

LTE Group Board: 17th July 2025

Present: Rhona Bradley, Tim Sargeant, Malcolm Sugden, Adam White, Philip Johnson (Chair), Garry Bridges (Teams), Phil Wheatley, Annette McCone, Alison Blackburn, Emily Allen, Ellen Letton, Jilly Atherton and John Thornhill

Apologies: Ann Limb, Anika Ephraim and Paula Cole

In Attendance: Lorna Lloyd-Williams (Company Secretary & General Counsel), Peter Cox (MD Novus), Alison Close (Chief Finance Officer), Rachel Curry (Principal, The Manchester College), Yetunde Dadebo Olabode (Governance and Legal Advisor), Ed Lack (Group Quality Director) -Quality item only and Melanie Nicholson (MD of Total People)

PART A MINUTES

	The meeting commenced at 9.30 and was quorate
45/24	APOLOGIES Apologies were received and accepted from Anika Ephraim, Paula Cole and Ann Limb.
46/24	DECLARATIONS OF INTEREST Declarations of interest were noted from the Executive in relation to the restricted session, which it was noted that they would be attending. Whilst the Company Secretary also a member of the executive would be at the restricted session as she was shortly to leave the LTE Group it was noted that the agenda item would not apply to her. In relation to the Governance update, Alison Blackburn and Tim Sergeant made declarations of interest and it was agreed that they would step out of the meeting for the matters pertaining to them. Garry Bridges made a declaration of interest for any financial or estates discussions concerning Manchester City Council (MCC). It was noted there were no such matters requiring decision on the agenda.
47/24	MINUTES OF THE MEETING 25TH MARCH 2025 (PART A & PART B) AND NOTING OF RESOLUTION RE ACCOUNTABILITY AGREEMENT. The Part A and Part B minutes of the meeting on the 25 th March were approved as a true and correct record of the meeting. The Board also noted the passing of the written resolution in respect of approval of the accountability agreement.
48/24	MATTERS ARISING The Board noted that there were four outstanding actions. The Company Secretary advised that strategy was being covered in the meeting, that in relation to Neom, due diligence would be undertaken if the opportunity arises. Regarding ED&I, members were advised that it was on the agenda and the committee chair would be giving a verbal update.
49/24	CEO REPORT The CEO spoke to his report and advised there were 3 themes: 1. Celebration 2. Transition 3. New beginnings The Board were advised that more people were affected by the change as there was a larger number of colleagues at risk of redundancy. Quality was noted to be high across the Group. Financially it was noted that the Group was continuing its strong financial performance and could potentially be rated as outstanding under the DfE Financial health rating. The Board were

	advised of the people theme as set out in the report. It was noted that a larger pool of colleagues were at risk of redundancy due to the PEF and the Moj requirements. In terms of going forward the Board were made aware there would be a new Ofsted framework with more metrics and measures. Also, a change in which the way the Group would manage its finances with no banking covenants anymore but that any borrowing would need to be through the DfE. The Board were also advised of the transition in Novus with the new prison contract. Members also noted that in relation to quality there would be a focus on YOI Weatherby. In summary thanks were expressed to the team and the Board and the CEO advised that the Boards help would be needed in starting the new strategy. Members were advised there would be a focus on lobbying in respect of the West Midlands bid, influencing in respect of the disconnect between AEB and 16-19 approach which was noted to have become urgent. Members noted that AOC was talking about differentiated pay rises because of this which was of concern. Also, a medium-term focus on trying to obtain change in respect of the VAT rules. Governors asked whether there was an opportunity to speak up about EHCP/SEND reforms and learners. Board were advised that we were well placed to continue to speak up on behalf of these learners. In response to questioning members were advised that the Group had received a response to the joint letter sent about funding of adult education and that there was to be a meeting with the Combined Authority to discuss the issues raised. The Board were also updated on the work being undertaken in respect of apprenticeships and that the Group was looking to undertake a pilot later in the year. The Board asked to revisit the EHCP/Send issue in the autumn once there was further announcement from the government. ACTION: Principal Members discussed the challenges that would be faced particularly from the external environment in implementing the new strategy.
50/24	SCORECARD – PROGRESS AGAINST GROUP KPIS & CORPORATE RISK HEATMAP The Board was requested to note the performance to date for strategic KPIs, FY24/25 Scorecard and capacity run rate and were advised the final position would be reported in October. It was explained that there was an element of caution in entering the new strategy period but that the Group had a strong foundation. The MD for Novus took the Board through the position in respect of the KPIs as detailed in the report also speaking with the Board about the performance against the measures in the 24/25 scorecard. The Board noted that the approval of DAPs had now taken place and UCEN Manchester would now enter the probation period. Members were also appraised of the results of the NSS survey. The Chair of UCEN Manchester advised that the business unit was in a good position but there were some areas of focus in relation to NSS, In relation to capacity management, the Board had been provided with a slide setting out the run rate of projects. Members asked what the slide was telling them and it was explained it was trying to capture key projects across the group. The CEO advised that the Group was full in terms of change initiatives. Governors asked what was being measured by the bars and were advised that the bars were the number of activities. Governors challenged the scale of different activities and how this was interpreted. It was explained that it was being used as an internal tool to measure the work. Members commented that it would make more sense if the slide reflected the scale of projects and it was confirmed that this would be separated out going forward, detailing the top 5 projects. ACTION: MD Novus Members also commented that the organisation cannot run “hot” all the time. The members were also provided with a high-level summary of the recent changes in the corporate risk register as follows: • High residual risks remain the same at 7. • Medium residual risks have decreased by 1 to 20. • The minor residual risk category has increased by 1 to 3.

