

## Governance Committee

Minutes of the meeting held on Thursday 10 February 2022 at 10:00am 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.

*No declarations of interest were received.*

*The Committee was informed that the Company Secretary & General Counsel would be leaving the organisation to take up an opportunity in the health sector. The Committee expressed its thanks for the commitment given to the institution over the past nine years.*

### Part A

01/22	<p><b>Minutes of a meeting held on 7 October 2021</b></p> <p>The minutes of the meeting held on 7 October 2021 were approved as an accurate record to be signed by the Chair in electronic form.</p>
02/22	<p><b>Membership Update</b></p> <p>The Committee was informed that Cath Hill was due to complete her first term of office as a co-opted member of The Manchester College Board in April 2022.</p> <p>The Committee agreed that Cath was committed to the role and contributed towards the effective governance of the institution.</p> <p>It was noted that succession planning was due to be considered in a separate working group session in February and would be reported through to a future meeting.</p> <p><b>RESOLVED</b> that the LTE Group Board be recommend to approve the appointment of Cath Hill to a further term of office of three years as co-opted member of The Manchester College Board, the term to run consecutively from the end of her current term.</p>
03/22	<p><b>Review of Constitution</b></p> <p>With reference to Minute Number. 02/21 the Committee considered the suggested redrafted version of the Standing Orders (SOs) pertaining to the rules of debate and proceedings of meetings (original numbering 20- 45; revised numbering 20-28).</p> <p>Due to the culture and practice of LTE Group the Committee considered that the likelihood of ever needing to invoke these was remote but recognised the importance of the protection presented by these Standing Orders to mitigate in the event of disruption arising. Subject to the removal of the first sentence from the revised SO 20 the Committee considered the revision to represent a prudent position.</p> <p>In addition, the Committee gave consideration to the revised Terms of Reference of the Remuneration Committee permitting the Committee to act as the review body for executive team issues more widely if required. In particular this allowed for the</p>

	<p>Committee to review independently any issues arising from staff surveys in respect of the executive team.</p> <p><b>RESOLVED</b> that LTE Group Board be recommended to approve the Constitution:</p> <ol style="list-style-type: none"> <li>1. Subject to the amendment as above, the revision to the Standing Orders as presented;</li> <li>2. The revised Terms of Reference of the Remuneration Committee.</li> </ol>
<p><b>04/22</b></p>	<p><b>Skills for Jobs White Paper – Implications for Governance</b></p> <p>The Committee received an update on interim guidance published by the DfE on the governance implications of the Skills for Jobs white paper. The new mandatory requirements and non-mandatory reforms were summarised. The Committee reflected on the Group’s embedded practice of self- assessment which was currently undergoing evaluation in line with best practice.</p> <p>The Committee explored the expectations and apposite timeline for the mandatory triennial external governance review. In light of no clear commissioning framework for the individual reviewer and the paramount importance of ensuring robustness and best qualitative value of the review for the organisation, the meeting explored how assurance of the individual’s objectivity and qualification to make judgements could be determined. Whilst the meeting reflected that the Group should progress to contracting a review at the earliest opportunity it was deemed prudent to wait until an approved / understood framework criteria for commissioning was understood. This matter would be revisited early in 2022-23. Whilst receiving assurance that the Group mapped positively against the outlined requirements, in the meantime a steer was given that benchmarking of current practices against the mandatory and non-mandatory objectives should be carried out in-year .</p> <p>For assurance the Committee received confirmation that substantial assurance could be taken following a recent internal audit of governance by RSM. The full report would be submitted to the forthcoming Audit and Risk committee.</p>
<p><b>05/22</b></p>	<p><b>Governance Calendar</b></p> <p>The draft calendar of meetings for 2022/23 was presented for consideration and assurance prior to its formal adoption at the LTE Group Board on 29 March. It was confirmed that this had been shared with the Executive Team and the relevant chairs of Committees and Boards, in addition to the Group Chair.</p> <p><b>RESOLVED</b> that the draft meeting schedule be recommended to LTE Group Board for approval and adoption.</p>
<p><b>06/22</b></p>	<p><b>Review of Code of Good Governance</b></p> <p>The Committee was reminded that LTE Group adopted the AoC Code of Good Governance for English Colleges in 2017. This code had been revised at the end of 2021 and it was timely therefore to undertake an in-depth assessment and review of the revised AoC code alongside other governance codes, the Charity Governance Code and the UK Corporate Governance Code, to assess the relevance of the three current codes relevant to the sector before concluding which was the best fit for LTE Group. The Committee received a RAG rated assessment of the benefits and limitations of each one to aid discussion.</p>

	<p>The Committee drew the conclusion that the Corporate Governance Code did not mirror the corporate structure of LTE Group. Cognisant that the code would apply to the Group as a whole and taking into account the atypical nature of its structure the Committee explored whether the lack of flexibility of the AoC code to enable application to a group structure was a limiting factor. In response to a query the Committee received assurance that, as an FE corporation was an exempt charity, the charity code embodied the requirements of the sector. In light of the complexity of the Group the Committee concluded that the adoption of the Charity Code combined with the preservation of the adoption of the AoC Senior Post Holder Remuneration Code presented the best way forward for the Group.</p> <p><b>RESOLVED</b> that LTE Group be recommended to adopt the Charity Governance Code and reaffirm its commitment to abiding by the principles of the AoC Senior Post Holder Remuneration Code.</p>
<p><b>07/22</b></p>	<p><b>Training Update</b></p> <p>For assurance the Committee received an update on the training programme for the current year which included details of the training themes and workstreams. In particular the Committee reflected positively on the success of the recent skills for white paper strategy day and the opportunities afforded to engage with the organisation and triangulate information via campus tours / prison visits (Covid notwithstanding). Whilst the Group had always undertaken training and development of governors it was agreed timely to consider the development of a pre-agreed programme for 2022-23. Prior to focused discussion on this the Committee directed that the funding model webinar already committed to needed to be delivered in-year.</p> <p>The Committee reflected on the impact of the Covid-19 pandemic on training delivery. Whilst face to face training had been limited the advantages of remote training in terms of cost efficiency and flexibility, leading to the potential for more members to access was recognised. A blended delivery approach moving forwards was therefore considered advantageous. Future training plans should also take into account the analysis from the recent skills audit. The programme should also include a mix of both mandatory and optional areas to allow members to tailor to their engagement to individual need. The need to ensure an effective induction into the new business area when existing members moved into different roles within the group was also cited. Whilst not specifically training, the continued appetite for an effective communication framework to ensure continued understanding of both board members and co-optees in respect of boards that they were not a member of was still relevant (Minute No. 23/20 refers). This continued to be a theme emanating from the appraisal process. Whilst mindful that the timeline had been impacted by the pandemic a steer was given that this needed to be delivered upon and an action was taken to review the progress of this aligned to the strategic refresh.</p> <p>The Committee noted that the transitioning of members to LTE Group email addresses had commenced which would facilitate the roll out of future mandatory training.</p>
<p><b>08/22</b></p>	<p><b>Skills Analysis</b></p> <p>The analysis from the recent skills audit undertaken in December was shared. The committee noted the key points as:</p> <ul style="list-style-type: none"> <li>• Good level of engagement from both governors and co-optees</li> <li>• Broad knowledge base, with no significant gaps</li> <li>• Good mix of soft skills attributes necessary of good governance</li> </ul>

	<ul style="list-style-type: none"><li>• Some highly specialised areas of professional knowledge need to be monitored as part of succession planning to ensure continuity</li></ul> <p>The Committee recognised that the results evidenced a strong position and the analysis would be taken forward to inform and set the context for the forthcoming succession planning workshop. It was noted that the intent of the workshop was to look objectively at each sector of the business including the work-based learning space.</p> <p>In terms of the scope of the skills audit the Committee explored whether for a future iteration an increased granularity and focus on business unit specific expertise should be included.</p>
	<p>----- Chair</p> <p>----- Date</p>

The meeting closed at 12:15 pm