LTE Group
August 2026

CONSTITUTION

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Part 1
Instrument and Articles of Association

LTE GROUP CORPORATION

INSTRUMENT OF ASSOCIATION

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Interpretation of the terms used

1. In this Instrument of Association:

(a) any reference to "the CEO" shall include a person acting as CEO;

(b) "the Company Secretary" means the Company Secretary in their capacity as Company Secretary to the corporation;

(c) "the Corporation" means the Corporation of LTE Group (LTE Group Board);

(d) "the institution" means LTE Group (an institution which the Corporation is established to conduct and for the time being conducted by the Corporation in exercise of its powers under the Further and Higher Education Act 1992(**1**));

(e) "this Instrument" means this Instrument of Association;

(f) "committees" means any meeting of any group or subset of members of the Corporation established to consider the business of the Corporation including Divisional Boards, Working Groups and Single Task Groups

(g) "meeting" includes a meeting at which the members attending are present in more than one room, provided that by the use of video-conferencing or teleconferencing facilities it is possible for every person present at the meeting to communicate with each other;

(h) "necessary skills" means skills and experience, other than professional qualifications, specified by the Corporation as appropriate for members to have;

(i) "staff member" and "student member" have the meanings given to them in clause 2;

(j) "the previous Instrument of Association" means the Instrument of Association relating to the Corporation which had effect immediately before 1st January 2008;
(k) "the Secretary of State" means the Secretary of State for Education or that Department which has the regulatory oversight of Further Education corporations;
(l) "staff matters" means the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff;
(m) "the students' union" means any association of students formed to further the educational purposes of the institution and the interests of students, as students.

Composition of the Corporation
2. – (1)
Subject to the transitional arrangements set out in clause 3, the Corporation shall consist of
(a) at least ten (10) and up to twelve (12) members who appear to the Corporation to have the necessary skills to ensure that the Corporation carries out its functions under article 3 of the Articles of Association.
(b) the CEO of the institution.
(c) up to two members who are a member of the institution's staff and have a contract of employment with the institution; to be nominated and elected by staff ("staff members"); and
(d) up to two members who are students at the institution and have been nominated by a recognised association representing such students ("student members").
(e) A person, who is not for the time being enrolled as a student at the institution, shall nevertheless be treated as a student during any period of authorised absence from the institution for study, travel or for carrying out the duties of any office held by that person in the institution's students' union.
(f) The appointing authority, as set out in clause 4, will decide whether a person is eligible for nomination, election and appointment as a member of the Corporation under paragraph (1).

Transitional arrangements
3. Where, following the last determination under the previous Instrument of Association, the composition of the Corporation does not conform in number to that determination:
(a) nothing in clauses 2 and 3 of this Instrument shall require the removal of members where the previous Instrument would not have required their removal; but
(b) the Corporation shall ensure that any new appointments are made so that its composition conforms to the determination as soon as possible.

Appointment of the members of the Corporation
4.
1) Subject to paragraph (2) below the Corporation is the appointing authority in relation to the appointment of all its members.
2) If the number of members falls below the number needed for a quorum, the Secretary of State is the appointing authority in relation to the appointment of those members needed for a quorum.
3) The appointing authority may decline to appoint a person as a staff or student member if:
(a) it is satisfied that the person has been removed from office as a member of a further education corporation in the previous ten years; or
(b) the appointment of the person would contravene any rule or bye-law made under article 23 of the Articles of Association concerning the number of terms of office which a person may serve, provided that such rules or bye-laws make the same provision for each category of members appointed by the appointing authority; or
(c) the person is ineligible to be a member of the corporation because of clause 7.
4) Where the office of any member becomes vacant the appointing authority shall as soon as practicable take all necessary steps to appoint a new member to fill the vacancy.

5) A person shall not be appointed as member of the Corporation unless they have obtained an enhanced Disclosure and Barring Service (DBS) check. Any person who has not obtained such a check shall be ineligible for appointment.

Appointment of the Chair and Vice-Chair

5.

1) The members of the Corporation shall appoint a Chair from among themselves.
2) The members of the Corporation may appoint a Vice Chair from among themselves.
3) Neither the CEO nor any staff or student member shall be eligible to be appointed as Chair or Vice-Chair or to act as Chair in their absence.
4) If the Chair is absent from any meeting of the Corporation, the members present shall choose someone from among themselves to act as Chair for that meeting.
5) The Chair shall hold office for such period as the Corporation decides.
6) The Chair may resign from office at any time by giving notice in writing to the Company Secretary. Unless there are exceptional circumstances, the Chair of the Corporation will be requested to provide at least six months' notice of their intention to resign from office to assist effective succession planning.
7) If the Corporation is satisfied that the Chair is unfit or unable to carry out the functions of office, it may give written notice, removing the Chair from office and the office shall then be vacant.
8) At the last meeting before the end of the term of office of the Chair, or at the first meeting following the Chair's resignation or removal from office, the members shall appoint a replacement from among themselves.
9) At the end of their term of office, the Chair shall be eligible for reappointment.
10) Paragraph (9) is subject to any rule or bye-law made by the Corporation under article 23 of the Articles of Association concerning the number of terms of office which a person may serve.
11) If the Corporation has appointed a Vice Chair paragraphs (4) to (10) shall also apply to that position.

Appointment of the Company Secretary to the Corporation

6.

1) The Corporation shall appoint a person to serve as its Company Secretary, but the CEO may not be appointed as Company Secretary.
2) In the temporary absence of the Company Secretary, the Corporation shall appoint a person to serve as a temporary Company Secretary, but the CEO may not be appointed as temporary Company Secretary.
3) Any reference in this Instrument to the Company Secretary shall include a temporary Company Secretary appointed under paragraph (2).
4) Subject to clause 13, the Company Secretary shall be entitled to attend all meetings of the Corporation and any of its committees.
5) The Company Secretary may also be a member of staff at the institution.

Persons who are ineligible to be members

7.

1) No one under the age of 18 years may be a member except for the co-opted Student member of the TMC divisional board.
2) The Company Secretary may not be a member
3) A person who is a member of staff of the institution may not be, or continue as, a member, except as a staff member or in the capacity of CEO.
4) Eligibility for payments made for services as a trustee as set out in clause 10 shall not constitute a contract of employment for the purposes of (3) above.
5) Paragraph (3) does not apply to a student who is employed by the Corporation in connection with the student's role as an officer of a students' union.

