

Governance Committee

Minutes of the meeting held on Thursday 4 June 2020 at 10.00am via Microsoft Teams

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

In Attendance: Kate Mackenzie (Deputy Company Secretary and Solicitor) and
John Thornhill CEO.

No declarations of interest were received.

Prior to the start of the meeting the Committee reflected on the loss of Sue Murphy as a member and her valued contribution to the governance of the Group during her tenure as Chair.

Part A

08/20	<p>Minutes of a meeting held on 14th February 2020 and special meetings held on 12th and 21st May 2020</p> <p>The minutes of the meeting held on 14th February 2020 and the special meetings held on 12th and 21st May 2020 were approved as an accurate record to be signed by the Chair in hard copy when feasible.</p>
9/20	<p>Appointment of Group Chair</p> <p>The Committee formally noted that the selection procedure and role profile had been approved by written resolution of LTE Group Board (WR 09/20 refers). Two expressions of interest for the role of Group Chair had been received. The names of the potential candidates were shared. In the interest of transparency it was considered prudent that permission be sought from each candidate for their identity be shared with the other. Discussion focused on next steps and an indicative timeline and the Committee emphasised the merits for the Group of continuing to advance the appointment process as swiftly as possible. The Committee was content for both candidates to be put forward for interview by the Selection Panel.</p> <p>Consideration was given to membership of the Selection Panel and it was agreed that two more recent Board members should be appointed to give a balanced view. It was considered that the interview process should focus on the candidates' vision for the Group and the Group Chair's role in supporting this. The Committee directed that the Company Secretary and General Counsel be present at all meetings of the Selection Panel.</p> <p>RESOLVED that, under authority delegated to the Committee by the Board (WR 09/20 refers) Paula Cole and Tim Sargeant be appointed as members of the Selection Panel.</p>

<p>10/20</p>	<p>Terms of Office</p> <p>The Committee reflected on the end of the first term of office for Malcolm Sugden, governor, and the second term of office for Pauline Waterhouse OBE, governor, and considered that these individuals continued to prove to be an intrinsic and valued part of the governance of the group. Their appointment for a further term would allow for a continuity of corporate knowledge and leadership. Both members had indicated that they would be prepared to serve a further term of office.</p> <p>RESOLVED that LTE Group Board be recommended to re-appoint Malcolm Sugden and Pauline Waterhouse OBE as governors to serve a further term of three years to run consecutively from the end of their current terms of office.</p>
<p>11/20</p>	<p>Review of Standing Orders</p> <p>The Committee understood that in line with best practice the standing orders had been reviewed and remained largely fit for purpose. The need to work differently due to Covid-19 and in particular the need to convene remote meetings and widen the scope for authorised signatories, together with the feedback received on the role of the Group Chair once appointed had highlighted the need for some changes to the standing orders .</p> <p>The Committee considered the following proposed revisions to Standing Orders:</p> <ol style="list-style-type: none"> 1. Standing order 46-53- which set out the framework for remote meetings. 2. Standing order 61 – that the Group Chair may not be a chair of a standing Committee or divisional board. 3. Standing order 95- the CFO to sign documents on behalf of the Board in the CEO's is absence. <p>It was agreed that the reference to the potential to record remote meetings held via a digital platform was not to encourage recording but to prevent inadvertent or unauthorised recording by clearly articulating the situations where recording might be permissible.</p> <p>The Committee also noted that the Group Chair retained the authority to attend any meeting and to be a member of certain standing committees. Whereas the revision precluded the Group Chair for also being Chair of a standing Board or Committee it did not preclude the Group Chair from chairing a temporary Single Task Group or other Committee established as a matter of urgency.</p> <p>RESOLVED that LTE Group Board be recommended to approve the revision to Standing Orders.</p>

<p>12/20</p>	<p>Board Self- Assessment</p> <p>The self-assessment methodology for 2019/20 was considered. Further to Minute No 05/20 the Committee understood that the Group Quality Team had reviewed the existing three pronged approach to self –assessment, reflecting the purpose of self-assessment as part of EIF and QAA. Refinement of initial suggestions was in train. It was acknowledged that any revised self- assessment process would likely engage and be shaped by the new Group Chair once appointed. A next stage review following the Chair’s input would be brought to the next meeting for consideration. The aim to develop a more holistic survey encompassing all aspects of Group Board responsibility whilst at the same time ensuring best practice and rigour in respect of regulatory frameworks was articulated.</p> <p>It was agreed therefore, for the review of 2019/20 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 allow governors sufficient time to complete. In order to ensure maximum value from the survey the Committee considered that members be given the opportunity to expand fully on any negatives should this be applicable.</p>
<p>13/20</p>	<p>Governor Appraisals</p> <p>With reference to Minute No. 02/20 the Committee considered the progress update in respect of the first phase of governor and co-optee appraisals .It was noted that the impact of Covid-19 and the loss of the Group Chair had resulted in very few appraisals being completed. Of those completed the outcomes had been all positive for the appraisees. The Committee gave consideration to the options available for next steps in the process, mindful of the regulatory and governance framework necessitating the requirement for appraisals to be undertaken annually.</p> <p>Whilst it was appreciated that an exceptional set of circumstances had and continued to prevail, the Committee directed that it was of paramount importance that the completion of the remaining appraisals be expedited by the new Group Chair once appointed. The importance of the new Chair being apprised of the priority status of the task immediately after appointment was emphasised.</p>
	<p>----- Chair</p> <p>----- Date</p>

The meeting closed at 11.00am