

## Governance Committee

Minutes of the meeting held on Thursday 7 October 2021 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: Melisha Ebanks (Assistant Company Secretary and Legal Officer), Kate MacKenzie (Deputy Company Secretary & Solicitor) and John Thornhill CEO.

*Jenifer Burden and Philip Johnson declared an interest in the item 11/21.1 relating to their appointment for a further term and left the meeting for the duration of that item as it related to them.*

### Part A

10/21	<p><b>Minutes of a meeting held on 10 June 2021</b></p> <p>The minutes of the meeting held on 10 June 2021 were approved as an accurate record to be signed by the Chair in electronic form.</p>
11/21	<p><b>Membership Update</b></p> <p><b>1. Terms of Office Shortly to Expire</b></p> <p>The Committee was informed that Jenifer Burden and Philip Johnson were due to complete their second terms of office as a governor in December 2021. Having declared an interest, Jenifer and Philip left the meeting for the duration of the respective discussions on their re-appointment. For the discussion on the re-appointment of Jenifer Burden, Philip Johnson took the chair.</p> <p>The Committee agreed that both governors were committed to their roles within the Group and contributed significantly towards the effective governing of the institution.</p> <p><b>RESOLVED</b> that the LTE Group Board be recommend to approve the appointment of Jenifer Burden and Philip Johnson to a further term of office of three years as governor of LTE Group, the term to run consecutively from the end of their current term.</p> <p><b>2. Student Governor</b></p> <p>The Committee was informed that the student governor from 2019/20 had returned to college and had indicated that they would be happy to serve a further term. Whilst reflecting the contribution made by the individual in attending meetings remotely during the pandemic, the Committee asserted that the opportunity to serve as a student governor should be made available to as many learners as possible and therefore the opportunity should be opened to any eligible student for the forthcoming year. A search would be undertaken with a view to appointing at the December Board.</p>

	<p><b>3. Staff Governor</b></p> <p>With reference to LTE Group Board Minute No 26/21.1, the Committee was informed that the appointee, Diana Warren had left the organisation before commencing office. It was agreed that, under the circumstances the Board should be recommended to appoint the candidate with the next highest tally of votes at the ballot held in June 2021.</p> <p><b>RESOLVED</b> that LTE Group Board be recommended to appoint Nicholas Garbett as staff governor for a period of three years.</p> <p><b>3. Resignation of Co-optees</b></p> <p>The Board was asked to note that the resignation of Ged Barlow and Louise Durose as co-opted members of the MOL Board with effect from the integration of MOL with Total People on 1 November 2021 had been received. Both would continue in their capacity as non-executive directors of Total People.</p>
12/21	<p><b>Appraisals Process - Validation of Appraisals for 2020/21</b></p> <p>The Group Chair provided the Committee with an update on the appraisal process. All governors had been appraised other than one member who was currently on leave of absence due to ill-health. This appraisal would be completed on return. Several co-optee appraisals remained outstanding and would be completed shortly to enable a holistic overview of all individual contributions, but it was noted that these did not impact on the self-assessment of governors as trustees. No areas for further action with individual governors were highlighted.</p> <p><b>RESOLVED</b> that, in consideration of this update, the Committee in its role as validation panel of the process, be content to sign off the appraisal process for 2020/21 as having been satisfactorily completed to date in a manner sufficient that the Group Board could place reliance on.</p>
13/21	<p><b>Board Self-Assessment</b></p> <p>The Committee considered the analysis of the self-assessment process for the Board for 2020/21 in comparison to the same for the prior year. The self-assessment questionnaire had been completed only by governors (as trustees of the charity). A response rate of 69% was noted as being significantly lower than prior year. It was considered that this was potentially due to the circumstances of the past year. However, the need to improve engagement in the self-assessment process would be taken forward as part of the review of the process to be undertaken in 2021/22.</p> <p>Discussion concentrated on the summary of key strengths and areas for improvement. It was noted that there had been some slight shifts between 'outstanding' and 'good' assessment indicators but the overall 'outstanding' and 'good' combined score in many areas remained the same as prior year or better. Key strengths were identified as:</p> <ul style="list-style-type: none"> <li>• The board was a safe environment for all to contribute and share their opinions</li> <li>• Group dynamics were very good and respectful</li> <li>• Governors were clear what was expected of them</li> <li>• Chairs of divisional boards were committed and contributed both inside and outside meetings</li> </ul>

	<ul style="list-style-type: none"> <li>• The board was well connected with the ability to influence</li> <li>• Governors were very conscious of the reputation of the Group</li> </ul> <p>Key areas for improvement were noted as</p> <ul style="list-style-type: none"> <li>• Build on relationships with each other and the executive as meetings returned to face-to face</li> <li>• More visibility and interaction with key community stakeholders</li> <li>• Improvement in meeting dynamics through return to in person meetings</li> <li>• Further insight into stakeholder views</li> <li>• Improvement in engagement with learners/the learner voice</li> <li>• More planned training</li> </ul> <p>In considering the need to re-engage with staff, students and stakeholders and the need to focus on a planned training programme it was agreed that these had been adversely impacted by the pandemic and would be the priority for quality improvement for 2021/22.</p> <p>Members concluded that the Board (including its subsidiary boards and co-opted members) all contributed towards strong and interactive collegiate governance. For the record the Committee stated its thanks, on behalf of all governors and co-optees and the Group Executive, to the Chair for his leadership and commitment to the institution over the past year. This had been exemplary.</p> <p><b>RESOLVED</b> that the LTE Group Board be recommended to self-assess as grade 2 'Good' for 2020/21.</p>
<p><b>14/21</b></p>	<p><b>Customer Satisfaction Survey</b></p> <p>The Committee received the analysis of the Customer Satisfaction Survey which had been completed by both governors and co-optees. This included an analysis of trends from the survey conducted the previous year. The dip in response rate was noted but it was agreed that there was sufficient detailed feedback within the analysis to allow for assurance to be received that the support given continued to be of a high standard.</p> <p>The positive trends year on year were recognised, with strengths identified as:</p> <ul style="list-style-type: none"> <li>• Good engagement throughout the year</li> <li>• A proactive, responsive and supportive governance team</li> <li>• Professional, efficient and knowledgeable team members</li> <li>• Board communications clear and concise</li> <li>• Papers issued well in advance</li> <li>• Annual meeting schedule issued well in advance and adhered to</li> </ul> <p>The areas for improvement indicated an underlying trend of issues resulting from the pandemic:</p> <ul style="list-style-type: none"> <li>• Microsoft Teams joining experience</li> <li>• Electronic meeting invitations</li> <li>• Access to information to understand the structure of the Group</li> <li>• Accessibility to Board Intelligence</li> <li>• Awareness of training and development opportunities</li> </ul>

	<p>The need to reconnect with other board members and return to in person meetings was highlighted as a consistent theme from the self-assessment report. Members also noted the very positive feedback in respect of the Governance Team and commended the level of support given despite the continued remote working due to the Covid-19 pandemic.</p>
<p><b>15/21</b></p>	<p><b>Use of Seal 2020/21</b></p> <p>The Committee received details of the occasions on which the seal was applied to documents during 2020/21. The seal had been applied in accordance with Standing Orders and on the authority either of the LTE Group Board or IESG (acting within its delegated powers). The Committee was content that the seal had been applied appropriately during the year.</p>
	<p>----- <b>Chair</b></p> <p>----- <b>Date</b></p>

The meeting closed at 12:29 pm