6) Subject to paragraphs (6) and (7), a person shall be disqualified from holding, or from continuing to hold, office as a member, if that person has been adjudged bankrupt or is the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking within the meaning of the Insolvency Act 1986(**2**), or if that person has made a composition or arrangement with creditors, including an individual voluntary arrangement.
7) Where a person is disqualified by reason of having been adjudged bankrupt or by reason of being the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restriction undertaking, that disqualification shall cease -
   (a) on that person's discharge from bankruptcy, unless the bankruptcy order has before then been annulled; or
   (b) if the bankruptcy order is annulled, at the date of that annulment; or
   (c) if the bankruptcy restrictions order is rescinded as a result of an application under section 375 of the Insolvency Act 1986, on the date so ordered by the court; or
   (d) if the interim bankruptcy restrictions order is discharged by the court, on the date of that discharge; or
   (e) if the bankruptcy restrictions undertaking is annulled, at the date of that annulment.
8) Where a person is disqualified by reason of having made a composition or arrangement with creditors, including an individual voluntary arrangement, and then pays the debts in full, the disqualification shall cease on the date on which the payment is completed and in any other case it shall cease on the expiration of three years from the date on which the terms of the deed of composition, arrangement or individual voluntary arrangement are fulfilled.
9) Subject to paragraph (9), a person shall be disqualified from holding, or from continuing to hold, office as a member if –
   (a) within the previous five years that person has been convicted, whether in the United Kingdom or elsewhere, of any offence and has received a sentence of imprisonment, whether suspended or not, for a period of three months or more, without the option of a fine; or
   (b) within the previous twenty years that person has been convicted as set out in sub-paragraph (a) and has received a sentence of imprisonment, whether suspended or not, for a period of more than two and a half years; or
   (c) that person has at any time been convicted as set out in sub-paragraph (a) and has received a sentence of imprisonment, whether suspended or not, of more than five years.
10) For the purpose of this regulation there shall be disregarded any conviction by or before a court outside the United Kingdom for an offence in respect of conduct which, if it had taken place in the United Kingdom, would not have constituted an offence under the law then in force anywhere in the United Kingdom.
11) A member shall be required to give an annual undertaking to abide by the terms and conditions of appointment. A refusal by an individual to comply with this requirement will result in that person being disqualified from holding or continuing to hold office as a member.
12) Upon a member of the Corporation becoming disqualified from continuing to hold office under paragraphs (5) or (8), the member shall immediately give notice of that fact to the Company Secretary.

The term of office of a member

8.

1) A member of the Corporation shall hold and vacate office in accordance with the terms of the appointment, but the length of the term of office shall not exceed three years.
2) Members retiring at the end of their term of office shall be eligible for reappointment, and clause 4 shall apply to the reappointment of a member as it does to the appointment of a member.
3) Paragraph (2) is subject to any rule or bye-law made by the Corporation under article 23 of the Articles of Association concerning the number of terms of office which a person may serve.

Termination of membership

9.

1) A member may resign from office at any time by giving notice in writing to the Company Secretary. Members are requested to provide at least three months' written notice if it is their intention to resign before the expiry of their term of office (as set out in the original letter of appointment).
2) If at any time the Corporation is satisfied that any member: –
   (a) is unfit or unable to discharge the functions of a member ; or
   (b) is in breach of the terms and conditions of appointment; or
   (c) has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation; or
   (d) has failed to evidence a successful outcome of any appraisal process as approved and adopted by the Corporation.

   the Corporation may by notice in writing to that member remove the member from office and the office shall then be vacant.
3) A member may be suspended by an order of the Chair for the duration of any investigation in connection with (2)(a) or (b) above.
4) Any person who is a member of the Corporation by virtue of being a member of the staff at the institution, including the C E O shall cease to hold office upon ceasing to be a member of the staff and the office shall then be vacant.
5) A student member shall cease to hold office: -
   (a) at the end of the student's final academic year, or at such other time in the year after ceasing to be a student as the Corporation may decide; or
   (b) if expelled from the institution, and the office shall then be vacant.

Remuneration of Trustees

10.

1) A member or committee member may receive remuneration or other benefit in money or money's worth from the Corporation in respect of services provided to the Corporation in accordance with the terms set out in this clause 10.
2) Such remuneration shall be determined by the Governance Performance Review Panel on a case-by-case basis and, subject to any adjustment in accordance with paragraph (3), shall be limited as follows:
   (a) the Chair may receive up to a maximum of £7,500 per annum;
   (b) the chair of any committee may receive up to a maximum of £5,000 per annum; and
   (c) other members and committee members may receive up to a maximum of £3,000 per annum.
3) In each academic year the Governance Performance Review Panel shall review the maximum amounts payable to members and committee members under paragraph (2), and may, having taken financial advice on the effects of inflation, increase such maximum amounts (with effect from 1 August in such year) in line inflation only.
4) Any amendment of this clause by the members is subject to prior written consent of the Charity Commission.
5) For the purpose of this clause, the term 'Governance Performance Review Panel' shall mean a panel set up by the Corporation to fulfil the purposes set out in this clause 10, which is made up of stakeholders and persons independent to the Corporation. For the avoidance of doubt no members, committee members or employees of the Corporation will sit on the Governance Performance Review Panel.

Members not to hold interests in matters relating to the institution

11.

1) A member to whom paragraph 10(2) applies shall –
   (a) disclose to the Corporation the nature and extent of the interest; and

(b) if present at a meeting of the Corporation, or of any of its committees, at which such supply, contract or other matter as is mentioned in paragraph 10(2) is to be considered, not take part in the consideration or vote on any question with respect to it and not be counted in the quorum present at the meeting in relation to a resolution on which that member is not entitled to vote; and
(c) withdraw, if present at a meeting of the Corporation, or any of its committees, at which such supply, contract or other matter as is mentioned in paragraph 10(2) is to be considered, where required to do so by a majority of the members of the Corporation or committee present at the meeting.

2) This paragraph applies to a member who
(a) has any financial interest in -
i. the supply of work to the institution, or the supply of goods for the purposes of the institution;
ii. any contract or proposed contract concerning the institution; or
iii. any other matter relating to the institution; or
(b) has a contract of employment or other appointment with a competitor organisation;
(c) liabilities incurred by them arising out of their office or the Corporation obtaining such insurance has any other interest of a type specified by the Corporation in any matter relating to the institution.

3) This clause shall not prevent the members considering and voting upon proposals for the Corporation to insure them against and paying the premium.

4) Where the matter under consideration by the Corporation or any of its committees relates to the pay and conditions of all staff, or all staff in a particular class, a staff member— need not disclose a financial interest; and
(a) may take part in the consideration of the matter, vote on any question with respect to it and count towards the quorum present at that meeting, provided that in so doing, the staff member acts in the best interests of the Corporation as a whole and does not seek to represent the interests of any other person or body, but
(b) shall withdraw from the meeting if the matter is under negotiation with staff and the staff member is representing any of the staff concerned in those negotiations.

5) The Company Secretary shall maintain a register of the interests of the members which have been disclosed, and the register shall be made available during normal office hours at the institution to any person wishing to inspect it.

Meetings

12.

1) The Corporation shall meet at least quarterly and shall hold such other meetings as may be necessary.
2) Subject to paragraphs (4) and (5) and to clause 12(4), all meetings shall be called by the Company Secretary, who shall, at least seven calendar days before the date of the meeting, send to the members of the Corporation written notice of the meeting and a copy of the proposed agenda.
3) If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Company Secretary, the Chair shall, at least seven calendar days before the date of the meeting, arrange to send to the members a copy of the agenda item concerned, together with any relevant papers.
4) A meeting of the Corporation, called a “special meeting”, may be called at any time by the Chair or at the request in writing of any five members.
5) Where the Chair, or in the Chair’s absence the Vice-Chair, decides that there are matters requiring urgent consideration, the written notice convening the special meeting and a copy of the proposed agenda may be given within less than seven calendar days.
6) Every member shall act in the best interests of the Corporation and shall not be bound to speak or vote by mandates given by any other body or person.

Quorum

13.

1) Meetings of the Corporation shall be quorate if the number of members present is at least 40% of the total number of members, determined according to clause 3 (and for these purposes "present includes being present by suitable electronic means in which members are all able to communicate with each other).
2) If the number of members present for a meeting of the Corporation does not constitute a quorum, the meeting shall not be held.
3) If during a meeting of the Corporation there ceases to be a quorum, the meeting shall be terminated at once.
4) If a meeting cannot be held or cannot continue for lack of a quorum, the Chair may call a special meeting as soon as it is convenient.

