</sup> 2022 to August 31<sup>st</sup> 2023 (Paper 001a)**

Trustees **received** the report which had been considered by the People Committee at their November meeting. RC explained the report aimed to provide assurance about H&S compliance. Statistical analysis, key information on a variety of health and safety areas, developments and objectives for 2023 to 2024 were explained. This included a strengthened programme of H&S training (role specific) for all staff during 2023/2024.

**3.2.1 In response to a Trustee's question, AT assured the Board that for the reporting period there had been no HSE notices (including improvement notices) made against the WEA nor local authority notices made. No prosecutions or notices had made against the WEA in the period of this report concerning fire management.**

**3.2.2 The Board of Trustees accepted the Annual Health and Safety Report 2022/23 subject to text amendments agreed in the meeting to page 4 of the report. ACTION: AT**

**3.3 Strategic Approach to H&S (Paper 001b) was reviewed and discussed by Trustees. A high-level strategic plan would be set by the newly formed Health and Safety Steering Committee (HSSC) in 2023/2024.**

**3.4 AT was excused and he left the meeting at 10:50.**

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**4.0 REPORT OF THE CHAIR**

**4.1 SPECIAL RESOLUTION (Paper 002)**

**4.1.1** Key changes to the Charity Articles, as previously discussed with the Board, were **highlighted** by KF. WEA 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.

**4.1.2** In answer to Trustee questions, CEO/GS **acknowledged** that updating language to describe WEA beneficiaries and how the charity met the needs of beneficiaries defined as 'working class' within its Articles should be considered in the future.

**4.1.3** In answer to further questions KF **confirmed** that:

- In relation to Clause 2.4 within the Articles, WEA addressed all nine protected characteristics in the Equality Act in its framework for the delivery of education, employment practices, and for the organisation of its voluntary membership.

- The Board had a collective duty to act in the best interests of all beneficiaries whether elected or co-opted to the Board.

**4.2.2** Acting as Members of the Company, the following **Special Resolution** was **approved** by the Board of Trustees: That, subject to obtaining the necessary consents from Charity Commission, the draft Articles of Association (**Paper 002**) be adopted as the Articles of Association of the

company in substitution for and to the exclusion of all existing Articles of Association of the company.

#### 4.3 **ORDINARY RESOLUTION – AMENDMENT OF THE REGULATIONS (Paper 003)**

4.3.1 KF **explained** that following the Board’s agreement in principle at a meeting on 13 July 2023 to adopt new Regulations, an Ordinary Resolution be presented to agree formal adoption of revised Regulations alongside the new Articles. As agreed in July, the Regulations as proposed at that time had been updated according to legal advice.

4.3.2 A Trustee asked how Local Advisory Panel (LAP) membership was decided. KF explained how the Nominations Committee used a Board approved skills matrix and followed the WEA recruitment policy when recruiting LAP members. In answer to further questions, JI confirmed how the skills matrix and diversity profile of beneficiaries in each region were used to inform the recruitment for each LAP.

#### 4.3.3 **Ordinary Resolution - Amendment of Regulations**

Acting as Members of the Company, the following **Ordinary Resolution** was **approved** by the Board of Trustees: THAT the Regulations set out in Paper 003 be adopted in full following amendment to the Articles.

4.4 **Paper 004**, actions taken since the previous meeting, was **taken as read**.

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#### 5.0 **END OF YEAR REPORTS**

5.1 CG **confirmed** the **2022/23 Annual Report and Financial Statements (Paper 009)** had been reviewed by the Audit & Risk Committee at a meeting on 29 November 2023. Members of the Finance & Capital Resources Committee in attendance at this meeting confirmed the audited financial statements to be broadly in line with management accounts presented throughout the financial year.

5.1.2 ST **presented** highlights from Paper 009. Overall WEA was in a financially strong position. EBITDA for 2022/23 was reported at £347k - this had resulted in a 'good' rating. ST reported that a section of the annual report was to be updated to reflect the correct Post-16 audit code of practice as it was slightly out of date in the draft report. He **thanked** SM for raising this matter. The Treasurer and CG noted the work being undertaken by the Finance & CR Committee on revisions to the investment policy. MCA, Multiply, ESFA financial performance, balance sheet and reserves position were explained.

5.1.3 The 2022/23 Annual Report and Financial Statements were **approved** by the Board.

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6.0 **The Letter of Representation (Paper 005)** was **reviewed** and **agreed** for signature.

6.1 **ESFA Self-Assessment (Paper 006)** was **reviewed** and **agreed** for signature.

6.2 **Audit Findings Report (Paper 008)** was **taken as read**. ST explained audit adjustments as set out in Appendix 1 of Crowe LLP’s report and the controls now in place. Lessons learned from transitional project management were highlighted by the CEO/GS. All audit findings and recommendations were **noted**.

6.3 The **Annual Report of the Audit & Risk Committee (Paper 007)** was **taken as read**.

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#### 7.0 **ORDINARY RESOLUTION – Appointment of the auditors**

7.1 The Members of the Company **resolved** to **appoint** Crowe U.K. LLP as external auditors for the 2023/24 financial year.

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## 8.0 REPORT OF THE FINANCE DIRECTOR

8.1 **2023/24 year to date management accounts** were **presented** by ST (**Paper 011**). Income and expense variances, fund expenditure reserve commitments, uncommitted free reserves and investment performance was reported. Rolling cash flow forecast as at PO2 was **noted**.

