

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

Thursday, 11 July 2024 at the Fielding Room, Queen Elizabeth II Centre, Coram, 41 Brunswick Square, London and via Teams

MINUTES

Present:	Geoff Layer	Trustee (Vice Chair)	GL
		Chair of the meeting (from item 1.0 to 6.2)	
Present:	John Widdowson	Trustee (Chair)	JW
		Chair of the meeting (from item 6.3)	
	Robin Cook	Trustee	RC
	Lindsay Pearson	Trustee	LP
	Kevin Doyle	Trustee (Treasurer)	KD
	Malcolm Grady	Trustee	MG
	Christine Grant	Trustee	CG
	Peter Threadkell	Trustee	PT
	Stephanie Mason	Trustee	SM
	Cathy Armor	Trustee	CA
	Tracey Irving*	Trustee	TI
	Pat Kynaston*	Trustee	PK
Observer:	Ron Marks (from item 5.2.1)	Deputy President Elect/Council & LAP Member	RM
In attendance:	Simon Parkinson	CEO/GS	SP
	Kathleen Formosa	Director of Corporate Governance & Company Secretary	KF
	Katie Easey* (to item 7.4)	Director of Education: Community Learning	KE
	Shaun Tyndall	Director of Finance & IT	ST
	Liz Gorman*	Governance Officer	EG
	Callum Milne	Governance Officer	CM
	Ron Hill (item 11 only)*	Stone King LLP	RK
	Sarah Johnson (item 11 only)*	Stone King LLP	SJ
Clerk:	Julie Isted	Head of Corporate Governance	Jl

*via Teams

1.0 WELCOME, APOLOGIES AND QUORUM

- 1.1 GL, as Vice Chair, **opened** the meeting at 10:32, welcoming members of the Board of Trustees and others in attendance.
- 1.2 Apologies had been received in advance and were **accepted** from the Chair of Trustees, JW, who had been delayed due to rail travel restrictions, Jamey Johnson, Abda Khan and Matt Pointon.
- 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 SPECIAL RESOLUTION TO ADOPT NEW ARTICLES

- 3.1 KF presented **Paper 003**. Acting as Members of the Company, the following **Special Resolution** was **approved** by the Board of Trustees: THAT following receipt on 20 June 2024 of Charity Commission consent to the amendment of Clause 89 of the existing Articles, the Articles of Association (**Paper 001**) was **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.

By taking a consultative and collaborative approach with WEA Council throughout the process of considering all changes now incorporated to the Articles of Association and supporting Regulations, Trustees (who are also the Company Members) were satisfied that the requirements for seeking approvals under Article 90 of the existing Articles of Association had been met.

4.0 REPORT OF THE CHAIR AND ACTIONS SINCE THE LAST MEETING

- 4.1 GL presented **Paper 002** on behalf of the Chair of Trustees, reporting the actions taken since the previous meeting. This paper was **taken as read**.
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5.0 NOMINATIONS COMMITTEE REPORT

- 5.1 **Paper 003** was **taken as read**. GL reported the committee had met on 3 July 2024. He highlighted matters from that meeting including the introduction of 360 appraisals for committee chairs, the introduction of the ETF governance programme for all committee members (as well as trustees).
- 5.2 Trustees **approved** the following recommendations from the Nominations Committee as set out in Paper 003:
- The appointment of WEA Association Officers and Trustees: Matt Pointon as President and Ron Marks as Vice President from 1 August 2024 in accordance with WEA's Articles, subject to all necessary eligibility checks.
 - In consideration of the new Articles and Regulations that provisions in committee terms of reference are updated to show the composition of each committee as comprising a minimum of three trustees and three to six lay members of the committee to be appointed on the basis of skills. It was **noted** that the Nominations Committee will continue to maintain a skills matrix for each committee, to be regularly reviewed.
 - The recruitment practice to lay member vacancies on Board Committees as set out in Paper 003.
- 5.2.1 RM was **welcomed** into the meeting as an **observer** at 10:40.
- 5.2.2 Trustees further **approved** the following recommendations from the Nominations Committee as set out in Paper 003:
- Based on the results of the recent skills audit, the recruitment of a further two trustees to the board.
 - Cathy Armor as Chair of the People Committee from 31 July 2024 and Malcolm Grady as Chair of the Education Committee from 31 July 2024.
 - Several appointments as Co-opted Members to the Audit & Risk Committee, Education Committee, Scotland Board and People Committee as set out in Paper 003 all subject to satisfactory on-boarding checks.
 - The appointment of a learner representative (MS) to the WEA Council and MG as a Co-Opted External Member Representative (and member of S Yorks LAP).

