

## Governance Committee

Minutes of the special meeting held on Tuesday 3 November 2020 at 2pm via Microsoft Teams

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

In Attendance: Angela Hunter (MD Group Ops and Deputy CEO) for item 23/20, Kate Mackenzie (Deputy Company Secretary & Solicitor) and John Thornhill CEO.

*No declarations of interest were received*

### Part A

<b>23/20</b>	<p><b>Customer Satisfaction Survey and Governor Self -Assessment</b></p> <p><b>1. Customer Satisfaction Survey 2019-20</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 response rate was noted as the same as prior year. It was understood that this survey focused on the standard and effectiveness of support provided to members during 2019-20. The positive trends year on year were recognised. Members also noted the very positive feedback in respect of the Governance Team and commended the level of support given despite the transition to remote working owing to the Covid-19 pandemic.</p> <p>Consideration was given to the outstanding issue of meeting venue suitability in anticipation of the situation when face to face meetings could be reinstated. Alternative meeting venues had been scoped as a temporary solution to seek to address the issues pertaining to room layout and acoustics, until a permanent solution could be achieved linked to the college estates strategy.</p> <p><b>2. Governor Self- Assessment</b></p> <p>The Committee considered the analysis of the self-assessment process for the Board for 2019/20 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 92% was noted which mirrored that of prior year. Disappointment was expressed that a 100% response rate had not been achieved as engagement in the process was considered to be a fundamental governor responsibility to ensure effective governance. Discussion ensued on the most apposite means of ensuring full participation moving forwards.</p> <p>Discussion concentrated on the summary of key strengths and areas for improvement. Those areas identified as outstanding were positively noted. The Committee was also pleased to note the upward trend from the previous year's survey in respect of; individuals in the governing body listening to each other, the governing body providing sufficient challenge to the executive and the governing body understanding what stakeholders thought.</p> <p>Members concluded that the Board (including its subsidiary boards and co-opted members) all contributed towards strong and interactive governance however, areas for improvement were noted and the Committee focused its discussion on these. Whilst the analysis of the survey evidenced that the majority of members were</p>
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comfortable with their contribution level in meetings and therefore demonstrated that in the main were clear of the expectations placed on them, the Committee noted that a small percentage did not feel that they actively participated and contributed to debate and decisions. The Committee tested assumptions relevant to the issue and explored how the Group Board could support those members. Assurance was provided on the tailored nature of the induction process and the delicate balance required to ensure that the level of engagement/ support with members throughout their term of office aligned with expectations. The meeting understood that the theme of participation had been anticipated and addressed by the Chair through the medium of the appraisal process. Useful feedback gleaned from this process was already being factored into the induction meetings with the Chair and new governors.

The meeting then addressed the analysis that a small percentage of members considered that improvement was required in respect of 'the approval of annual key targets at Divisional and Subsidiary boards and the monitoring of them in relational to national benchmarks'. Assumptions in respect of this were mooted and it was agreed that this should form an item for discussion at the forthcoming meeting of chairs in December. The meeting noted that an equal percentage of governors had also indicated that 'the governing body needing to listen carefully to stakeholder views' was requiring of improvement. It was agreed that further clarity behind this conclusion was required on an evidenced based approach, and again this item was reserved for further discussion at the chairs meeting. The Committee reflected that this was part of the wider customer satisfaction remit that had been alluded to in past meetings.

**RESOLVED** that the LTE Group Board be recommended to self-assess as grade 2 'Good' for 2019/20.

**Key overarching themes highlighted by both surveys:**

It was noted that both surveys highlighted three key themes that mirrored those that had emanated from the appraisal process. These related to the need for more succinct reporting, the availability of training for governors and co-optees to meet specific identified needs, and the need for a defined communications framework for the Board. The Committee noted that all three themes arose from the requirement to provide information both for and outside meetings to enable effective governance to take place, and to provide members with the right volume and balance of information to discharge their role effectively.

