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

Thursday, 12 December 2024
NCVO London
And via Teams Videoconference



MINUTES

Present:	John Widdowson	Trustee (Chair)	JW
	Geoff Layer	Trustee (Vice Chair)	GL
	Kevin Doyle	Trustee (Treasurer)	KD
	Abda Khan*	Trustee	AK
	Cathy Armor	Trustee	CA
	Christine Grant	Trustee	CG
	Malcolm Grady*	Trustee	MG
	Robin Cook	Trustee	RC
	Stephanie Mason	Trustee	SM
	Matthew Pointon	Trustee (President)	MP
	Ron Marks	Trustee (Deputy President)	RM
	Observing:	Sean Walker	
In attendance:	Simon Parkinson	CEO/GS	SP
	Kathleen Formosa	Director of Governance and Purpose	KF
	Angie Evans	Director of People, Strategy & Culture	AE
	Navjot Johal	Director of Learning	NJ
	Chris Morgan	Director of External Relationships	CM
	Shaun Tyndall	Chief Finance Officer	ST
	Callum Milne*	Governance Officer	CMi
	Katie Shaw	Head of Charitable Purpose	KS
	Ray McCowan	Director of Contract Relationships	RMc
Clerk:	Tara Nadi	Governance Officer	TN

* Attended via Teams

1.	WELCOME, APOLOGIES AND QUORUM
1.1	The Chair opened the meeting at 10:35, welcoming Trustees, and others in attendance.
1.2	Apologies were received from Jamey Johnson and Tracey Irving.
1.3	The meeting was confirmed quorate, and business proceeded.
2.	DECLARATIONS OF INTEREST
2.1	No declarations of interest were recorded.
3.	REPORT OF THE CHAIR
3.1	JW presented Paper 001: Reporting the Actions Taken on Behalf of the WEA Since the Previous Meeting . This paper was taken as read.
4.	END OF YEAR REPORTS
4.1	CG provided the Trustees with an overview of Paper 005: Annual Report of the Audit and Risk Committee .
4.2	The Board received Paper 003: Letter of Representation . No comments or questions were received about the letter. The Board approved the Letter of Representation.
4.3	CG confirmed the auditors had no new issues to share.
5.	2023/2024 ANNUAL REPORT AND FINANCIAL STATEMENTS
5.1	The Board approved the 2023/2024 Annual Report and Financial Statements.

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6.	ORDINARY RESOLUTION: APPOINTMENT OF AUDITORS
6.1	CG informed the Board that the Audit Committee recommended the Board extend the appointment of the auditors for 1 year. The Board approved extending the appointment of Crowe LLP for the forthcoming year. IT WAS RESOLVED therefore that Crowe U.K. LLP will be appointed as WEA's auditors for the 2024/25 financial year.
7	REPORT OF THE CHIEF FINANCIAL OFFICER
7.1	<p>ST presented and spoke to Paper 009: Report of the Chief Financial Officer.</p> <p>2023/2024 Financial Summary</p> <p>There had been a focus on contractual performance in the previous year. The organisation had performed well across all contracts. There were no major issues to report. The new structure after the Reshape was being embedded. ST emphasised that from a financial point of view, contract performance was encouraging.</p> <p>A Trustee asked when the new branch handbook would be released. NJ confirmed the branch handbook was being reviewed. Once the review had concluded, the draft will go to Council on 19 January 2025. Branch volunteers would also be consulted. It was hoped the branch handbook would be released in early 2025.</p> <p style="text-align: right;">ACTION: SP to meet with RM to discuss the branch handbook.</p> <p>2024/2025 YTD Financial Performance</p> <p>The Board received and accepted the 2024/2025 YTD Financial Performance.</p>
8	DIRECTOR OF CURRICULUM, QUALITY AND SAFEGUARDING AND DIRECTOR OF LEARNING REPORT
8.1	<p>NJ presented and spoke to the Paper 010: Director of Curriculum, Quality and Safeguarding and Director of Learning Report.</p> <p>Performance Dashboard</p> <p>During the presentation the following points were highlighted:</p> <ul style="list-style-type: none">• NJ confirmed the overall performance was good, despite the challenges around certain contracts.• SP stated that the organisation was in the unique position of being a charity and education provider. Discussions were in progress with a large employer who had identified functional skills in Maths and English as an issue for some employees. <p>NJ confirmed the R14 paper would focus on educational performance.</p> <p>Performance dashboard</p> <p>In terms of performance dashboard for the Trustees, NJ confirmed the dashboard was close to being launched and was in the final stages of testing. It was agreed that the data dashboard would be shared with the Trustees at the next meeting.</p> <p style="text-align: right;">ACTION: NJ to present data dashboard to the Trustees at the next meeting.</p>