Proceedings of meetings

14.

1) Every question to be decided at a meeting of the Corporation shall be decided by a majority of the votes cast by members present and entitled to vote on the question.
2) Where, at a meeting of the Corporation, there is an equal division of votes on a question to be decided, the Chair of the meeting shall have a second or casting vote.
3) A member may not vote by proxy or by way of postal vote.
4) No resolution of the members may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.
5) Except as provided by procedures made pursuant to article 16 of the Articles of Association, a member of the Corporation who is a member of staff at the institution, (including the CEO if deemed necessary), shall withdraw—
   (a) from that part of any meeting of the Corporation, or any of its committees, at which staff matters relating solely to that member of the staff, as distinct from staff matters relating to all members of staff or all members of staff in a particular class, are to be considered;
   (b) from that part of any meeting of the Corporation, or any of its committees, at which that member's reappointment or the appointment of that member's successor is to be considered;
   (c) from that part of any meeting of the Corporation, or any of its committees, at which the matter under consideration concerns the pay or conditions of service of all members of staff, or all members of staff in a particular class, where the member of staff is acting as a representative (whether or not on behalf of a recognised trade union) of all members of staff or the class of staff (as the case may be); and
   (d) if so required by a resolution of the other members present, from that part of any meeting of the Corporation or any of its committees, at which staff matters relating to any member of staff holding a post senior to that member are to be considered, except those relating to the pay and conditions of all staff.
6) Except as provided by rules made under article 18 (3) of the Articles of Association relating to appeals and representations by students in disciplinary cases, a student member shall withdraw from that part of any meeting of the Corporation or any of its committees, at which a student's conduct, suspension or expulsion is to be considered.
7) In any case where the Corporation, or any of its committees, is to discuss staff matters relating to a member or prospective member of staff at the institution, a student member shall—
   (a) take no part in the consideration or discussion of that matter and not vote on any question with respect to it; and
   (b) where required to do so by a majority of the members, other than student members, of the Corporation or committee present at the meeting, withdraw from the meeting.
8) The Company Secretary shall withdraw from that part of any meeting of the Corporation, or any of its committees, at which the Company Secretary's remuneration, conditions of service, conduct, suspension, dismissal or retirement in the capacity of Company Secretary are to be considered.

9) If the Company Secretary withdraws from a meeting, or part of a meeting, of the Corporation under paragraph (8), the Corporation shall appoint a person to act as Company Secretary during this absence.
10) If the Company Secretary withdraws from a meeting, or part of a meeting, of a committee of the Corporation, the Corporation shall appoint a person to act as Company Secretary to the committee during this absence.
11) A resolution or decision in writing agreed by the members of the Corporation who would have been entitled to vote upon it had it been proposed at a meeting shall be effective provided that:
    (a) a copy of the proposed resolution or decision has been sent to every member who (subject always to the preceding provisions of this clause **14)** would have been eligible to form part of any meeting of the Corporation, or any of its committees, at which the subject matter of the proposed resolution or decision would have been considered and voted upon and
    (b) a simple majority of the members of the Corporation has signified its agreement to the resolution or decision within the period of 28 days beginning with the date when such a resolution or decision was circulated.
12) A resolution or decision in writing may comprise several copies or documents containing the text of the resolution in like form to which one or more eligible members have signified their agreement.

Minutes
15.
1) Written minutes of every meeting of the Corporation shall be prepared, and, subject to paragraph (2), at every meeting of the Corporation the minutes of the last meeting shall be taken as an agenda item.
2) Paragraph (1) shall not require the minutes of the last meeting to be taken as an agenda item at a special meeting, but where they are not taken, they shall be taken as an agenda item at the next meeting which is not a special meeting.
3) Where minutes of a meeting are taken as an agenda item and agreed to be accurate, those minutes shall be signed as a true record by the Chair of the meeting.
4) Separate minutes shall be taken of those parts of meetings from which staff members, the CEO, student members or the Company Secretary have withdrawn from a meeting in accordance with clause 13(5), (6), (8), (9) or (10) and such persons shall not be entitled to see the minutes of that part of the meeting or any papers relating to it.

Public access to meetings
16.
The Corporation shall decide any question as to whether a person should be allowed to attend any of its meetings where that person is not a member, the Company Secretary or the CEO and in making its decision, it shall give consideration to clause 17(2).

Publication of minutes and papers
17.
1) Subject to paragraph (2), the Corporation shall ensure that a copy of:
    (a) the agenda for every meeting of the Corporation;
    (b) the draft minutes of every such meeting, if they have been approved by the Chair of the meeting;
    (c) the signed minutes of every such meeting; and
    (d) any report, document or other paper considered at any such meeting,

shall as soon as possible be made available during normal office hours at the institution to any person wishing to inspect them.
2) There shall be excluded from any item made available for inspection any material relating to -
    (a) a named person employed at or proposed to be employed at the institution;

(b) a named student at, or candidate for admission to, the institution;
(c) the Company Secretary; or
(d) any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis.

3) The Corporation shall ensure that a copy of the draft or signed public minutes of every meeting of the Corporation, under paragraph (1), shall be placed on the institution's website, and shall, despite any rules the Corporation may make regarding the archiving of such material, remain on its website for a minimum period of 12 months.
4) The Corporation shall review regularly all material excluded from inspection under paragraph (2)(d) and make any such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason.

Copies of the Instrument of Association
18.
A copy of this Instrument shall be given free of charge to every member of the Corporation and at a charge not exceeding the cost of copying or free of charge to any other person who so requests a copy and shall be available for inspection at the institution upon request, during normal office hours, to every member of staff and every student.

Change of name of the Corporation
19.
The Corporation may change its name with the approval of the Secretary of State.

Application of the seal
20.
1) The application of the seal of the Corporation shall be authenticated by—
(a) the signature of either the Chair or of some other member authorised either generally or specially by the Corporation to act for that purpose; and
(b) the signature of any other member.
2) Members may not sign to authenticate the seal if the document relates to an issue for which they have declared an interest.

LTE GROUP CORPORATION
ARTICLES OF ASSOCIATION

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Interpretation of the terms used

1. In these Articles of Association:

(a) any reference to "the CEO" shall include a person acting as CEO;
(b) "the Articles" means these Articles of Association;
(c) "Chair" and "Vice-Chair" mean respectively the Chair and Vice-Chair of the Corporation appointed under clause 5 of the Instrument of Association
(d) "the Company Secretary" has the same meaning as in the Instrument of Association.
(e) "the Corporation" has the same meaning as in the Instrument of Association.
(f) "committee" has the same meaning as in the Instrument of Association.
(g) "funding agency auditors" means any auditor engaged or authorised by a body from which the corporation receives funding, and which the financial memorandum agreed therewith requires the corporation to allow access
(h) "staff member" and "student member" have the same meanings as in the Instrument of Association;
(i) "the Secretary of State" means the Secretary of State for Education;
(j) "senior post" means the post of CEO and such other senior posts as the Corporation may decide for the purposes of these Articles;
(k) "the staff" means all the staff who have a contract of employment with the institution;
(l) "the students' union" has the same meaning as in the Instrument of Association.