### 8.2 **WEA Reserves Policy 2023**

**Paper 011a**, recommended by the Finance & Capital Resources Committee, was **approved** by Trustees. ST reported all finance related policies were to be reviewed during 2024/25.

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## 9.0 EDUCATION DIRECTORS' REPORT

9.1 LP reported that the Education Committee had adjusted their committee meeting schedule to align more closely with business planning.

9.2 **In answer a Trustee's question, the CEO/GS confirmed that phase one of digital transformation had been completed and colleagues were being supported to embed new ways of working. The benefits of management information from newly introduced systems such as PowerBi was highlighted by the CEO/GS and CM. This was endorsed by LP as chair of the Education Committee.**

9.3 **Performance R04 Update** was tabled by CM. Learner volumes, learner achievement, attraction and retention by funding streams were explained. Reports could now be generated in real time with the use of PowerBi. CM explained the actions being taken to drive up performance and attendance. It was expected R06 results would show an improvement.

9.3.1 CM described WEA's performance in terms of learner outcomes compared to other providers at this stage in the academic year.

**ACTION:** Paper presented by CM to be circulated to all Trustees (**JJ**). Glossary to be added into future reports (**CM**).

9.3.3 The CEO/GS described the national policy to drive learning towards higher level technical skills and its impact for WEA. In line with its charitable mission, WEA was committed to offering a wide range of learning opportunities and it was important the organisation continued to lobby to keep adult learning in reach of everyone.

9.4 The Chair asked that content of Paper 012 be adjusted to reflect language suggested by KD **ACTION: CM** . It was **agreed** that the paper should be moved to Trustee only confidential papers. **ACTION: JJ**

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## 10.0 REPORT OF THE CHIEF EXECUTIVE AND THE GENERAL SECRETARY

10.1 The CEO/GS gave an update on recent developments including the appointment of Prue Gibson as WEA's new head of quality. At a recent Hoxex meeting, Charlotte Piper, a DfE representative, had championed WEA's most recent impact report to the many providers who had attended the event. Charlotte Piper had subsequently accepted the CEO/GS's invitation to discuss WEA's data set in detail. The Hoxex meeting had also shared the results of Adult Community Learning [ACL] showing WEA had the largest cohort of community learners compared to other providers as at December 5, 2023. It was important WEA retained a strong voice in adult education.

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## 11.0 REPORT OF THE PRESIDENT OF THE COUNCIL

11.1 **Paper 013** was **taken as read**. As the President had recorded her apologies for the meeting, all Trustees were invited to submit questions to KF who would forward them on to PK for reply.

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## 12.0 COMMITTEE REPORTS

12.1 **Paper 014** was taken as read.

12.1.1 **Scotland Board** – KMcA reported on a positive meeting with the Scotland Board in November.

12.1.2 **Education Committee** – LP highlighted he and KD were to meet to discuss the new learner funding model. The safeguarding update report and complaints report were **noted**.

12.1.3 **Finance and Capital Resources Committee** – KD's report was **noted**.

12.1.4 **People Committee** – PT's report was **noted**.

12.1.5 **Nominations Committee** – the following recommendations were **agreed** as highlighted in Paper 014:

- All eligible Trustees will be approached about the Scotland Trustee /Chair of Scotland Board role.
- That Karen McArdle be appointed Interim Chair of the Scotland Board until such time as an eligible Trustee agrees to take on the role.
- That the Terms of Reference for the Chair of the Scotland Board shall be a Trustee with specialist knowledge of education and/or public funding regimes in Scotland.
- That provisions in the Articles relating to the composition of Council are simplified as much as possible, while maintaining a balance between Trustees who are externally recruited, and those who are elected or appointed from within the Association Membership.
- That the Board consider their meeting format, whether it is via Teams/hybrid.
- To help induction for new Trustees, a buddying system with existing Board members should be considered.

12.2 The following Board Committee Terms of Reference (**Papers 015 and 016**) were **approved** by Trustees: Audit and Risk Committee, Finance and Capital Resources Committee, Remuneration Committee and Nominations Committee.

12.3 **Policy Update: The Safeguarding and Prevent Duty Policy for Scotland (Paper 017)**, as recommended by the Education Committee, was **approved** by Trustees.

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13.0 **Safeguarding Report (Paper 018)** was **received** and **accepted**. GL reported on a safeguarding matter that had been escalated to him as the lead trustee for safeguarding. The matter would be reported through the Education Committee to the Board. GL **confirmed** he was satisfied that due process had been exercised correctly at this stage.

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14.0 **Minutes of the Previous Meetings 12 October 2023 (Paper 019)** were **approved** and **Matters Arising (Paper 012)** were **noted**.

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## 15.0 Any Other Business

15.1 KD asked that the WEA Governance SharePoint be used to improve governance communications such as the organisation of committee meetings. **ACTION: KF/JI**  
All Trustees were encouraged to access individual papers in their packs using WEA Governance SharePoint. For the time being the combined pack for each Board meeting would continue to be used.

15.2 There was no other business discussed.

15.3 The business of the meeting concluded 13.15

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**Upcoming meeting dates:**

- **Wednesday, January 10, 2024 - Council joint meeting & development day (Stone King LLP in attendance, NCVO London or hybrid)**
- **Thursday, March 21, 2024 – Board of Trustees (Stone King LLP in attendance, via Teams)**
- **Thursday, May 2, 2024 - Council joint meeting & development day (NCVO, London/hybrid)**
- **Thursday, July 11, 2024 – Board of Trustees Meeting (Coram Foundation/hybrid)**