

## Governance Committee

Minutes of the meeting held on Tuesday 6 October 2020 at 10am via Microsoft Teams

Present: Jenifer Burden MBE (Chair) Barry Lynch, Jennifer Foote MBE  
(Company Secretary & General Counsel) and Philip Johnson

In Attendance: Kate Mackenzie (Deputy Company Secretary & Solicitor) and John Thornhill CEO.

*Barry Lynch declared an interest in the item discussed under Minute 19/20 (terms of office) and left the meeting for the duration of that item.*

### Part A

<p><b>18/20</b></p>	<p><b>Minutes of a meeting held on 4 June 2020 and special meetings held on 17 July and 2 September 2020</b></p> <p>The minutes of the meeting held on 4 June 2020 and the special meetings held on 17 July and 2 September 2020 were approved as an accurate record to be signed by the Chair in hard copy when feasible</p>
<p><b>19/20</b></p>	<p><b>Membership Update</b></p> <p><b>Term of Office Shortly to Expire</b></p> <p><i>Having declared an interest, Barry Lynch left the meeting for this item.</i></p> <p>The Committee gave consideration to the completion, in December 2020, of the third and final ordinary term of office for Barry Lynch who, together with being a member of a number of divisional boards and committees, was the current Chair of Total People Ltd (TP). A range of options were debated, including allowing the term to end without re-appointment. However, members concluded that a number of strategic matters were of key relevance including the new MD of Total People having recently taken up post in August 2020 and awareness that TP delivered provision in a market which had been significantly impacted by the Covid-19 pandemic. It was therefore considered both prudent and in the best interests of TP and the Group to maintain stability of leadership at this time. In respect of the options presented to allow for additional terms of office it was agreed that current rules allowed for an additional term to be served as an extra ordinary measure and that the continuity of leadership for both the Group and TP at this time allowed the application of this exception. It was further agreed that the retention of current arrangements would not create a precedent.</p> <p><b>RESOLVED</b> that, having considered that such a course of action is a measured and appropriate response to the retention of leadership during the current and unprecedented market challenges faced by Total People, the Board be recommended to approve an additional extraordinary term of office for Barry Lynch, to run consecutively from the end of his current term.</p>

	<p><b>Search for Independent Board Member</b></p> <p>The search for the appointment to the vacancy of independent board member had been commissioned. The anticipated requirement for the Committee to be convened as the interview panel in November with a view to an appointment being made by Group Board in December was signalled.</p>
<p><b>20/20</b></p>	<p><b>Cycle of Business 2020/21, Board Self Assessment and Member Customer Satisfaction Survey</b></p> <p>A further meeting in November would be arranged to allow for consideration of the above in detail.</p>
	<p><b>RESOLVED</b> that as the items to be considered are deemed commercially sensitive, the Board moved into confidential session.</p>
	<p>----- <b>Chair</b></p> <p>----- <b>Date</b></p>