Conduct of the institution

2. The institution shall be conducted in accordance with the provisions of the Instrument of Association, these Articles, any rules or bye-laws made under these Articles and any trust deed regulating the institution.

Responsibilities of the Corporation, the CEO and the Company Secretary

3.

1) The Corporation shall be responsible for the following functions—
   (a) the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
   (b) publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities:
   (c) approving the quality strategy of the institution;
   (d) the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets;
   (e) approving annual estimates of income and expenditure;
   (f) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Company Secretary, including, where the Company Secretary is, or is to be appointed as, a member of staff, the Company Secretary's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff; and
   (g) setting a framework for the pay and conditions of service of all other staff.
2) Subject to the responsibilities of the Corporation, CEO shall be responsible for the following functions-
   (a) making proposals to the Corporation about the educational character and mission of the institution and implementing the decisions of the Corporation;
   (b) the determination of the institution's academic and other activities;
   (c) preparing annual estimates of income and expenditure for consideration and approval by the Corporation, and the management of budget and resources within the estimates approved by the Corporation;
   (d) the organisation, direction and management of the institution and leadership of the staff;
   (e) the appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the Corporation, of the pay and conditions of service of staff, other than the holders of senior posts or the Company Secretary, where the Company Secretary is also a member of the staff; and
   (f) maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.
3) The Company Secretary shall be responsible for the following functions: -
   (a) advising the Corporation with regard to the operation of its powers;
   (b) advising the Corporation with regard to procedural matters;
   (c) advising the Corporation with regard to the conduct of its business; and
   (d) advising the Corporation with regard to matters of governance practice.

The establishment of committees and delegation of functions generally

4.

1) The Corporation may establish committees for any purpose or function, other than those assigned in these Articles to the CEO or Company Secretary and may delegate powers to-
   (a) such committees;
   (b) the Chair, or in the Chair's absence, and if appointed, the Vice-Chair; or
   (c) the CEO.

2) The number of members of a standing committee and the terms on which they are to hold and to vacate office, shall be decided by the Corporation;
3) The number and members of a single task group may be decided by the Chair under delegated powers. In the absence of the Chair, this function may be exercised by either of the Vice Chair;

4) The Corporation may also establish committees under collaboration arrangements made with other further education institutions or maintained schools (or with both), and such joint committees shall be subject to any regulations made under section 166 of the Education and Inspections Act 2006(**3**) governing such arrangements.

The appointments committee

5.

The Corporation shall establish a Governance committee to undertake the function of advising on the appointment of members (other than as a staff or student member), in accordance with the terms of reference approved by the Corporation.

The audit & risk committee

6.

1) The Corporation shall establish a committee, to be known as the "audit & risk committee", to advise on matters relating to the Corporation's audit arrangements and systems of internal control.
2) The audit & risk committee shall consist of at least three persons and shall operate in accordance with the requirements of any regulatory body to which the Corporation is subject.

Composition of committees

7.

Any committee, board or single task group established by the Corporation, other than the committee referred to in article 10, may include persons who are not members of the Corporation.

Access to committees by non-members and publication of minutes

8.

The Corporation shall ensure that written statements of policy regarding access to committee meetings by non-members, and the procedures for the publication of minutes, are maintained and published on the institution's website. These shall include the relevant provisions of Standing Orders 50-56.

Delegable and non-delegable functions

9. The Corporation shall not delegate the following functions-

(a) the determination of the educational character and mission of the institution;
(b) the approval of the annual estimates of income and expenditure;
(c) the responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets;
(d) the appointment of the CEO or holder of a senior post;
(e) the appointment of the Company Secretary, (including, where the Company Secretary is, or is to be, appointed as a member of staff the Company Secretary's appointment in the capacity of a member of staff); and
(f) the modification or revocation of these Articles.

10.

1) The Corporation may not delegate -
   (a) the consideration of the case for dismissal, and

   (b) the power to determine an appeal in connection with the dismissal of the CEO, the Company Secretary or the holder of a senior post, other than to a committee of members of the Corporation.
2) The Corporation shall make rules specifying the way in which a committee having functions under paragraph (1) shall be established and conducted.

11.

1) The CEO may delegate functions to the holder of any other senior post other than-

(a) the management of budget and resources; and
(b) any functions that have been delegated to the CEO by the Corporation.

Appointment and promotion of staff

12.

1) Where there is a vacancy or expected vacancy in a senior post, the Corporation may -
   (a) advertise the vacancy or use any other appropriate means to ensure that the vacancy is brought to the attention of the relevant potential candidates
   (b) the Corporation shall appoint a selection panel consisting of -
      i. at least five members of the Corporation including the Chair or the Vice-Chair (if appointed) or both, where the vacancy is for the post of CEO; or
      ii. the CEO and at least three other members of the Corporation, where the vacancy is for any other senior post.
2) The members of the selection panel shall -
   (a) decide on the arrangements for selecting the applicants for interview;
   (b) interview the applicants; and
   (c) where they consider it appropriate to do so, recommend to the Corporation for appointment one of the applicants they have interviewed.
3) If the Corporation approves the recommendation of the selection panel, that person shall be appointed.
4) If the members of the selection panel are unable to agree on a person to recommend to the Corporation, or if the Corporation does not approve their recommendation, the Corporation may make an appointment itself of a person from amongst those interviewed, or it may require the panel to repeat the steps specified in paragraph (2), with or without first applying paragraph (1)
5) Where there is a vacancy in a senior post or where the holder of a senior post is temporarily absent, until that post is filled or the absent post holder returns, a member of staff:
   (a) may be required to act as CEO or in the place of any other senior post holder; and
   (b) if so required, shall have all the duties and responsibilities of the CEO or such other senior post holder during the period of the vacancy or temporary absence.

13.

1) The CEO shall have responsibility for selecting for appointment all members of staff other than -
   (a) senior post holders; and
   (b) where the Company Secretary is also to be appointed as a member of staff, the Company Secretary in the role of a member of staff.

Rules relating to the conduct of staff

14. After consultation with the staff, the Corporation shall make rules relating to their conduct.

Academic freedom

15. In making rules under article 14, the Corporation shall have regard to the need to ensure that academic staff at the institution have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without putting themselves at risk of losing their jobs or any privileges which they may enjoy at the institution.

Grievance, suspension and disciplinary procedures

16.

1. After consultation with staff, the Corporation shall make rules setting out
   (a) grievance procedures for staff;
   (b) procedures for the suspension of staff; and

(c) disciplinary and dismissal procedures for staff and (a) to (c) above for senior posts and such procedures shall be subject to the provisions of articles 3(1)(f), 3(2)(e), 9(d), 9(e), 10(1) and 17.

2) Any rules made under paragraph (1)(b) shall include provision that where a person has been suspended without pay, any appeal against such suspension shall be heard and action taken in a timely manner.
3) Any rules made under paragraph (1)(c)(i) shall include provision that where the Corporation considers that it may be appropriate to dismiss a person, a preliminary investigation shall be conducted to examine and determine the case for dismissal.

Suspension and dismissal of the Company Secretary

17.

1) Where the Company Secretary is also a member of staff at the institution, the Company Secretary is to be treated as a senior post holder for the purposes of article 16.
2) Where the Company Secretary is suspended or dismissed under article 16, that suspension or dismissal shall not affect the position of the Company Secretary in the separate role of Company Secretary to the Corporation.

Students

18.