The steps that were being taken / had been put in place to address these issues were detailed and discussed. With regard to succinct reporting, new ways of writing and presenting reports (including the use of executive summaries and appendices) were currently being trialled. Aligned to the requirement for succinct reporting the Committee also considered the proposal for the Total People and MOL Board meetings to be held as a single joint meeting due to the synergies that existed between them. The Committee endorsed this pragmatic approach. It was understood that where relevant, papers would be presented to reflect the differences between the two entities and confirmation was provided that the legal status of the two separate entities remained unchanged.

With regard to training the potential to develop in house training (by using webinars and other virtual platforms) was being investigated.

With reference to a communications framework the MD Group Operations attended the meeting to understand first-hand the ideas of the Committee on providing effective briefing papers and other communication to board members and co-optees. The discussion focused on two key areas pertaining to the scope/ specification required and the optimum format. Discussion took place and ideas were put forward. Whilst more work was required to refine requirements further, the meeting consensus was

	<p>that communications needed to focus on Group wide issues rather than the micro environment and in doing so include key strategic issues that were of focus/ concern to the business units. Reference to the need to highlight positive news was also deemed important. The length of the communications should be kept short and succinct but importantly work to bridge the gap in the understanding of both board members and co-optees in respect of boards that they were a member of. Whilst the need for information was considered necessary, in these current challenging times it should not be so onerous as to divert Executive attention from operational matters and therefore an understanding of what was deliverable in this context was important.</p> <p>It was agreed that a specification be prepared for consideration by the Committee and for this to be circulated to all chairs in order to obtain their feedback on the ideas developed during the meeting in December.</p> <p><i>Angela Hunter left the meeting</i></p>
<p><b>24/20</b></p>	<p><b>Membership Update</b></p> <p><b>Resignations and Search for New Appointments</b></p> <p>The Committee noted that since its last meeting resignations had been received from Katrina Michel (Governor and member of the UCEN Manchester Board) and Kate Macdonald (co-optee of the Novus Board). The Committee gave consideration to how best to progress with the appointment to these two vacancies in addition to the current live searches underway (LTE Group Board Minute 38/20 refers).</p> <p>A verbal update was provided on the progress of the current search for the appointment to the vacancy of independent board member left by the loss of Sue Murphy, with the anticipation that the Selection Panel would be held during late November.</p> <p>The Committee gave consideration to whether the criteria for the search for the replacement to the vacancy left by Katrina Michel should also include justice sector experience. The meeting tested whether there existed a strategic requirement for a Governor with recent experience in this sector alongside the search currently underway for a co-opted member with experience in this area. The feasibility of a timely governor appointment on this basis would be tested with the current search agency.</p> <p>With reference to discussion at the recent Group Operations Board meeting a member queried whether the search for a co-optee, to strengthen the Group Operations Board membership, should focus on HR experience or people and change. A search encompassing the wider remit was considered to be of strategic value at this stage</p> <p><b>Appraisals Process- Validation of Appraisals for 2019-20</b></p> <p>The Group Chair provided the Committee with an update on the appraisal process. In consideration of this update the Committee, in its role as validation panel of the process, was content to sign off the appraisal process for 2019/20 as having been satisfactorily completed in a manner that the Group Board could place reliance on.</p>

**25/20 Procedure for the Selection of Vice Chair**

The Committee noted that a decision to appoint to a position of permanent Vice Chair was an outstanding issue that had been contingent on the appointment of the Group Chair. The Committee reminded itself that the previous and temporary appointment to the role of Interim Vice Chair had not established a precedent for the process for the permanent appointment to the role of Vice Chair. The meeting explored in detail the scoping of the role, the process and timescale for appointment

In regards to the role profile, consideration was given to the draft Vice Chair role profile presented that was based on the role profile of the Chair, with areas of potential amendment to create the role scope for the Vice Chair appointment. In consideration of the scoping of the role the Committee gave consideration to whether the application of some first principles should apply. In doing so the Committee agreed that the role profile of the of Vice Chair needed to include reference to the fact that the role holder was *not* the natural successor to the Group Chair as and when this became available. It was deemed important that there be no precedent or understanding that holding the position automatically created an expectation of acceding to the role of Chair.

