

Governance Committee

Minutes of the meeting held on Wednesday 2 October 2019 at 10:00am in OP118, Openshaw

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

Apology: Cllr Sue Murphy CBE

In Attendance: Kile Moyana (Assistant Company Secretary & Legal Officer) and John Thornhill CEO (by conference call).

Part A

<p>10/19</p>	<p>Minutes of Meeting 24 July 2019</p> <p>The minutes of the meeting held on 24 July were presented and approved as an accurate record. It was noted that the areas for improvement in respect of training and challenge as discussed in Minute No 7/19 would be considered in detail during the meeting. It was understood that specific training in how to challenge appropriately had been discussed as a possible area of need at a recent AoC meeting.</p>
<p>11/19</p>	<p>Governor and Co-Optee Satisfaction Survey</p> <p>The Committee considered the analysis of the customer satisfaction survey for governors and co-optees for 2018/19 in comparison to the same for the prior year. The response rate had improved from the previous year to 65%. It was understood that this survey focused on how well those carrying out governance within the group were supported and not on governor performance.</p> <p>The full analysis was available for reference within the papers for the Governance Committee on Board Intelligence or on request to the Governance Team. The Committee noted the very positive comments about the Governance Team within the survey and commended the level of support given, especially during a year when the team had carried a vacancy.</p> <p>The Committee considered that the issues around the meeting schedule identified last year had been addressed satisfactorily but also reflected that issues in respect of venue and length of papers, though being addressed during the year had not yet evidenced a satisfactory outcome. It was agreed that both the length of papers and meeting venues would continue to be a focus until resolutions had been found.</p> <p>The continuing issues with IT were also considered and it was understood that this did not appear to be any single identifiable issue but rather a series of individual issues which could be sorted by engaging with governors directly to ascertain specific problems and working through bespoke solutions.</p> <p>The Committee noted that where a question had been marked as 'requires improvement' by a respondent there should be a mechanism where the respondent could expand on their response to allow for an understanding of what the issue actually was, rather than trying to extrapolate what the problem might be from any general comments made. This would be included in the next survey.</p>

	<p>It was noted that training needs had been identified as an area for improvement but again this would need further consultation to ascertain what the training should actually be. The Committee also noted that the completion of mandatory training by governors and co-optees needed to be significantly improved and this should be included in any training framework for the year.</p> <p>It was agreed to take forward the following actions:</p> <ul style="list-style-type: none"> • Feasibility of video blogs by chairs and informal forums to increase visibility within the governing body and thereby give all governors and co-optees an understanding of what is happening in all parts of the group; • Improvements to board papers to reduce length of reports • Assessment of individual training needs • Options for meeting venues to be identified and trialed
<p>12/19</p>	<p>Board Self-Assessment</p> <p>The Committee considered the analysis of the self-assessment process for the Board for 2018/19 in comparison to the same for the prior year. It was noted that the request of the Committee to issue the survey slightly earlier had resulted in an excellent response rate of 93%. The self-assessment questionnaire had been completed only by governors (as trustees of the charity).</p> <p>Areas identified as 'outstanding' by the analysis were:</p> <ul style="list-style-type: none"> • Governors contribute significantly to determining the Group's strategic direction, including its educational character and mission • Governors robustly monitor the solvency of the organisation and the effective use of its resources • Divisional and subsidiary boards monitor targets in relation to national benchmarks • Divisional and subsidiary boards receive sufficiently detailed reports to members effectively to monitor the quality of the learner experience. Governors are well aware of prevailing quality issues • The governing body is effective <p>Areas identified as requiring improvement were:</p> <ul style="list-style-type: none"> • Individuals within the governing body need to listen to each other • Governors need to ensure that the strategic plan contains clear targets • The governing body needs to improve its links with students, staff, employers and other stakeholders and act upon their views. <p>One area was identified as below standard:</p> <ul style="list-style-type: none"> • The governing body could provide more challenge to the executive <p>The Committee focused its discussion on how the Group Board could encourage further robust but appropriate challenge. It was thought that some members undertook this very well but that further exploration into how the debate could be opened up to allow all members to participate could be undertaken. This would be included in the analysis of the training requirements for governors. It was agreed that whilst there was much within the report to evidence outstanding</p>