1) Any students' union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Corporation and no amendment to, or rescission of, that constitution, in part or in whole, shall be valid unless approved by the Corporation.
2) The students' union shall present audited accounts annually to the Corporation.
3) After consultation with representatives of the students, the Corporation shall make rules concerning the conduct of students, including procedures for their suspension and expulsion (including expulsion for an unsatisfactory standard of work or other academic reason).

Financial matters

19. The Corporation shall set the policy by which the tuition and other fees payable to it are determined, subject to any terms and conditions attached to grants, loans or other payments paid or made by the funding agencies.

Co- operation with the Funding Agency Auditors

20. The Corporation shall co-operate with any person who has been authorised by a funding agency under the terms of a financial memorandum to audit any returns of numbers of students or claims for financial assistance and shall give any such person access to any documents or records held by the Corporation, including computer records.

Internal audit

21.

1) The Corporation shall, at such times as it considers appropriate, examine and evaluate its systems of internal financial and other control to ensure that they contribute to the proper, economic, efficient and effective use of the Corporation's resources.
2) The Corporation may arrange for the examination and evaluation mentioned in paragraph (1) to be carried out on its behalf by internal auditors.
3) The Corporation shall not appoint persons as internal auditors to carry out the activities referred to in paragraph (1) if those persons are already appointed as external auditors under article 22.

Accounts and audit of accounts

22.

1) The Corporation shall
   (a) keep proper accounts and proper records in relation to the accounts; and
   (b) prepare a statement of accounts for each financial year of the Corporation.

2) The statement shall:
   (a) give a true and fair account of the state of the Corporation's affairs at the end of the
   (b) financial year and of its income and expenditure in the financial year; and
   (c) comply with any directions given by the funding agency as to the information to be contained in it, the manner in which the information is to be presented, the methods and principles according to which it is to be prepared and the time and manner of publication.
3) The accounts and the statement of accounts shall be audited by external auditors appointed by the Corporation in respect of each financial year.
4) The Corporation shall not appoint persons as external auditors in respect of any financial year if those persons are already appointed as internal auditors under article 21.
5) Auditors shall be appointed and audit work conducted in accordance with any requirements of the funding agencies.
6) The "financial year" means the first financial year and, except as provided for in paragraph (8), each successive period of twelve months.
7) The "first financial year" means the period from the date the Corporation was established up to the second 31st July following that date, or up to some other date which has been chosen by the Corporation.
8) If the Corporation is dissolved -
   (a) the last financial year shall end on the date of dissolution; and
   (b) the Corporation may decide that what would otherwise be the last two financial years, shall be a single financial year for the purpose of this article.

Rules and bye-laws
23.
The Corporation shall have the power to make rules and bye-laws relating to the government and conduct of the institution and these rules and bye-laws shall be subject to the provisions of the Instrument of Association and these Articles.

Copies of Articles of Association and rules and bye-laws
24.
A copy of these Articles, and of any rules and bye-laws, shall be given free of charge to every member of the Corporation and at a charge not exceeding the cost of copying or free of charge, to any other person who requests a copy and shall be available for inspection at the institution upon request, during normal office hours, to every member of staff and every student.

Modification or replacement of the Instrument and Articles of Association
25.
1) Subject to paragraph (2) the Corporation may by resolution of the members modify or replace its instrument and articles of association, after consultation with any other person who, in the Corporation's view, are likely to be affected by the proposed changes.
2) The Corporation shall not make changes to the instrument and articles of Association that would result in the body ceasing to be a charity.

Dissolution of the Corporation
26.
1) The Corporation may by resolution dissolve itself and provide for the transfer of its property, rights and liabilities.
2) The Corporation shall ensure that a copy of the draft resolution to dissolve the Corporation on a specified date shall be published at least one month before the proposed date of such resolution.

Part 2
Scheme of Delegation

SCHEME OF DELEGATION

1. Responsibilities

1.1 The Corporation has five main responsibilities:

a. for the determination of the educational character and mission of the institution and for the oversight of its activities (including arrangements for consultation thereon)
b. for the effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets
c. for approving annual estimates of income and expenditure
d. for the appointment, grading, suspension, dismissal and determination of the pay and service of the holders of senior posts and
e. for setting a framework for the pay and conditions of service of all other staff

1.2 The Corporation retains to itself the powers and duties specified in Section 4 below, delegating other functions to the specified Committees and the Chair and CEO in order to ensure effective and efficient governance and management of the Corporation within the legal requirements.

1.3 The Corporation may not delegate the consideration of the case for dismissal and the power to determine an appeal in connection with the dismissal of the CEO, the Company Secretary or the holder of a senior post other than to a Committee of members of the Corporation.

1.4 The Corporation is responsible for assessing its own performance, at least on an annual basis.

2. Powers and Duties Reserved by the Corporation

2.1 The determination of the educational character and mission of LTE Group ("the Group").
2.2 Ensuring that academic standards, including success rates and targets, are monitored and appropriate action is taken where standards are unsatisfactory.
2.3 The approval of annual estimates of income and expenditure.
2.4 The review of the framework of pay and conditions of service for staff and senior post holders.
2.5 The approval of the Group Strategic Development Plan and Disaster Recovery Plan.
2.6 The approval and annual review of the Group Quality Strategy (which may form part of the strategic plan).
2.7 Approval of divisional business and investment plans.
2.8 To determine the circumstances in which and at what level fees are to be charged provided these arrangements are integral to the annual estimates of income and expenditure approved by the LTE Group Board.
2.9 Ensuring the solvency of the Institution and the safeguarding of its assets.
2.10 Approval and review franchise arrangements.
2.11 Approval of policy in respect of strategy and parameters surrounding the investment of surplus funds.
2.12 Approval of the award of tenders for contracts *.
2.13 Approval of any amendments to the provision of banking services *.
2.14 Approval of the disposal of an asset *.
2.15 Authorisation of contracts for services *.

*As set out in the Financial Regulations

2.16 Review of the business plan and control arrangements for overseas activities as appropriate.
2.17 The review and approval of policies as set out in the policy review cycle or as required by legislation.
2.18 Approval of the establishment and the procedure for the establishment of companies or joint ventures by the Group.
2.19 The appointment, discipline or dismissal of the CEO, Company Secretary or other senior post holder.

2.20 The modifying or revoking of the Articles of Association of the Corporation.
2.21 The determination of the number of members of the Corporation, the length of term of office, the appointment or removal of any member of the Corporation in accordance with the Instrument of Association.
2.22 The establishment of Committees or single task groups of the Corporation and the constitution and functions of such committees and the delegation or recovery of any powers, functions or duties to or from such committees, or the Corporation Chair or CEO.
2.23 The authorisation arrangements for members to authenticate the application of the Seal of the Corporation.
2.24 Ensuring the availability of written statements for the Corporation's procedure regarding attendance at meetings by persons who are not members and the publication of the minutes of meetings.
2.25 The determination of which staff posts within the Group shall be defined as senior posts of the Group.
2.26 The establishment of rules and procedures setting out grievance and disciplinary procedures for staff and the same for senior post holders in accordance with Article16.
2.27 The making and maintenance of a code of conduct for Corporation members, procedures for complaints, whistle blowing and openness including access to agenda and minutes.
2.28 The making of appointments to directorships of companies of which the corporation owns or is a member.
2.29 Responsibility for health & safety, safeguarding and equality and diversity.

