

## LTE Group Board

**DATE: 18<sup>th</sup> July 2023 9.00-17.15**

**VENUE: City Campus**

Present: Phil Lanigan, Paula Cole, Rhona Bradley, Malcolm Sugden, Barry Lynch, Adam White, John Thornhill (CEO), Philip Johnson (Chair), Jenifer Burden, Tim Sargeant, Ambereen Ahmed,

Apologies: Anika Ephraim, Ann Limb, Nicholas Garbett, Malcolm Todd, and Kate McKenzie (Deputy Company Secretary)

In Attendance: Peter Cox (MD Novus), Alison Close (Chief Finance Officer), Lorna Lloyd-Williams (Company Secretary & General Counsel), Rachel Curry (Principal, The Manchester College), Ed Lack (Group Director of Quality and Melanie Nicholson (MD Total People), Angela Hunter (MD Group Operations), Sherman Wu (Governance Officer)

### Draft Part A Minutes

	<b>The meeting commenced at 09.03 and was quorate with at least 7 Governors present.</b>
<b>01/23</b>	<p><b>APPOINTMENT OF GOVERNOR</b></p> <p>The Board considered the recommendation of the Governance Committee and noted the desire to maintain the link with the City Council that had been afforded by the presence of Councillor Hacking on the Board and the additional insight the proposed new member would have regarding the local skills agenda. Members were advised of the potential Governors experience. Following discussion, it was</p> <p><b>Resolved</b> to appoint Councillor Garry Bridges as a Governor and member of the TMC Divisional Board.</p>
<b>02/23</b>	<p><b>APOLOGIES</b></p> <p>Apologies were received and accepted from Malcolm Todd, Ann Limb, Anika Ephraim, and Nicholas Garbett.</p>
<b>03/23</b>	<p><b>DECLARATIONS OF INTEREST</b></p> <p><b>09.09 Rhona Bradley joined the meeting</b></p> <p>Declarations of interest were made by members of the executive team in relation to the agenda items regarding the executive scorecard and review of executive compensation and benefits. It was noted that the executive save for the CEO and Company Secretary would be absent for this part of the meeting.</p>

	<p>Mr Malcolm Sugden made a declaration of interest in relation to the terms of office agenda item. Mr Philip Johnson made a declaration of interest in relation to the agenda item on succession planning. It was noted that Mr Sugden and Mr Johnson would be absent from the part of the meeting pertaining to them.</p> <p>In relation to Mr Adam White, the Board noted the potential conflict regarding a potential risk that CBRE colleagues might be advising bidders on best and final offers for Shena Simon. This had also been declared at the IESG meeting.</p>
<b>04/23</b>	<p><b>MINUTES OF THE MEETING of 28<sup>th</sup> March</b></p> <p>The Board approved the minutes of the meeting on the 28<sup>th</sup> March as a true and correct record of the meeting.</p>
<b>05/23</b>	<p><b>MATTERS ARISING</b></p> <p>In relation to matters arising the Company Secretary updated the Board as follows:</p> <ol style="list-style-type: none"> <li>1. H&amp;S face to face training – this was to be discussed with the Director of She and incorporated into the governors training plan for the next academic year which would come to Group Board for approval.</li> <li>2. In relation to the query regarding the provision of data required to manage quality appropriately, the MD of Group OPs advised this action had been ongoing with the MIS team working with the quality team and the college to understand and build out on their requirements. It was noted that the destinations report was already drafted and with the quality team for review.</li> </ol>
<b>06/23</b>	<p><b>INTERNAL AUDIT plan 23/24</b></p> <p>The Board were provided with an overview, the internal audit plan having been considered by ARC. The Board were also advised that RSM had been reappointed for a three-year term following a tender process and on the approval of ARC. The underpinning themes of adherence to Managing Public Money (MPM) and Value for Money (VFM) were highlighted and the Board were also advised a specialist audit regarding cybersecurity might be required.</p> <p>Governors commented that there was much reliance on reporting and management information and questioned whether internal audit had looked at the quality and integrity of the reporting process and management information. It was discussed and agreed that this should be considered for inclusion in a future year's internal audit plan. The Principal gave assurance that data and ILR submitted to funding agencies is subject to external audit. Following discussion, it was</p> <p><b>Resolved</b> to approve the Internal Audit Plan for 23/24.</p>
<b>07/23</b>	<p><b>REVIEW OF SUBCONTRACTING ARRANGEMENTS INCLUDING POLICY</b></p> <p>Governors asked if there were other opportunities that needed to be considered and it was explained that subcontracting carries significant risks and so the approach had been to stay with organisations with whom there was a historical relationship with and had been subject to Ofsted inspection. Governors asked if the base contract was reflective of current requirements and the Board received assurance in this regard.</p> <p>It was</p>

	<p><b>Resolved</b> to approve the policy and endorse the use of the subcontractors, the Greater Manchester Fire and Rescue Service (GMFRS) to deliver the Prince's Trust Teams Programme.</p>
<b>08/23</b>	<p><b>EXTERNAL BOARD REVIEW</b></p> <p>It being noted that further enquiries regarding potential providers were underway it was</p> <p><b>Resolved</b> to delegate authority to the Governance committee to appoint the providers for the External Board Review.</p>
<b>09/23</b>	<p><b>TERMS OF OFFICE &amp; SKILLS GAP</b></p> <p>On the recommendation of the Governance committee and in relation to Malcom Bruce, also the Total People Board of Directors it was</p> <p><b>Resolved</b></p> <ul style="list-style-type: none"> <li>• To appoint Malcom Sugden for a further term of three years from the 18th July 2023.</li> <li>• To appoint Malcom Bruce for a further term of one year from the 1st August 2023</li> </ul> <p>The Board also endorsed the search for additional members of the Audit and Risk committee and UCEN board in order to address identified skills gaps.</p>
<b>10/23</b>	<p><b>STUDENT MEMBERSHIP AND CHANGE TO I'S &amp; A'S</b></p> <p>The recommendation from the Governance committee to consider lowering the age limit for the student co-opted member only to 16 was discussed and debated. Concerns were expressed regarding safeguarding and a younger student being exposed to this. The Board were advised that there was an absence of student representation on the TMC board and received assurance that we would be able to manage the risk and exposure to a young person. Following discussion, it was</p> <p><b>Resolved:</b> To remove the current age restriction of 18 in relation to the role of the student co-opted member of the Board and change this to 16.</p>
<b>11/23</b>	<p><b>CONFLICT OF INTEREST POLICY</b></p> <p>On the recommendation of the Governance Committee, it was</p> <p><b>Resolved</b> to approve the conflict-of-interest policy.</p>
<b>12/23</b>	<p><b>CYCLE OF BUSINESS 23/24</b></p> <p>It was</p> <p><b>Resolved</b> to approve the Group Board cycle of business.</p>
	<p><b>RESOLVED</b> that as the items to be considered are deemed commercially sensitive, the Board move into confidential session.</p>
	<p><b>Chair</b></p>

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