

## Governance Committee

Minutes of the special meeting and workshop held on Sunday 25 February 2018 at 10:00am at the BBC, Media City

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

In Attendance Lauranne Parsons (Governance Manager)

Apology: John Thornhill

### Part A

07/18	<p><b>Workshop</b></p> <p>Prior to the meeting the Committee held an informal workshop to discuss wider issues, links and dependencies. Discussion was held on the purpose and nature of governance in the education and skills sector; influencing and governance and where the role of governor ended and the role of Executive began. This debate was then summarised and articulated in the decisions, actions and principles set out below.</p>
08/18	<p><b>Mechanism for Governor Remuneration</b></p> <p>The CoSec &amp; GC gave an update on the above. A draft agreement which was relevant both for remunerated and non-remunerated trustees was now extant subject to internal testing and would be shared with members when this process was complete. This would allow for a year on year review both of the decision to accept remuneration and recognition of the role within the Group.</p> <p>The Committee recognised the need to develop a sound yet deliverable appraisal process for governors and co-optees. It was agreed the Group Chair and CoSec &amp; GC should develop a draft framework to be brought back for consideration and recommendation.</p> <p>It was understood that payment would be via the payroll system and that governors and co-optees would have the opportunity to waive the payment but in doing so could not direct its alternative use.</p> <p>With reference to Minute No. 04/18, it was noted that the implications for staff and student governors were still to be addressed.</p> <p>As a result of the workshop, the following key principles/issues for resolution were identified:</p> <ul style="list-style-type: none"> <li>• How to evidence time spent on Group (including any part thereof) business</li> <li>• How to be transparent and equitable</li> </ul>

	<ul style="list-style-type: none"> <li>• How to reflect the difference and relative merits of attendance and quality of actual contribution (which may be made outside formal meetings)</li> </ul> <p>With reference to Minute No. 03/18.4, it was accepted that the appointments of chairs would be made by the LTE Group Board for the following year but that Divisional Boards and Committees could make recommendations for appointment.</p>
09/18	<p><b>Skills Need Analysis and Board Membership</b></p> <p>During the workshop session the Committee considered the current membership of boards and committee across the group against the skills needed (both as defined by the Committee and as identified by other Divisional Boards or Committees). The Committee also considered the two current vacancies being held at Group level and how these could be filled to best advantage.</p> <p>The following conclusions on skills needs were reached:</p> <ul style="list-style-type: none"> <li>• The HE Board needed financial expertise (at co-optee level)</li> <li>• IESG needed an individual with estates expertise, this individual also to sit as a governor at group level</li> <li>• A co-optee was needed for the FE Board with community/skills links</li> <li>• Total People was progressing the appointment of an individual with links to the Cheshire LEP</li> <li>• A co-optee with previous operational experience in prison was needed for Novus</li> <li>• Succession planning for chair in Novus needed consideration</li> <li>• The potential for a co-optee to move to full governor be considered before other options</li> <li>• The membership of Group Operations needed to be considered as part of a wider reordering of membership between boards</li> </ul> <p>Several potential names were mooted and actions taken to approach the individuals concerned.</p> <p><b>RESOLVED</b> that</p> <ol style="list-style-type: none"> <li>1. in respect of membership of Boards and Committees (but not legally separate subsidiaries) the following be adopted as key principles: <ul style="list-style-type: none"> <li>• Two governors as a de minimis on each</li> <li>• No more than two Executive members on each;</li> </ul> </li> <li>2. The principle of separation of Group Chair form the role as Chair of a Divisional Board be affirmed as a direction of travel;</li> </ol>

	<p><b>3.</b> A further separate working session be held by the Committee on succession planning.</p>
<b>10/18</b>	<p><b>Board Communications</b></p> <p>The Committee returned to previous discussions on the benefits of a monthly newsletter to governors from the Group Chair (in addition to any policy briefing or analysis papers currently circulated). Debate broadened into the benefits of a review of the wider communications strategy in order for governors to receive assurance that this was driving the change agenda. The Group Chair undertook to discuss how this could be implemented with the Group Directors of External Relations and Marketing.</p>
<b>11/18</b>	<p><b>Board Self-Assessment</b></p> <p>The Committee reflected on earlier workshop discussions and articulated that the following should be set out as the Board self-assessment framework for 2018/19:</p> <ul style="list-style-type: none"> <li>• Self-assessment questionnaire issued to all governors and co-optees in July 2018</li> <li>• Responses collated and analysed August 2018</li> <li>• Analysis considered by Governance Committee September 2018</li> <li>• Quality Improvement Plan adopted September 2018 and monitored as a standing item by Governance Committee.</li> </ul> <p>It was agreed that this timescale would allow the analysis of the self-assessment process to be included in the Group SAR, if required.</p>
<b>12/18</b>	<p><b>Meeting Schedule 2018/19</b></p> <p>The meeting was informed of the complex process of establishing the meeting schedule for the year 2018/19, whilst taking into account all the dependencies of external reporting, the internal QBR process, governor availability and flow through from subsidiary meetings to full Board. The Committee accepted the proposal for four ordinary LTE Group Board meetings (with the September meeting moved to October), which allowed for those subsidiary boards requiring to meet in September to report through to a subsequent Board.</p> <p>In respect of the Chairs' meeting, it was agreed that this would evolve as the changes in the group progressed and that, whilst the pre-board meetings should be retained in the meetings schedule, there was a recognition that from time to time informal information sharing sessions by conference call would be needed.</p> <p>The Committee also agreed that the Governor/Co-optee conference should be held again in 2018/19 and directed that a date should be sought for this in September 2018.</p>

	<p>In respect of the planned strategy days, the Committee offered the following steer:</p> <ul style="list-style-type: none"><li>• An external facilitator would allow for a genuine flow of strategic debate rather than governors receiving presentations on strategy discussed by the Executive Team, which could give the impression of ‘rubber-stamping’ decisions</li><li>• The days should focus on vision, mission and wider strategic consideration (‘the big picture’)</li><li>• There was merit in retaining the informal independent governor discussion.</li></ul>
	<p>----- Chair</p> <p>----- Date</p>

The meeting closed at 2:00pm