3. Delegation to Chair

There shall be delegated to the Chair of the Corporation or in their absence the Vice-Chair, the following powers:

3.1 To call a special meeting of the Corporation.
3.2 Where it would not be reasonable to wait until the next ordinary meeting of the Board, to establish a single task group if required as a response to an issue as a matter of urgency and to determine the number, membership and remit of the group following consultation with the CEO and Company Secretary.
3.3 The appointment to or amendment of membership of boards, committees and single task groups, or the appointment of an alternative member for a single meeting to allow for that meeting to be quorate, if required as a matter of expediency (this may in turn be delegated to the Company Secretary).
3.4 To undertake duties as assigned to the post in accordance with the disciplinary procedures for senior post holders.
3.5 To agree action taken by the CEO as a matter of urgency in accordance with the Standing Orders of the Corporation.
3.6 To approve the acceptance of hospitality offered to senior post holders by organisations which may be seen as having a potential interest in supplying goods or services to the Group.
3.7 To act as the spokesperson for the Corporation.

4. Delegation to CEO

There shall be delegated to the CEO (who may in turn delegate to the holder of a Senior Post if permitted by the Articles) the following powers:

4.1 To implement the decisions of the Corporation and its committees.
4.2 To organise, direct and manage the Group.
4.3 To have oversight of the day to day running of the Group estate, including any decision in respect of the closure of all or part of the Group in response to any extenuating circumstance.
4.4 To lead the staff of the Group.
4.5 To appoint, assign, appraise, suspend and dismiss (within the framework set out by the Corporation) Group staff other than holders of Senior Posts.
4.6 To enter into contracts as necessary with third party providers in order to secure staffing resources to ensure a swift response to employer engagement needs.

4.7 To approve appointments, assignments and dismissals in connection with the above which may fall outside frameworks as approved by Corporation.
4.8 To determine the duties of Group staff.
4.9 The making of rules relating to the conduct of Group staff.
4.10 To manage the budget and resources within the estimates approved by the Corporation.
4.11 The making of rules with respect to the conduct of students including procedures for suspension and expulsion.
4.12 To maintain student discipline and within the rules and procedure of the Group and provided in the Articles to suspend or expel students on disciplinary grounds or for academic reasons.
4.13 To deal with all other matters reasonably falling with the scope of the CEO's responsibilities and accountabilities including, without limitation, the granting of special leave of absence, the authorisation of overtime working and the authorisation of acquisition of goods, materials and services necessary for the activities of the Group in accordance with Group policy and Financial Regulations.

5. Delegation to Division Boards

Within the mission and vision of the group and consistent with the group framework:
5.1 To work within a business plan, investment case (or deviation therefrom) subject to the receipt of prior approval from the Group (Statutory Corporation).
5.2 Policy approval as specific to the business unit.
5.3 Authority to approve bids and tenders or enter into leases or licences up to a limit as pre-determined by the Group and as set out in the Financial Regulations.
5.4 Scrutiny of performance indicators as they relate to the agreed business plan.
5.5 Oversight of health & safety, safeguarding and equality & diversity as they relate to the business unit.
5.6 Divisional Boards may identify prospective co-opted members and refer such proposals to the Governance Committee for consideration and recommendation to the Board.

6 Further Delegation or Recovery

The Corporation may delegate to or recover from any Committee or the CEO such matters as the Corporation may from time to time determine.

7 Interpretation

7.1 For the avoidance of doubt the Corporation may determine any matter which, in accordance with its scheme of delegation has been delegated to a committee or working group, the Chair or CEO.
7.2 For the avoidance of doubt a committee, divisional board or working group, the Chair or CEO rather than exercise the powers delegated in accordance with the scheme of delegation may refer the matter to the Corporation or the relevant committee for decision as the case may be.

Part 3
Standing Orders

STANDING ORDERS FOR THE CONDUCT OF BUSINESS

INTERPRETATION

1. In these Standing Orders:
   (a) “Group” means LTE Group
   (b) “Board” means the LTE Group Board of (a) above
   (c) “Committee” means a committee, division board or working/single task group of the Board
   (d) “Chair” means the Chair of the Board or of a committee of the Board or of a meeting of the Board or a committee as the context requires
   (e) “Vice-chair” means the Vice-chair of the Board or of a committee of the
   (f) Board, if appointed, as the context requires
   (g) “Governor” means a member of the Corporation with responsibility as a trustee
   (h) “Co-opted member” means a person who is not a governor but who is appointed as a member of a committee or board
   (i) “CEO” means the CEO of LTE Group
   (j) "Company Secretary" means the Company Secretary to the statutory Corporation (Company Secretary LTE Group)

2. Words importing one gender shall import all genders and the singular number shall include the plural and vice versa (unless the context otherwise requires).
3. Having first taken the advice of the Company Secretary, the ruling of the Chair as to the meaning and/or application of these Standing Orders shall not be challenged at any meeting of the Board or a committee, nor open to discussion.
4. These Standing Orders shall take effect subject to any statutory provision for the time being in force affecting further education corporations. In the event that any question arises as to the interpretation of these Standing Orders, any statutory provision for the time being in force affecting further education corporations shall take precedence.

TERM OF OFFICE

5. A governor will serve a term of office of three years for an external or staff appointment, and up to two years for a student appointment. Ordinarily a maximum of three terms may be served. The CEO shall serve for the duration of their appointment to that post.

ELIGIBILTY TO SERVE

6. Governors shall be required, as a condition of membership, to declare their eligibility to serve both as a condition of their appointment and annually thereafter at the start of each academic year.
7. All governors (with the exception of student and staff governors) must have a valid enhanced Disclosure and Barring Service (DBS) check prior to appointment. Any person who has not obtained such a check shall be ineligible for appointment.

MEETINGS OF THE BOARD

8. Ordinary meetings of the Board shall be held quarterly on dates to be agreed by the Board. The Board shall also hold such other meetings as may be necessary.
9. Meetings may be held in person or remotely via conference call or video link (hereinafter referred to as remote meetings) at the decision of the Chair of that meeting.
10. Only the business on the agenda will be discussed at Board meetings except for urgent matters which the Chair rules may be considered. Full details of such matters must be given to the Chair in advance of the meeting and the Chair’s approval obtained before such items are raised.
11. A register of attendance of governors at Board meetings will be maintained by the Company Secretary.
12. The Company Secretary shall be entitled to attend all meetings of the Board (including any committee of the Board) but shall withdraw from that part of any meeting at which his remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be

considered, in which case the members of the Board shall appoint from their number a person to act as Company Secretary for the duration of such meeting or part of a meeting.

13. The CEO shall be authorised to invite members of staff to attend in their employed capacity for both non-confidential and confidential business as appropriate.
14. Any question of attendance by any other person to participate in a meeting of the Board shall be decided by the Corporation after taking advice from the CEO and the Company Secretary.

CHAIR

15. At the last ordinary meeting before the expiry of the term of office of the Chair of the Corporation Board the governors shall appoint a new Chair from among their number. Any eligible member may self-nominate.
16. Subject to Standing Order 19 the Chair shall hold office from 1 August in the year of appointment until 31 July of the following year.
17. If the Chair is absent from any meeting of the Board, the Vice Chair shall take the chair. If the vice chair is also absent the governors present shall choose one of their number to act as Chair for that meeting, provided that the member chosen shall not be the CEO or a staff or student member.
18. The Chair may resign his office at any time by giving notice in writing to the Company Secretary. Unless there are exceptional circumstances, the Chair of the Corporation will be requested to provide at least six months' notice of their intention to resign from office to assist effective succession planning.
19. At the expiry of their term of office the Chair of the Corporation shall be eligible for reappointment.

