

Governance Committee

Minutes of the meeting held on Friday 12 February 2021 via Microsoft Teams

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

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

Part A

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| <p>01/21</p> | <p>Minutes of a meeting held on 4 June 2020 and special meetings held on 17 July and 2 September 2020</p> <p>The minutes of the meeting held on 3 November 2020 and the special meetings held on 6 October and 1 December 2020 were approved as an accurate record to be signed by the Chair in electronic form.</p> |
| <p>02/21</p> | <p>Review of Constitution</p> <p>The meeting received the report on the draft revised Constitution. The Committee reflected that a review of Standing Orders was undertaken last year to allow for changes to accommodate remote meetings (Minute No. 11/20 refers). For the current review, all four parts of the constitution had been assessed and some tidying up had been carried out to reflect changes in descriptions of posts (e.g. MD Group Operations) and the appointment of a Vice-Chair.</p> <p>It was highlighted that Standing Order 93 included additional wording to reflect the ability of the clerk to ascertain which governors were available to witness the seal (in accordance with clause 20 of the Instrument of Government). The rationale for this was to help 'free up' the logistics of applying the seal where delays had been experienced and additional work created through the estates programme as external solicitors had taken a very narrow approach to requiring explicitly named governors to witness. The Committee tested whether there was an option to dispense with the requirement for a corporate seal. It was confirmed that external legal advice had been taken on this point and due to LTE Group's statutory corporation status the requirement remained. In response to a query it was also confirmed that the ability to convene a meeting remotely endured (Standing Orders 46-53) to allow for agility if required.</p> <p>In anticipation that the outcome of the recently published Skills for Jobs white paper might require more substantial revisions in the future to be made, the Committee was content that a 'housekeeping' review at the present time remained sensible.</p> <p>The meeting gave consideration as to whether standing orders 37-41 'Voting and Divisions' and 42-43 'Disorderly Conduct' were still required as these did not align with the culture and practice of LTE Group meetings. It was advised that it was important to have the protection afforded by these Standing Orders to mitigate in the event of disruption arising even if the likelihood of ever needing to evoke these was remote. It was agreed that the risk of removing the mechanisms which allowed chairs to restore order and ensure that the business of meetings was not disrupted outweighed the fact that it was unlikely they would ever be utilised. The Committee however gave a steer that, following the white paper consultations, whilst the protection afforded by the Standing Orders should remain, the wording should be updated.</p> |

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| | <p>RESOLVED that the LTE Group Board be recommended to approve the revisions to the LTE Group Constitution.</p> |
| 03/21 | <p>Draft Governance Calendar 2021-22</p> <p>The draft calendar of meetings for 2021/22 was presented for consideration. It was confirmed that this had been shared with Executive Team and the relevant chairs of Committees and Boards, in addition to the Group Chair.</p> <p>RESOLVED that the draft meeting schedule be recommended to LTE Group Board for approval and adoption.</p> |
| 04/21 | <p>Evolution of LTE Group Board Reports</p> <p>With reference to Minute No. 23/20 the Committee reflected that the length and format of reports had been raised as an issue in the self- assessment report. The Committee noted that it had previously considered the necessity to adapt and refine reporting. Ideas had been tested at the Chair’s meeting in December and the Group Chair had distilled thoughts on the contents of an executive summary, the style and type of reports, reporting of Divisional Board business, and agenda format.</p> <p>The Committee considered the draft executive summary format and format for divisional boards together with the defining principles behind the report structure. It was noted that these ideas represented a more defined corporate style with clear direction to allow for consistent completion of reports by different authors; reports to allow for focus and the right level of information; clarity of purpose and understanding.</p> <p>The Committee tested and was assured that the Executive Team were comfortable with the revised process for divisional board reporting. Overall, the desire to ensure more succinct and impactful reporting was supported. It was flagged that signposting to the date of any items being alluded to in the more succinct reports would be key to helping members to easily access these from Board IQ. It was also considered important for governors to be reminded of the accessibility of Board minutes on Board IQ.</p> <p>It was agreed the impact of the revisions would be tested as part of the self-assessment for 2020/21.</p> <p>RESOLVED that, for the purpose of Group Board papers, the adoption of the executive summary format and format for divisional board reports together with the defining principles behind the report structures as articulated be approved.</p> |
| 05/21 | <p>Membership Update</p> <p>Resignation and recruitment to co-optee roles</p> <p>The Committee was presented with an update on current membership and recruitment. The Committee noted that since its last meeting the resignation of Paul Candelent (co-optee of IESG and the Audit and Risk Committee) had been received. The Committee gave consideration to how best to progress with a replacement for Paul Candelent for both IESG and Audit and Risk in addition to the current live searches underway (LTE Group Board Minute 38/20 refers).</p> <p>The meeting explored whether one individual should be recruited to fill the vacancies left on both the IESG and Audit and Risk Committees or whether discrete appointments should be made. Consideration was given to the skill sets required to</p> |

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| | <p>strengthen and support both IESG and Audit & Risk in the context of both the current stage of the estates project (IESG) and the current Covid-19 climate (Audit & Risk). Project management (for IESG) and a wider background in operational risk/ public health (Audit and Risk) was considered to be relevant.</p> <p>The Committee was informed that potential candidates for both IESG and UCEN Manchester had been identified but no approaches had been made to date. It was considered imperative that a considered, transparent and evidenced approach to recruitment was undertaken. In answer to a query it was understood that internal networks had not been fully exhausted. It was acknowledged that remote working due to Covid-19 had presented a challenge to recruitment in hindering natural networking practices. It was agreed that the skills needs analysis for the current vacancies should be reviewed by the Governance Committee Chair and CoSec & GC prior to its consideration by the Committee at its next meeting.</p> <p>Recruitment to Governor Vacancy A verbal update was provided on the external search that had been commissioned for the appointment to the vacancy of independent board member with justice sector experience. The feedback provided to date from the search agent revealed that it had proved challenging to attract candidates who were currently employed in traditional justice sector roles due to conflict of interests. It was also accepted that the criteria established for the search could be flexed to widen the pool of potential candidates. The Committee gave a steer that the priority should be justice sector experience. A list of candidates aligned to these sectors was anticipated to be received shortly.</p> <p>Succession Planning and Nominated Safeguarding Governor A detailed assessment on succession planning would be brought the next meeting. At the next meeting it was anticipated that the more obvious implications of the white paper as it related to governance would be understood. With reference to Minute No. 30/20 the potential for the appointment of a nominated safeguarding governor would be revisited. The Committee was reminded that this was not mandatory and that the statutory duty for safeguarding was the collective responsibility of LTE Group Board.</p> |
| | <p>----- Chair</p> <p>----- Date</p> |

The meeting closed at 15.58pm.