	• The overall number of risks increasing in status has reduced by 2 to 8. • The number of risks decreasing in status is 4 (compared to 2 at Q2). Members commented that it was interesting to see there was no change between the internal risks and residual risks. Members asked whether the change in risk appetite was reflected in this and it was confirmed that this would be covered later in the agenda.
51/24	CARBON REDUCTION PLAN(CRP) The Principal advised that following discussion at the Board Strategy session in May 2025, the agreed changes have been made: 1. No change to the current commitment in the CRP in relation to Scope 1 and added an action to develop a draft plan in support of this commitment 2. With reference to Scope 3, we have included a 'broader' commitment statement in the CRP, as below: 'To review the LTE Group's activities within the 15 categories in scope 3 - and take action, where feasible, in support of the UK's commitment to be net zero by 2050' 3. The scorecard for 2025/26 includes an objective to develop the 2038 carbon reduction plan with a focus to develop a view of Scope 3 and a net reduction in energy use for Scope 1 and 2. It was explained that the CRP often has to be submitted as part of grant and bid applications. The CEO added that there was an emphasis on reducing energy usage and business travel. Governors asked if it could be presented to make it more learner friendly version. ACTION: Principal Following discussion, it was Resolved to approve the Carbon Reduction Plan July 2025 and agreed can apply the Group Chairs signature to it.
52/24	ED&I UPDATE The Chair of the ED&I committee advised that a lot of groundwork had been undertaken and there had been a number of informal meetings. She advised that the committee was focusing on learners, staff and community stakeholders. It was explained there were 10 areas of focus and the committee had looked at having HR resource to assist. Three companies, Gartner, National Centre for Diversity and Inclusive Employers had been shortlisted. The Board received a short explanation of each organisation and the feedback on the presentations. Inclusive Employers was the likely recommendation of the committee with it being explained that a baseline audit would first be undertaken and then accreditation if desired. It was explained they will work with the Board and that the committee was in a position where it was undertaking reference checks. The Board were advised that hopefully an appointment could take place by the end of July.
53/24	FINANCIAL REGULATIONS The Board had received a summary of the proposed changes to the financial regulations noting had been taken to ARC who were recommending them.it was noted that delegated authorities were to be looked at over the next 3-6 months. Governors asked about the Weston report and how the principal was able to have payments that went around. The CFO explained that looking at remedying the delegation below the exec level delegations. It was also noted that internal audit would be looking at this under the proposed plan. Governors also asked whether we are clear with colleagues that whistleblowing is a process they can use. The Board raised the increase in limits on SPH controls and were advised that this would-be subject to a further review that would be brought back to Board. It was Resolved to approve the revised financial regulations.
54/24	INTERNAL AUDIT PLAN 25/26 It was noted that the Group needed to commission a minimum of 6 reviews so that internal auditors can form an opinion. The 4 risk-based audits and 2 core assurance audits were detailed in the papers. Members were advised some potential audits had been debated but the timing was not right eg benefits realisation re estates and performance management cycle. - audit 26/27. Governors asked about vexatious complaints and what this meant. The Company