PROCEEDINGS OF MEETINGS

20. If two or more governors wish to speak at the same time the Chair will decide who shall speak first. A governor who is speaking will immediately be silent if the Chair so requests.
21. The Chair may, at their sole discretion, direct that a decision place before the Board requires to be moved and except that the Chair may move a motion without the requirement for a seconder.
22. Every governor who speaks should ensure that they discuss only matter under discussion. The Chair, may at their discretion, direct a governor to refrain from speaking on an irrelevant matter.

SUSPENSION OF STANDING ORDERS

23. Any Standing Order may be suspended at any meeting provided that a majority of the governors present and voting so decide and provided that in so doing there is no conflict with any statutory requirement.

VOTING AND DIVISIONS

24. Resolutions will ordinarily be passed by consensus unless a formal show of hands is moved and seconded.
25. If immediately after a vote is taken any governor so requires, the way in which he voted (or abstained) will be recorded in the minutes of that meeting.
26. In the event of a decision being put to a vote at a meeting of the Board or any of its committees:
    a. If the votes are tied, the Chair of the meeting shall have a second or casting vote regardless of whether he has voted when the motion or amendment was put to the meeting.
    b. All members shall comply with the doctrine of collective responsibility and stand by the decision of the Board, even if it was not taken unanimously.

DISORDERLY CONDUCT

27. The Chair may require any person in attendance who, in the opinion of the Chair, behaves irregularly, improperly or offensively to leave the meeting. The decision of the Chair shall be final and not open for debate or challenge.

ADJOURNMENT

28. The Chair may at any time adjourn a meeting of the Board. The decision of the Chair in this matter shall be final and shall not be open to discussion.

PROCEEDINGS – REMOTE MEETINGS

29. At the start of any remote meetings a roll call of those present will be taken.
30. A member who declares an interest on a matter and who is required to withdraw from the meeting during its consideration must either not participate in the meeting or listen to it and must withdraw by muting his or her access and turning off his or her microphone or be required by the meeting to leave the meeting entirely. An alternative method of communication may be used to indicate to the member that they are able to return to the meeting at the conclusion of the item of business for which they declared an interest.
31. If it becomes apparent that any member or other person who is entitled to attend the meeting has lost connectivity or is experiencing poor connection, then the Chair may suspend the meeting for a period to enable that person to seek to overcome the connection difficulties. The Chair must suspend the meeting if at any the meeting becomes inquorate due to connectivity issues. The Chair will decide if the meeting can continue in all the circumstances relating to a connectivity issue. The meeting will require to be adjourned if the meeting is inquorate and is unlikely to become quorate within a reasonable period of time of the suspension or it is otherwise inappropriate to continue.
32. At the absolute discretion of the Chair a remote meeting with a 'record' facility may be recorded (either audio or visual or both). At the commencement of recording the Chair musts state the reason why the meeting is being recorded, such a purpose being a legitimate interest for the purposes of Data Protection. Any recording made shall be kept for no longer than 14 days and copies shall not be made.
33. When passing resolutions or other procedural motions, at the discretion of the Chair, silence may constitute consent.
34. Where a vote is requested by show of hands or other formal process the Chair will call out each member by name in alphabetical order and the Company Secretary will record their assent/dissent. The Chair will retain the right to a casting vote.
35. Where approved minutes require the signature of the Chair this may be recorded in electronic format if it is not feasible for the chair in person to sign.

GOVERNORS' INTERESTS

36. A governor who has any financial interest in the supply of work or goods to or for the purposes of the Group, any contract or proposed contract concerning the Group; has a contract of employment or other appointment with a competitor organisation or any other matter relating to the Group or who has any other interest of a description specified by the Board in any matter relating to the Group shall disclose the matter in accordance with clause 11 of the Instrument of Association.
37. The Company Secretary may request that the Chair consent to the withholding of papers in relation to the above if the nature of the business under discussion could be prejudiced or fettered by the governor with the known interest having access to those papers.
38. A governor who is related to any member of staff of the institution shall be considered as having a financial interest in any matter relating to the pay and conditions of all staff or relating to any issue concerning employment continuity of that particular class of staff in which capacity the relative is employed. In this instance Standing Order 36 shall apply.

PUBLIC ACCESS TO MEETINGS

39. Meetings of the LTE Group Board or its committees shall not be open to members of the public or the press.

STANDING COMMITTEES

Membership and Term of Office

40. A Governor's term of office as a member of a committee lasts until the expiry of his term of office or as reviewed by the Board, whichever is the sooner.
41. The Board (or if required in order to expedite the business of the Board the Chair) will review the membership of committees from time to time and may change the membership of committees as it sees fit. A substitute member may any attend any meeting in place of a member unable to attend in order to ensure the meeting is quorate; such a member may be either a governor or co-optee.
42. Co-opted members of committees will be appointed by the Board and will hold office for three years. Appointment shall be made following recommendation by the Governance Committee. Divisional Boards may refer prospective candidates to the Governance Committee for consideration.

Committee Chairs

43. Any member of the Corporation may be elected as Chair of a standing committee (including divisional boards). The CEO or any other senior post holder appointed ex offcio may not be elected as Chair. The Group Chair may not be elected as Chair of a standing committee or board.
44. Staff and student governors or co-optees may not be elected as a Chair.
45. Chairs shall be appointed by the Group Board for the following year (31 July – 1 August) at the last ordinary meeting of the year. Any eligible member may self-nominate, and recommendations may also be made by the relevant committee/divisional board.

Committee Meetings

46. Committees will normally meet in accordance with their terms of reference and as set out in the annual meetings schedule. However, the committee Chair has authority to rearrange the date of a meeting in consultation with the Company Secretary if there are good reasons for so doing. The committee Chair may also cancel a meeting if the Company Secretary advises that there is insufficient business requiring the committee's attention to justify holding a meeting before the next scheduled meeting of the Committee.

Constitution and Terms of Reference

47. The committees of the Board and their constitution and terms of reference shall be as set out in accordance with the decisions or as subsequently amended by the Board

Staff and Student Engagement

48. Each Divisional Board shall be required to engage actively with its relevant staff and student body. How this is undertaken shall be a matter for each Divisional Board. Practice adopted by one Divisional Board shall not imply adoption by any other.

Minutes

49. Formal minutes of committees will be prepared by the Company Secretary and submitted to the next meeting of the Board. Any recommendations made by committees will be referred to specifically at the meeting of the Board.

Attendance at Committee Meetings by Persons who are not Committee Members

50. Members of the public and representatives of the press shall not be admitted to meetings of committees of the Board.
51. The Chair and CEO shall be entitled to attend all meetings of the committees but shall withdraw from that part of any meeting at which their appointment, remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered.

52. The CEO shall be entitled to attend the Audit & Risk Committee by invitation of the committee.
53. The Company Secretary shall be entitled to attend meetings of all committees except that (s)he shall withdraw from that part of any meeting at which his/her remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered.
54. The CEO is authorised to invite other members of staff to attend committee meetings as the need arises.
55. The Chair of any committee may invite the attendance of any other person at a committee meeting after having taken the advice of the CEO and the Company Secretary. The Chair may also nominate an alternative member(s) to attend any meeting which is at risk of being inquorate.
56. All committees shall have the right to exclude any person who is not a member of the committee from all or part of a meeting should this be warranted by the nature of the business to be considered. However, a committee may not exclude the Company Secretary unless the provisions of Standing Order 71 apply.