It was recognised that the role of the Vice Chair had to be appointed to from amongst members of the board but that this did open up the potential for one of the current vacancies to be used to search for a new member with the expectation that they would also be Vice Chair. The approach to this was discussed. It was agreed that expressions of interest be requested from current members in the first instance but that the right to search be reserved.

The meeting debated whether there should be an expectation that only governors with a reasonable length of time left to serve could apply and it was considered that this should not be expressly reflected in the role criteria. It was suggested that the reference to the percentage of FE delivery by the Group be removed from the profile although the rationale for this had been understood in the context of the Chair's role. Consideration was also given as to whether the scope of the role should reflect a geographical stakeholder remit. It was agreed that the scope should not be narrowed at this stage but there was scope for evolution of the role if required.

*John Thornhill left the meeting*

The Committee considered that time commitment should be drafted to reflect that that there was scope for this to be shaped by the appointee and Chair.

In regards to the process for appointment the Committee reviewed the process the Board had adopted for the appointment to the role of Group Chair. Consideration was given as to whether the same or similar process should be adopted for the role of Vice Chair. The Committee endorsed that the previous process be utilised save for a requirement that even if only one candidate applied an interview with the section panel was still required.

Having provided a steer that appointment to the position was deemed a key priority and ideally an appointment at the December Board was desirable it was agreed that the amended role profile and appointment process be submitted to the Group Chair for approval under Chair's delegated authority in order for the Co Sec and GC to trigger the process in a timely manner.

	<p><b>RESOLVED</b> that, subject, to the amendments to the draft Vice Chair role profile as agreed and noted, LTE Group Board be recommended to:</p> <ol style="list-style-type: none"> <li>1) approve and adopt the Vice Chair Role Profile.</li> <li>2) adopt the following procedure for the appointment of LTE Group Vice Chair: <ol style="list-style-type: none"> <li>a) Independent governors be notified of the opportunity of Group Vice Chair and provided with the approved role profile.</li> <li>b) Interested individuals to submit a cv and covering letter outlining their suitability for the role.</li> <li>c) A selection panel comprising of the Governance Committee plus additional members as necessary (appointed for the purpose by the Group Chair) shall interview prospective applicants whose application matches the role profile.</li> <li>d) Stage c) to take place even in the event of there being only one application.</li> <li>e) The Selection Panel to recommend an individual for appointment.</li> <li>f) If there are no candidates with a profile match, or a candidate with a profile match but without the recommendation of the Selection Panel for appointment, this to be reported to the LTE Group Board and a decision made either not to appoint at this time or to go out to search with a view to recruiting to both a governor and Vice Chair position.</li> </ol> </li> </ol>
<p><b>26/20</b></p>	<p><b>Cycle of Business</b></p> <p>The Committee received the cycle of business for the Group for information. It was understood that this document allowed for the planned consideration of those known issues throughout the year for both the Group Board, Divisional Boards and Committees in order to allow for effective governance and the efficient flow of information. The Committee appreciated that this was a live working document which was added to throughout the year by the Governance Team.</p> <p>The Committee endorsed the frequency and reporting cycles relating to safeguarding and reflected on the Board's adoption of the role of nominated safeguarding governor in providing a conduit between the college and the Board. With reference to Group Board Minute 36/20 the Committee gave consideration to the current vacancy to this role left by the resignation of Katrina Michel. It was concluded that expressions of interest in the role should now be sought from independent board members. This requirement would be taken forward.</p>
	<p>----- <b>Chair</b></p> <p>----- <b>Date</b></p>

The meeting closed at 3.50pm