	Secretary and General Counsel explained about the increase in cases being brought by litigants in person which was both a sectorial and societal issue. Members asked about systems and Board MI. and the CFO updated on the work being undertaken. Governors questioned whether AI might overlap with the cyber assurance audit and the Board were advised that it was a question of scoping correctly. It was Resolved to approve the 25/26 internal audit plan.
55/24	IT ASSURANCE/CYBER SECURITY 15.16 The Group IT Director joined the meeting The Group Board was reminded that the internal audit services from RSM were only one source of assurance. In 22/23, it was decided to remove IT / Cyber from the scope of assurance services provided by RSM with the support of the ARC and seek assurance from Fidus International in relation to an IT Health Check (ITHC) for core systems). The Board were advised that there are two standards in the UK for penetration tests and that the Group used the more robust one, Check. The Board also received assurance that the Group met the following ESFA, GMCA and MoJ contractual obligations: • Cyber Essentials +, this is required by MoJ, GMCA & ESFA contracts; • ISO 22301 for the IT team (or at least working to the requirements of the standard) – required in the ESFA FE contract • IT Health Check (ITHC) of core systems where student data is held, this includes EBS (Learner record system) and Business World (Finance), LTE Group have specifically chosen to include iTrent as well for completeness even though it holds no learner data– required in the ESFA FE contract • ITHC of systems used in the delivery of education in prisons – Required in the PEF contract • ISO 27001 – Required by various MoJ contracts and some TP/MOL customer The Board were advised that consultants had been commissioned to undertake a gap analysis which would be brought to ARC along with an action plan. ARC were content with the proposed action. The Board also received a paper on Cyber Attacks & Implications for LTE Group following the recent well publicised cyber attacks on M&S and Co-op containing a lessons learned. The Board were advised there were a number of measures already in place and the Group was now looking at systems to Deploying Intrusion Detection Systems/Intrusion Prevention Systems (IDS/IPS) onto the internal network. It was also noted that the Group IT director was actively engaged with JISC The Chair of ARC advised there was debate at committee as to whether enough was being done and it was felt that this was the right way forward and was proportionate and value for money. Governors asked what was being done in relation to employees and were advised that the Group was being very robust about mandatory training and has multi-factor authentication. The Group IT director left the meeting at 15.32
56/24	RISK MANAGEMENT The Board noted that the feedback from the strategy days had been incorporated. Board were updated on 3 moving risks: PES, cyber and AEB (lack of indexation) and a maturing approach to risk management in the Group. It was noted that deep dives were taking place to test controls. On the recommendation of ARC, it was Resolved to approve the risk appetite statement.
57/24	REVIEW OF SUBCONTRACTING ARRANGEMENTS INCL SUBCONTRACTING POLICY The subcontracting arrangements and policies having been scrutinised respectively by TMC Divisional Board and TP Board of directors and upon their recommendation, it was Resolved to approve the subcontracting policy for TMC and endorse the use of the subcontractor, the Greater Manchester Fire and Rescue Service (GMFRS) to deliver the Kings

