

Governance Committee

Minutes of the meeting held on Monday 24 June 2019 at 11:00am in OP118, Openshaw

Present: Jenifer Burden, Barry Lynch, Jennifer Foote MBE (Company Secretary & General Counsel) and Cllr Sue Murphy CBE

Apology: Adrian Mills

In Attendancee: Kate MacKenzie (Deputy Company Secretary & Solicitor) and John Thornhill CEO.

In the absence of Adrian Mills, Jenifer Burden took the chair.

Part A

06/19	Minutes of Meeting 4 March 2019 The minutes of the meeting held on 4 March were presented and approved as an accurate record.
07/19	Governor and Board Self-Assessment/QIP The Committee reviewed the areas for improvement identified in the self-assessment process for 2017/18. These were summarised as: <ul style="list-style-type: none"> - The need for individuals on the board to take time to listen to others - The continuing need to develop and build upon appropriate challenge to the executive - The need to articulate clear and identifiable targets as part of the strategic planning process and then monitor against these. Actions taken to address these issues were reviewed and discussed. It was agreed that the remedial measures put in place should be sufficient to deliver improvement but that the impact would be confirmed when the results of the 2018/19 self-assessment had been analysed. The self-assessment methodology for 2019/20 was considered. It was agreed that both the self-assessment questionnaire and the customer satisfaction survey should be issued using the same questions as prior year in order to identify impact trends. It was confirmed that both surveys would be issued in July to give governors sufficient time to complete. The Committee considered whether there were other areas of interest and importance which should be covered by the surveys and which were currently omitted. It was understood that a report on the practical application of the FE insolvency regime would be discussed at the full Board meeting. Issues identified from recent examples of where this had been used, particularly where poor governance had been cited as a contributory factor, could be explored and included in future surveys if appropriate. The Group Chair reported that there had been insufficient engagement in the peer review to date and that a concerted effort would be made to encourage participation over the summer. The analysis would then be considered at the next meeting. The reasons behind the lack of participation were discussed and it was decided that the Governance Team should take an action to timetable

	<p>review meetings on behalf of governors rather than leave the organisation of these to individuals. The Committee directed that governors should be made aware of the importance of the review process as a requirement of the permission to remunerate trustees granted by the Charity Commission and the need to demonstrate a robust accountability framework for the board. In response to a query it was confirmed that the Independent Review Panel on governor remuneration was required to review remuneration levels annually and that this would be convened shortly. However, as there were no proposals to seek an increase in the limits to the amounts payable from the Charity Commission, the Committee directed that a written report with response from panel members by email would be sufficient to discharge the requirement.</p>
08/19	<p>Membership & Vacancies</p> <p>The Committee considered the current situation with regard to vacancies on the board and other membership issues.</p> <p>It was noted that, having served the standard three terms of office, Adrian Mills would retire from the Board in September. The committee noted it's thanks to Adrian for his valued advice and commitment during this time. A potential new governor (also from the BBC) had been identified and had met with the group CEO and Chair. Tim Sargeant was Head of Product in the Design and Engineering division based at Salford. His appointment would be recommended to the meeting of the Board in July. The committee discussed the re-shaping of the Group Operations function and agreed that, if in agreement, Tim would be an ideal addition to the Group Operations Board. The Committee was cognizant of the need to consider a replacement for Adrian Mills as Chair. The appointment would be made at the July Board but it was agreed to nominate Jenifer Burden as Chair of the Governance Committee for 2019/20.</p> <p>In respect of the vacancy left by the retirement of Kate Macdonald the committee referred to past practice of approaching a co-optee to ascertain whether they would be in a position to move into the position of governor. This had worked well in the past as the new appointee already possessed a degree of knowledge of the group and had a proven fit as part of the team. It was therefore agreed to approach Paula Cole with this proposition.</p> <p>The meeting considered the current membership of committees and boards in order to gain assurance that no skills gaps existed and that sufficient members were allocated to ensure a sound and effective oversight. It was agreed that membership was generally strong, though a small number of committees/boards would benefit from additional members. It was highlighted that the UCEN Manchester Board did not currently have a member with professional finance expertise and agreed that a co-optee with this skills background would enhance the already effective work undertaken by that Board.</p> <p>The Committee reflected on the end of the first term of office of the first tranche of co-optees and considered that these individuals had proved to be an intrinsic and valued part of the governance of the group. Monica Brij, Paul Candelent, Louise DuRose and Peter Winter had all indicated that they would be prepared to serve a second term. However, Barbara Rollin had moved work location during her tenure and would no longer be in a position to continue in the role. The committee noted it's thanks to Barbara for her time and commitment.</p>

	<p>Members also noted the appointment of John Hacking for a further extraordinary term of office would be recommended to the Board in line with the steer given by the Committee (Minute no 14/18 refers).</p>
09/19	<p>Governor Development</p> <p>The Committee was informed that the end of term of office of Kate Macdonald had left the position of nominated safeguarding governor vacant. The Committee considered the options available, including retaining the oversight collectively at Board level, appointing a new nominated governor and/or requiring nominated members at divisional board level. It was agreed that, as safeguarding was an issue of such high importance, the committee would revisit the options at its meeting in September (in light of the AoC development noted below) but that in the meantime it considered the reversion of oversight to the collective board level to be appropriate.</p> <p>Members agreed that governors undertook a large raft of mandatory training and that access to these in digital format was very useful. Discussion took place on whether AoC governor development was sufficiently relevant to LTE Group, where its complexity and size was greater than a standard FE college. It was understood that a new AoC governor development framework was currently being piloted and refined. The Committee agreed that it would be useful to consider the way forward for governor development when details of this framework were published but welcomed the idea of a portfolio of modules with individuals being able to choose the most relevant.</p> <p>The Chair gave details of the recent ETF/Oxford Said Business course for chairs attended by her and suggested that it would also benefit other divisional board chars, particularly TMC and UCEN. The Chair undertook to discuss this possibility with the individuals concerned.</p> <p>The Committee was also asked to consider the potential for governors to attend or have access to other forms of training, networks and speakers primarily organized for employees which might happen from time to time within the group and in addition consider what informal experiential benefits could be offered to governors alongside the more formal training. It was agreed that this would be useful to explore further.</p> <p>RESOLVED to recommend to the Board that the oversight of safeguarding across the group be recognised and retained collectively at Group Board level pending further consideration of the options by the Governance Committee in September.</p>
	<p>----- Chair</p> <p>----- Date</p>

The meeting closed at 12:00pm