	<p>practice by the Board, the issue of sufficient challenge was so fundamental to the practice of good governance that the Board would not be able to self-assess as outstanding until this issue had been addressed effectively.</p> <p>Discussion then took place on how links with students, staff, employers and stakeholders at board level could be improved and how this could then demonstrate a positive impact on the work of the Board. It was agreed that this fell within a wider 'customer satisfaction' remit. The CEO undertook to explore how this could be progressed.</p> <p>Governors wishing to view the details of the full survey were reminded that the report would be available in the Governance Committee papers on Board Intelligence or on request to the Governance Team.</p> <p>RESOLVED that, after giving due consideration and scrutiny to the outcome of the self-assessment questionnaire, the LTE Group Board be recommended to self-assess as 'good with some outstanding features' for 2018/19.</p>
<p>13/19</p>	<p>Governor Appraisal Process</p> <p>The Committee expressed its concern at the lack of engagement with the appraisal process. Reasons why this had proved problematic were discussed at it was agreed that the Board had sought to implement its optimal solution rather than embedding the process through a staged implementation.</p> <p>The importance of trustees being appraised as part of their role was emphasised and it was agreed that a staged approach, for trustees only in the first instance, undertaken throughout the year and managed by the Governance team would be a pragmatic way forward until the requirement became an embedded accepted practice. At this point the Board could move to peer review.</p> <p>RESOLVED that LTE Group Board be recommended to emphasise the need for a robust appraisal process, participated in by all trustees and that for the current year a managed process be planned by the Company Secretary & General Counsel, in consultation with the Group Chair with implementation as soon as possible.</p>
<p>14/19</p>	<p>Membership, Attendance & Safeguarding Remit</p> <p>Membership</p> <p>The Committee was informed that the term of office of Frances Done as a co-optee to the Novus Divisional Board was due to end shortly. This was her first term of office and she had confirmed that she would be willing to serve a further term.</p> <p>Kimoni Bell, who had acted as student governor in 2018/19 had indicated her interest in continuing to be involved in the governance of UCEN Manchester. It was agreed her membership of that Board would add to its diversity and give a useful perspective to the debate.</p> <p>It was also understood that Peter Winter, currently a co-optee on the UCEN Manchester Board, had indicated he would be able to commit more time and would be happy to sit on other committees. It was agreed that this would be raised with the Group Chair and possible options would be explored.</p>

	<p>The meeting was informed that a new student governor would be appointed at the LTE Group Board meeting on 15 October.</p> <p>The Chair referred to previous discussions of the Committee which had highlighted the need for a co-optee with finance expertise to sit on the UCEN Manchester Board. The Committee agreed that in addition to this, the membership of the Group Operations Divisional Board would benefit from a co-optee appointment with expertise in that area. These requirements would be taken forward. The Committee expressly advised that when considering any search the diversity of membership should always be a requirement.</p> <p>Attendance</p> <p>The Committee considered the attendance statistics for the year 2018/19 and agreed that these evidenced a strong commitment to be involved by both governors and co-optees. No issues in an individual attendance was noted. The attendance record for the year strongly supported the self-assessment outcome.</p> <p>Safeguarding Remit</p> <p>With reference to Minute No. 09/19, the Committee considered how to effectively discharge the corporation's safeguarding remit. It was agreed that expressions of interest should be sought from governors and a view taken at the LTE Group Board meeting in October.</p> <p>RESOLVED that following a request for expressions of interest in the safeguarding nominated governor role, LTE Group Board be requested to consider a way forward in evidencing the discharge of its responsibilities with respect to this remit.</p>
	<p>----- Chair</p> <p>----- Date</p>

The meeting closed at 11:40am