	Trust Teams Programme. Additionally, to approve the subcontracting policy for Total People and endorse the use of the subcontractors Peak Training and Power in Partnership.
58/24	GOVERNANCE UPDATE The Board was informed of a number of recommendations arising from the Governance Committee. The Board was assured that all reappointments are subject to a thorough evaluation of appraisals, experience, skills, contributions, and the Board's ongoing requirements. It was recommended that Tim Sargeant be reappointed for a third term of office of three years. It was noted that Tim had expressed the mutual benefit of his engagement with both the Board and the BBC, and his enthusiasm for continued service was reaffirmed. The Board was further advised that Alison Blackburn, previously appointed as Interim Governor and Interim Chair of UCEN Manchester until the end of the current academic year, had now been recommended for a permanent appointment in those roles until the end of her existing term in July 2027. The Board was then asked to approve the reappointment of Mark Dewhurst, a co-opted member of IESG and the ED&I Committee, for a second term of three years. Mark's expertise as a chartered quantity surveyor was noted, particularly for his contributions to estates matters across phases one and two and ongoing capital developments. The Board was informed that Louise Durose had completed her third term of three years. In light of the evolving strategic requirements for Total People (TP), the Governance Committee recommended a one-year extension of her appointment. Additionally, the Board discussed the initiation of recruitment for an employer member to the Total People Board, and delegated authority to the Governance Committee to appoint recruitment agents as necessary. The Board was requested to approve revised Terms of Reference for the Remuneration Committee (REMCO). The amendments included increasing the Governor's membership on the committee from two to four to enhance transparency and robustness, particularly in the context of heightened scrutiny within the FE and HE sectors. The Board was also requested to approve the revised Terms of Reference for the UCEN Manchester Divisional Board, which had been reviewed and approved by the UCEN Board. It was highlighted to the Board that this review had been proactively undertaken by the Chair and Dean, not as a result of any regulatory concern, but as a prudent measure ahead of an outcome on the DAPs application. The changes were not deemed substantive but sought to improve clarity, especially regarding the delineation of the committee's powers and to align with QAA expectations, particularly in terms of membership disclosures. On the recommendation of the Governance committee, it was Resolved: 1. To appoint Tim Sargeant for a third term of 3 years to run from the end of his current term (September 2025). 2. To appoint Mark Dewhurst for a second term of 3 years to run from the end of his current term (November 2025). 3. To appoint Louise Durose for a further one-year term on the Total People Board. 4. To appoint Alison Blackburn as a permanent Governor and Chair of UCEN Manchester, to serve until the conclusion of her existing term in July 2027. 5. To grant delegated authority to the Governance Committee to appoint recruitment agents for the search of an employer member to the Total People Board. 6. To appoint an additional member to REMCO committee so that 4 Governors sit on the committee. To increase the quoracy requirement above the previously agreed 40% to 75% or 3 out of 4 Governors. 7. To approve the REMCO revised Terms of Reference. 8. To approve the UCEN Manchester revised Terms of Reference. The Board was informed of succession arrangements for UCEN Manchester, noting that upon the anticipated departure of Ann from the Board in December, Rhona would be appointed to the UCEN Manchester Board. The Governance Committee considered the value of her vice-chair role and representation on UCEN to be beneficial, particularly as she did not currently sit on another educational board. It was Resolved to appoint Rhona Bradley to the UCEN Manchester Divisional Board when Ann Limb steps down from the Board.

	The Board noted that at the last UCEN Manchester Divisional Board meeting, the Student Union President had delivered an annual review of their constitution. The Student Union had requested an amendment to its constitutional documentation to formalise that it covers TMC in principle, despite limited engagement in practice. The Board was informed that TMC students continued to have robust mechanisms to input into decision-making. It was Resolved to endorse the proposed UCEN Manchester Student Union Constitutional revision. The Board was also asked to approve three further governance documents; the revised Governance Code of Conduct, which had been simplified for ease of compliance; the new Governance Succession Planning Policy, developed in response to an external Board review recommendation; and the annual Board Cycle of Business. It was Resolved to approve (1) the revised Governance Code of Conduct (2) the Governance Succession Planning Policy (3) the annual Board Cycle of Business Finally, the Board was reminded of the new Chair appraisal methodology discussed at the previous meeting. The updated process involves a 360-degree appraisal process. When questioned, it was confirmed to the Board that an in-person component remains part of the feedback process. It was Resolved to approve the revised Group Chair Appraisal. Thanks were conveyed to Ellen Letton student governor whose term was ending. Thanks were conveyed to Emily Allen as staff governor. Thanks were conveyed to Lorna Lloyd-Williams.
59/24	CONSENT AGENDA All the following items under the consent agenda were approved by the Board:
60/24	Governor Induction Process (recommended by Governance Committee)
61/24	Anti-Money Laundering Policy (recommended by ARC)
62/24	Gifts & Hospitality Policy (recommended by ARC)
63/24	Anti- Bribery and Corruption Policy (recommended by ARC)
64/24	Counter Fraud Policy and Fraud Response Plan (recommended by ARC)
65/24	Acceptable Use Policy (recommended by ARC)
66/24	FE Fees Policy (recommended by TMC)
67/24	HE Fees Policy (recommended by UCEN Manchester)
68/24	IESG recommendations re fees and surveys It was Resolved 1. Subject to GMCA Capacity Funding Agreement, to approve allocation and commitment for fees and surveys of up to £360,000 2. The approval relating to the Condition Grant; allocation and commitment for fees and surveys for Wythenshawe of up to £270,000.
	Signed: Chair: Dated: