

Governance Committee

Minutes of the meeting and workshop held on Monday 4 March 2019 at 10:00am at the BBC, Media City

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

Apology: Barry Lynch

In Attendance: Kate MacKenzie (Deputy Company secretary & Solicitor) and John Thornhill CEO (by phone).

Part A

01/19	<p>Minutes of Meeting 19 September 2018</p> <p>The minutes of the meeting held on 19 September were presented and approved as an accurate record.</p>
02/19	<p>Terms of Reference - Review</p> <p>With reference to LTE Group Board Minute No. **/18 the Committee considered draft proposals for revisions to the Terms of Reference of boards and committees. The review and amendments were recognised as the next stage in the evolution of the governance and structure of the group. The key principles were discussed in detail and the following conclusions reached:</p> <p>IESG: it was sensible to maintain this as a standing committee for the next phase of the estates strategy (redevelopment and new city centre campus);</p> <p>Group Operations: it was agreed that it was timely for the terms of reference to reflect the revision in the group operations function and that this should provide both a clarity of purpose and sense of place;</p> <p>MOL: it was agreed that a discrete board, mirroring the membership of Total People would be a sensible next step for the oversight of MOL. However, it was considered prudent that no delegated authority be given to this board until the new way of working had become sufficiently embedded;</p> <p>NOVUS: the proposals to allow the Novus board to have oversight of group joint ventures within its scope was agreed. However, the Committee was mindful of the need to allow for apposite decision making whilst ensuring that control remained at the appropriate level.</p> <p>TMC/UCEN : the proposals to allow for a degree of authority in respect of decisions in respect of local initiatives were welcomed.</p> <p>It was considered that further work would need to be undertaken on the detail of appropriate levels of delegated authority on contract commitments or spend and that boards would also need to develop ways of working together when necessary to ensure a sustainable collective agreement for wider initiatives.</p> <p>It was anticipated that the revised Terms of Reference would be submitted to the April Board for approval but prior to then would be considered by the Chairs' Committee.</p>

<p>03/19</p>	<p>Draft Governance Meeting Calendar 2019/20</p> <p>The draft calendar of meetings for 2019/20 was presented for consideration prior to its formal adoption at the LTE Group Board on 2 April. Comments from the governor satisfaction survey had been factored in to the process, to ensure as far as possible, that governors were not expected to attend two separate meetings on consecutive days. The calendar would also be submitted to the forthcoming Chairs' meeting as part of the consultation process.</p>
<p>04/19</p>	<p>Succession Planning</p> <p>With reference to Minute No 18/18 the Committee considered the length and number of terms of office of current members. It was further reported that a potential three new co-optees and one independent governor would be submitted to the April LTE Group Board for formal appointment.</p> <p>The Committee expressed its commitment to maintaining the current rule of three terms of three years as a maximum length of standard service and that any additional terms should be by exception. With this in mind it was noted that Kate Macdonald would be completing her final term of office shortly. The Committee agreed that the Group Chair should explore the possibility of maintaining links with the Novus Board by offering a term of office as co-optee to Kate.</p> <p>The Committee considered those members in their current final term of office and the Group Chair also undertook to have preliminary discussions with these members. The need for articulated succession planning within the group Executive team was also considered as a concurrent process.</p> <p>Mindful of the need to reflect the diversity of the student cohort, the Committee directed that this should be a factor in any future appointments process. It was also agreed that community links should be a key factor in the next Board appointment.</p> <p>The Company Secretary & General Counsel undertook to submit a revised data set following the membership changes anticipated in April to the next meeting of the Committee.</p>
<p>05/19</p>	<p>Governor Appraisals – Peer Review</p> <p>With reference to Minute No. 17/18, the Committee the schedule for peer review. It was noted that this allowed for independent governors to be appraised by a fellow governor and for staff and student governors and co-optees to be appraised by a relevant Chair. An explanatory note informing all participants of the process would be drafted for issue from the Group Chair and the process would commence shortly, with a report back by the Group Chair to the next meeting of the Committee.</p>
	<p>----- Chair</p> <p>----- Date</p>