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9	REPORT OF THE CHIEF EXECUTIVE AND GENERAL SECRETARY
9.1	<p>SP presented and spoke to Paper 11: Report of the Chief Executive and General Secretary. During the presentation, the following points were highlighted:</p> <ul style="list-style-type: none">• The Parliamentary session went well. Baroness Sue Garden was a strong advocate for the organisation. SP noted that the organisation was developing a relationship with Lord Johnson.• The Coalfield reception was attended by Labour MPs. The WEA was named as one of the partners in their strategy. Baroness Smith spoke at the event and referenced the WEA's impact report. SP wrote to his contact from the Department of Education to thank her for including the WEA in Baroness Smith's speech.• SP remained confident that the target operating model was holding, and the organisation was adapting to the new ways of working.
10	GOVERNANCE DEVELOPMENT PROPOSALS
10.1	KF presented the governance development proposals for the Board's approval.
10.2	<p>Scheme of delegation</p> <p>KF presented Paper 011: Scheme of Delegation. KF stated that the new scheme of delegation brought together partial schemes of delegation that had existed within the WEA. KF had rewritten the document so that responsibilities for review, organisation and monitoring were set out. The document was presented to the Board for consideration and approval.</p> <p>The Board approved the new scheme of delegation.</p>
10.3	<p>Learner Voice Proposal</p> <p>KF presented Paper 012: Learner Voice Proposal. KF said that the focus groups would be convened in the new year if the proposal was approved.</p> <p>The Board approved the learner voice proposal.</p>
10.4	<p>Future LAP Proposal</p> <p>KF presented Paper 012b: Future LAP Formation. On behalf of SP and Leadership Team, KF proposed that the Board agree to constitute five new LAPs. KF said that it was possible not all the LAPs would be needed in the immediate term, depending on the timing of devolution deals. However, agreement was needed to constitute the LAPs in principle in order to enable the governance team to begin the process of recruitment.</p> <p>The Board approved the proposed future LAP formation.</p> <p>The meeting paused for lunch at 12:50 and resumed at 13:20.</p>
11	REPORT OF THE PRESIDENT: WEA COUNCIL
11.1	<p>MP presented and spoke to Paper 013: Report of the President: WEA Council. During the presentation the following points were raised:</p> <ul style="list-style-type: none">• Stakeholder mapping was completed at the last joint meeting of the Board and Council.• It was confirmed that the WEA conference would take place in June 2025 at the Royal College of Physicians.• The Council had discussed the reshaping of the membership, which was one of two proposals recommended to the Board.• The Council had also discussed the reshaping of the LAPs.• At the last joint meeting of the Board and Council, it was agreed that joint meetings would take place once a year.• MP attended a parliamentary reception with SP. Lord Blunkett attended the Labour Party conference with the WEA.
12	COMMITTEE REPORTS
12.1	<p>Paper 014: Committee Reports were taken as read. The chair of each committee was invited to raise any additional points.</p>

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	<p>Education Committee The Chair said the Education Committee had introduced the concept of starting each meeting with a 10-minute Spotlight that aimed to educate members and attendees on a specific aspect of the organisation. The Spotlight at the last meeting was an insight into how mayoral contracts are utilised. The Chair said the talk demonstrated the complexities behind a mayoral contract and how much detail was required.</p> <p>People Committee The Chair of People Committee said they were pleased with the level of staff involvement and engagement and thanked everyone for their work on achieving this.</p> <p>Finance and Capital Resources The Chair of the Finance and Capital Resources Committee said that the future of WEA’s estate was discussed at the last meeting. Specific proposals for acquisition and disposal would come back to the Board for consideration at a later date.</p> <p>Audit and Risk Committee The Chair of the Audit and Risk Committee assured the Board that the risks remained stable.</p> <p>Nominations Committee The Chair of the Nominations Committee noted that the organisation had adopted a greater focus around governance and organisation effectiveness. As such, it was suggested at the meeting that the Committee becomes the Governance and Nominations Committee. It was noted that a remit of the proposed Governance and Nominations Committee would need to be defined and approved before it was formally adopted.</p> <p style="text-align: right;">ACTION: KF to draft a set of terms of reference for a proposed Governance and Nominations Committee.</p>
12.2	Governance Code of Conduct & Complaints Procedure
12.2.2	<p>KF presented and spoke to Annex 1: Governance Code of Conduct and Complaints Procedure. KF confirmed it had been amended to reflect job titles and correct numbering, but that no material changes had been made.</p> <p>The Board approved the Governance Code of Conduct and Complaints Procedure.</p>
13	ANNUAL SAFEGUARDING REPORT AND IN-YEAR SAFEGUARDING REPORT
13.1	<p>CA presented and spoke to Paper 015: Annual Safeguarding Report and In-Year Safeguarding Report. During the presentation, the following points were highlighted: AE confirmed that the mandatory training offering for trustees would be revamped. AE said the new training would be done in-house and tailored to the Trustees.</p>
14	ANNUAL HEALTH AND SAFETY REPORT
14.1	<p>Paper Annex 2: Annual Health and Safety Report was presented to the Board for acceptance. The Board accepted the Annual Health and Safety Report.</p>
15	MINUTES OF THE 10 OCTOBER 2024 MEETING OF THE BOARD OF TRUSTEES AND MATTERS ARISING
15.1	<p>Papers 015 and 015a: Minutes of the 10 October Meeting of the Board of Trustees and Matters Arising were presented to the Board for approval and review. KF confirmed that all matters arising were complete or substantially in progress.</p> <p>The Board approved the minutes from the meeting on 10 October 2024.</p>
16	ANY OTHER BUSINESS

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16.1	Board and Committee Meeting Dates 2025/2026 It was agreed that the Board would receive P1 at the next strategy day. The Board were asked to attend the strategy day in-person to facilitate discussions.
16.2	The Chair thanked attendees.
16.3	No further business was raised.
16.4	The business of the meeting concluded at 14:01
Upcoming meeting dates: <ul style="list-style-type: none">- Wednesday, February 26, 2025 – WEA Council via Teams 10:30 – 12:30- Wednesday, April 30, 2025 –Board of Trustees Strategy Day (NCVO, London) 10:30 – 16:00- Wednesday, June 06, 2025 – WEA Council via Teams 10:30 – 12:30	