

## Governance Committee

Minutes of the meeting held on Monday 8 January 2018 at 10:00am in Room OP116

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

In Attendance Lauranne Parsons (Governance Manager) and John Thornhill (LTE Group CEO)

### Part A

<p><b>01/18</b></p>	<p><b>Appointment of Chair</b></p> <p>Adrian Mills was appointed Chair of the Committee.</p>
<p><b>02/18</b></p>	<p><b>CEO Overview</b></p> <p>As a preliminary to the meeting discussions, the CEO gave an overview of the links and dependencies associated with the governance transition to a full legal structure. These included the flow through of liability, growing commitment requirements, management of potential conflicts of interests and impact of Government policy changes. It was agreed that the transition should be a fully transparent and accountable process.</p> <p>In addition to the current meeting it was therefore agreed to hold a further workshop for the committee to consider all issues, links and dependencies holistically with a view to establishing key principles to guide the process and group governance framework, this to be convened as soon as possible.</p>
<p><b>03/18</b></p>	<p><b>Board Membership</b></p> <p>In the context of the wider review, the Committee considered the membership by board/committee and by individual. The recent resignations of two co-optees were noted together with the two vacancies currently on the LTE Group Board, which the Board had directed to be filled as a priority. It was identified that Novus, HE, Group Operations and IESG all had membership requirements and that therefore the issue needed to be considered fully, with potentially a wider movement of membership on specific boards and committees rather than appointing to current vacancies.</p> <p>In order to evidence complete transparency it was further agreed that the workshop should consider the following:</p>

- Review the current structure – did it remain fit for purpose
- Identify expertise required and articulate skills gaps
- Consider innovative ways of addressing these if necessary
- Distinguish between new individuals needed and upskilling of current membership
- Check for unintended consequences
- Purpose of Chairs’ meeting – could this be developed to be more effective
- The need address presenting papers and discussions in meetings (by both governors and officers) in order to use meeting time more effectively; possibly using divisional board chairs as part of this
- How should the relationship already established with co-optees be accessed to provide potential new governors
- Push down of accountability to divisional boards so that the Group Board could use time to consider issues at a strategic group level, rather than revisiting debate from other meetings
- Re-iteration that members of the group board hold a responsibility across the whole organisation
- How can the vision of the group be clearly articulated and signed up to by all involved
- The need to distinguish influence from governance

**RESOLVED** that as a premise to the above and with the authority delegated to it under LTE Group Board minute no. 84/17.2, the following be stated as fundamental principles to be adopted across the group (i.e. those parts which are de facto committees of the corporation and wholly owned or controlled subsidiaries; joint ventures in which the corporation holds a minority membership or interest to be considered on a case by case basis):

1. The chair of each board or committee to be an independent member of the Further Education Corporation (governor of LTE Group);
2. The appointing authority for all chairs to be the LTE Group Board;
3. A minimum of two governors to sit on each subsidiary board/committee.

**04/18 Remuneration**

With reference to LTE Group Board Minute No. 84/17, the committee considered the methodology and framework for the remuneration of trustees. It was accepted that a number of details remained to be determined and that this would need to ensure that the outcomes were both fit for purpose and did not carry the risk of unintended consequences. It was agreed therefore that detailed proposals would be considered at the governance workshop, including eligibility, any associated appraisal framework, the nature and scope of any resulting agreements between the organisation and the individual governor/co-optee, implications for staff and student governors and payment methodology.

**RESOLVED** that, in consideration of the above the following be approved:

1. Payment be made according to responsibility and not amount of time commitment (i.e. one payment based on the levels set by the

	<p>independent panel as attached to appointed roles within the organisation);</p> <p>2. Payment commence on 1 April 2018.</p>
<p><b>05/18</b></p>	<p><b>Board Self-Assessment</b></p> <p>This was undertaken on annual basis via the completion of a questionnaire but the committee considered it timely to review the self-assessment process as part of the wider change programme. It was agreed that this could be considered at the workshop referred to above in order that the process complimented other changes to be made.</p>
<p><b>06/18</b></p>	<p><b>Governor and Co-optee Satisfaction Survey</b></p> <p>The Governance Manager presented the analysis of the above undertaken in October 2017. The Committee commended the Governance Team on the results of the survey as they pertained to the support and advice given. Members considered the areas for improvement highlighted and the improvement plan was approved. It was explained that the improvement plan would be monitored by the committee to assess the impact of the improvements measures implemented.</p> <p>In considering the need for training and development, the Committee concluded at the scope and complexity of the group meant that access to development opportunities outside the usual AoC offer needed to be explored.</p> <p>IT issues were noted as a continuing area for improvement and suggested ways forward to aid governors and co-optees to access wifi and documents easily would be considered.</p> <p>In respect of meeting venues and refreshments it was considered that meetings could be held elsewhere if this aided engagement with staff, students and stakeholders but that it was an important principle to meet on group premises to evidence the link between the governing body and the organisation. Members considered the refreshments for the meetings to be of good standard generally but accepted that further work could be undertaken with individuals with special dietary requirements to ensure that they were catered for to the same good standard.</p> <p>Opportunity of access to learners, staff and stakeholders from all areas of the group was highlighted as a priority. However, the Committee recognised that in order to undertake this as part of a scheduled meeting, the time allocated to meetings needed to be used more effectively. Reference was also made to the consistent lateness of papers, which was not an acceptable standard of practice. In respect of meetings, the Committee therefore directed that the following practice should be adopted throughout the group:</p>

	<ul style="list-style-type: none"><li>• Reports to be presented 'as read'; discussion to then concentrate on questions, challenge and scrutiny and not on the presentation of information;</li><li>• Papers to be succinct, with an executive summary/slide and detail to be contained in appendices;</li><li>• Papers ordinarily to be issued seven days in advance; no late papers to be accepted unless under exceptional circumstances with the reason notified to and accepted by the Chair.</li></ul>
	<p>----- Chair</p> <p>----- Date</p>

The meeting closed at 12:40 pm