6.0 REPORT OF THE CHIEF EXECUTIVE AND THE GENERAL SECRETARY

- 6.1 SP began his report by referring Trustees to the strong narrative within the recently published WEA Ofsted inspection report. He gave appreciation to all those involved in achieving a 'Good' rating; noting this was a significant achievement for both WEA and the sector.
- 6.2 The Chair of Trustees joined the meeting at 11:07. He **apologised** for his late arrival due to transport delays. He **thanked** GL for chairing in his absence. JW took on the role as Chair of the meeting from 11:10.
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7.0 EDUCATION DIRECTORS' REPORT

- 7.1 Education Report (**Paper 005**) was presented to the Board by the Director of Education for Community Learning (KE). The papers were **taken as read**.
- 7.1.1 Targets against budget were reported in detail. The interrelationship between education and finance was acknowledged.
- 7.2.2 SP described improvements to the curriculum planning process. **In answer to questions, KE confirmed:**
- The proposed new structure aimed to give greater accountability per staff member. Tailored learning targets were achievable although all targets were challenging due to a changing landscape.
- In response to further questions SP confirmed:**
- Branch delivery remained a key part of volunteer led community learning, WEA was passionate about this and wanted to increase branch provision.
 - Within the proposed new structure, effective information, advice and guidance, including pastoral support, would be provided by a specialist team.
- 7.2.3 KE was **thanked** for her report. She was **excused** and left the meeting at 11.48.
- 7.2.4 It was **noted** that ~~that~~ the Education Committee had adjusted their committee meeting schedule to align more closely with business planning.
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8.0 FINANCIAL UPDATE – P10 Management Accounts

- 8.1 The P10 Management Accounts (**Paper 004b**) were presented to the Board by the Finance & IT Director (ST). The papers were **taken as read**. ST reported the reforecast year-end position as at the end of P10.
- 8.3 **Summary Draft Budget 24/25 (Paper 004a)**
ST **reported** that the prudent draft budget for 2024/2025 had been considered by the F&CR Committee at their meeting on 4 July 2024. SP described the changing pattern of devolution and its likely impact on WEA service delivery.
- 8.4 It was **noted** that Committee oversight of contract management, external relationships / partnership delivery would be set out in updated Committee terms of reference in the Q2 reporting round. **ACTION: Governance/KF**
- 8.5 Having been considered by the Finance & CR Committee and Trustees, the draft budget for 2024/25 was **approved** (as set out on pages 36-41 of the Board pack).

The meeting paused at 12:45 and resumed at 13:20.

9.0 EXTERNAL REVIEW OF GOVERNANCE - Ron Hill and Sarah Johnson from Stone King LLP joined the meeting via Teams at 13:21.

9.1 KF reported that following presentation of the draft report to the Council and Trustees in May 2024, the updated copy of the external review of governance (**Paper 006**), conducted by Stone King LLP, was now presented to the Board for consideration, and if thought fit, acceptance.

9.2 RH **presented** highlights from the report and Trustees acknowledged it was good to have confirmation that WEA had an effective governance team. KF **explained** that the accompanying action plan was a working document (**Paper 007**) which contained specific steps and timelines for action.

Trustees were invited to contact KF with comments on the draft action plan by 24 July before a version would be circulated to the Board for approval by circulation. **ACTION: All Trustees** The Audit and Risk Committee would oversee action plan progress on behalf of the Board.

9.3 After due consideration, Trustees **accepted** the findings of the Stone King review and **endorsed** the first draft of the governance action plan.

The Chair **thanked** RH and SJ for their report, and they were **excused** from the meeting at 13:40.

10.0 FUTURE APPROACH TO MEMBERSHIP

10.1 KF **presented** a proposal to review the Association Membership offer with the Council during the 2024/25 year. Within the Reshaping proposals, membership oversight was to sit within the new Governance & Purpose directorate. A Senior Membership Officer would report to a new Head of Charitable Purpose. KF summarised the costs of membership administration and reminded Trustees about the definitions of membership within the Articles of WEA.

10.2 KF proposed three key principles be considered regarding the Association Membership

- At point of first engagement, membership should be open to all those who are associated with WEA. Diversity of membership and representation was important.
- Members should be actively encouraged to campaign on WEA's behalf and continue to participate in WEA's governance [including learner voice].
- WEA should leverage key events to drive engagement and reenergise membership.

Trustees **approved** the approach and that the new strategy to be considered at a later date.

10.3 The Chair reported that he had recently met with the incoming president, Matt Pointon, and the Council was to consider income diversification opportunities and the development of an ambassador/patron scheme. Trustees discussed the importance of WEA as a leading voice in raising awareness of the benefits of adult learning in the UK.

10.4 SP confirmed the positive impact LAP member representatives had had on discussions at Council however, it was important to get stakeholder/learner voice and the balance of member representatives right in Council constituencies across England and Scotland.

11.0 RREPORT OF THE PRESIDENT OF THE WEAL COUNCIL

11.1 **Paper 008** was **taken as read**. The President reported that at their joint meeting on 30 May, the Board and Council received an update from the CEO which included an update on the

Reshaping proposals and an update on the Local Needs Duty Review. Starting in September 2024, it was hoped that LAPs would become involved in the review as WEA gathered evidence to assess how well the charity's education delivery meet local needs. The Council meeting on 5 June had welcomed six new representatives. Recruitment for Local Advisory Panel members and Council members was ongoing in England and Scotland.

- 11.2 The Chair **thanked** the President for her last formal report to Trustees before retiring on 31 July.

12.0 COMMITTEE REPORTS

- 12.1 **Scotland Board** – Karen McArdle's report was **noted**. TI reported on a positive meeting with the Scotland Board in May.

- 12.2 **Audit and Risk Committee** – CG's report was **noted**. CG highlighted the consolidated register and the risk heat map summary. The heat map summary results were **noted**.

The following policies were **approved** by the Board of Trustees (Annex 3a):

- Anti-bribery & Corruption Policy
- Environmental and Sustainability Policy

The following policies updates were **noted** for information having been approved by the Audit and Risk Committee in the reporting period:

- Whistleblowing Policy
- Fraud Prevention Policy

- 12.3 **People Committee** – PT's report was **noted**. Trustees **accepted** the Gender Pay Gap Report (Annex 2).

- 12.4 **Education Committee** – LP's report was **noted**.

The Board **accepted** the Complaints update report (Annex 1).

The Board **noted** the Accountability Statement and the Local Needs Duty Review for information following review and acceptance by the Committee.

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

The Board **approved** the Fee Policy 2024/25 in Annex 1. It was **noted** the policy would be reviewed at a different point in the cycle of business during 2024/25.

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- 13.0 **SAFEGUARDING REPORT (Paper 010)** was **received** and **accepted**. GL, as the Lead Trustee for Safeguarding & Prevent, thanked the safeguarding team for their report. The Board **noted** that Ofsted had highlighted WEA's effectiveness in this area.

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- 14.0 **HEALTH AND SAFETY REPORT (Paper 011)** was **received** and **accepted** having been reviewed by the People Committee at their June meeting. RC, as the Lead Trustee for H&S, explained a more focused report was to be considered at future meetings.

15.0 BOARD BUSINESS

- 15.1 All **Minutes** of the **Previous Board Meetings 21 March 2024, 28 March 2024** and **Annexes (Papers 012 to 016)** were **approved** by Trustees. **Matters Arising (Paper 017)** were **noted**.

15.2 SP **explained** the frequency and format of future joint meetings of the Board of Trustees and WEA Council was to be reviewed at September's joint meeting. KF reported the formal business of the Council was to be considered in an updated work plan.

16.0 ANY OTHER BUSINESS

16.1 The Board **expressed** their appreciation to all staff following the most recent Ofsted report.

16.2 The Board **noted** that sadly, Karen McArdle had stepped down as a Trustee and WEA Officer in June. Requirements under the new Articles for filling casual vacancies among Association Officers (i.e., elected trustees) were **noted**.

16.3 The Board formally **thanked** retiring trustees Pat Kynaston, Lindsay Pearson and Peter Threadkell for their service to WEA.

16.4 There was no other business discussed.

16.5 The business of the meeting concluded 14.45