LEAD GOVERNORS

57. The Board may choose the exercise its oversight of a business, division or statutory responsibility through the appointment of a single lead governor.

58. Such a person must be a member of the corporation with full responsibilities of a trustee or in exceptional circumstances may be a co-optee but may not be the CEO, staff or student governors.

SINGLE TASK GROUPS

59. The membership of each single task group (STG) shall be determined at the establishment of each STG and shall reflect the skills needed for the consideration of the issue at hand.
60. Each STG shall consist of a minimum of three members.
61. Officers of the organisation (including any subsidiary) may be members of a STG at the discretion of the Board.
62. The remit and purpose of each group shall be clearly defined when established.
63. If the STG is to be established as a matter of urgency before a meeting of the Board can be convened the Chair may undertake Standing Orders 59-62 above under delegated powers.
64. The STG shall exist only for as long as required to carry out its remit and shall cease immediately upon the presentation of its final report to the Board. No member of the STG shall be considered to hold office as a member of that group after this time.
65. The STG shall meet as often as directed by the Board or as decided by the membership of the STG as a response to undertaking the remit given.

PUBLICATION OF GOVERNANCE DOCUMENTS ELECTRONICALLY

66. The Company Secretary shall ensure that the following are published electronically:
    a) a written statement of its policy on attendance and access
    b) the Part A minutes of meetings following approval as a correct record
    c) the Constitution of the Corporation

ULTRA VIRES

67. The Company Secretary shall advise the Corporation Board if, at any time, s(he) is of the opinion that the Board is acting inappropriately or is likely to exceed its powers or to infringe general or administrative law. Should the Board decline to act upon the Company Secretary's advice, the following arrangements shall apply:
    (i) the Company Secretary shall put their advice to the Board in writing, having first consulted with such external agencies as s(he) considers to be appropriate in the circumstance and the Company Secretary's advice shall be recorded in the minutes.
    (ii) should the Board continue to disregard the Company Secretary's advice, the

Company Secretary is authorised, without further reference to the Board, to refer the matter to whatever external agencies s(he) considers appropriate, including the Group's funding bodies, its internal and external; auditors and the Department for Education (DfE) as appropriate.

68. The discharge of the above functions shall not prejudice the employment or contractual position of the holder of the post.

PAYMENT OF ALLOWANCES & HONORARIA

69. Independent governors may be remunerated in their capacity as trustee as determined in accordance with the Instrument of Association.

70. All governors and co-optees shall be entitled to claim such expenses associated with the undertaking of the duties of governor or co-optee in respect of travel and subsistence as set out in the Group travel and subsistence scheme for staff. Governors and co-optees may not claim for loss of payment for unpaid leave taken in order to undertake the role of governor.

71. Honoraria may be paid to co-optees, at the discretion of the Board, for any work undertaken in a professional capacity for the Group, such payments not being made for any work undertaken in the capacity of trustee.

72. The Company Secretary shall approve any claim made under standing order 70.

URGENT ACTION

73. If, in his/her opinion, any matter which would otherwise be the responsibility of the Board, is of an urgent nature, the CEO (or an Officer delegated by them) may, in consultation with the Company Secretary, obtain the agreement in writing of the Chair (or in their absence the Vice-chair) of the Board, to take action necessary to deal with the matter. Provided always that none of the responsibilities of the Board referred to in Articles 9 and 10 of the Articles of Association may be the subject of such action.

74. Every such decision shall be reported to the next available ordinary meeting of the Board.

AUTHENTICATION OF DOCUMENTS

Common Seal

75. The Common Seal of the Board must be kept in a safe place at the Group and must be secured by a lock the key to which will be kept in accordance with arrangements approved by the Company Secretary. The Company Secretary will authorise the affixing of the Common Seal to any document which requires to be sealed for the transaction of the business of the Board. The application of the Seal shall be authenticated by the signature of the Chair and any other governor (as determined by the Company Secretary). If the Chair is absent, unavailable or has an interest relating to the document to be sealed any other governor (as determined by the Company Secretary) may authenticate in place of the Chair.

76. An entry of the sealing of every order, deed, or other document to which the Common Seal of the Board has been affixed must be registered in a book maintained by the Company Secretary for that purpose and reported to the next available ordinary meeting of the Board.

77. The Company Secretary, may, for sufficient reason, entrust the key of the seal temporarily to such senior officer as he/she may from time to time appoint and authorise such individual to exercise the Director of Governance's duties under this standing order.

Signing of Documents

78. The CEO (or in their absence the CFO) is authorised to sign on behalf of the Board, where appropriate, any document necessary to give effect to any decision of the Board or its committees or any other matter in furtherance of the Group's business.

VARIATION OR REVOCATION

79. Any amendment, variation, addition to or revocation of these Standing Orders shall be approved by the Board and shall take effect as from the conclusion of the meeting at which the Board's approval is given, subject to any direction to the contrary given by the Board. Any such changes to these Standing Orders shall not be made in such a way that a conflict is created with any provision of the Instrument and Articles of Association of the Group which take precedence at all times.

REVIEW AND UPDATING

80. The Company Secretary will review these Standing Orders and all other policies and procedures relating to Group governance as part of a cycle of review or as necessary following any changes to associated legislation or practice.

Part 4
Terms of Reference

THE MANCHESTER COLLEGE BOARD

Objective

1.1 To undertake the oversight of the operation of Further Education provision on behalf of the LTE Group Board.

Membership

2.1 The membership of the TMC Board shall be up to 9 members, comprising:

- At least two and up to four members of the LTE Group Board
- Principal
- Up to four co-opted members with appropriate expertise
- Student Co-optee.

2.2 The Chair of the Divisional Board shall be a governor of LTE Group.

2.3 For the meeting to be quorate 3 members must be present including at least two LTE Group governors.

Meetings

3.1 Meetings shall be called at least three times per year, as dictated by the cycle of business.

Attendance at Meetings

4.1 The Company Secretary or their representative shall attend.

4.2 The group may require the attendance of any person(s)/representative for the provision of expert advice/guidance as decided by the TMC Board from time to time.

Duties

5.1 To monitor the performance of the FE provision of the college against targets set by the Corporation.

5.2 To develop FE strategy for The Manchester College

5.3 In respect of the FE provision in the college, to have oversight of:

i. the quality of teaching and learning
ii. the learner voice
iii. the financial performance against budget
iv. health & safety, safeguarding and equality & diversity
v. risk management
vi. HR/IT

5.4 To escalate any issues arising from 5.1 and 5.3 above to the attention of the LTE Group Board.

5.5 To approve any policies specific to the delivery of FE provision, as delegated by the LTE Group Board, including the FE fees policy.

5.6 In respect of FE provision, to consider any business case or investment plan prior to its recommendation to the LTE Group Board

5.7 To approve the SAR for FE provision

5.8 To engage in external initiatives and commit to, as long as such commitment remains with the TMC annual plan, as they relate to FE provision in Greater Manchester

5.9 To approve bids and tenders, and to enter into leases subject to limits as set out in the Financial Regulations.

5.10 In undertaking the above the Divisional Board shall undertake appropriate engagement with the FE employees and student bodies.

Powers

6.1 The Divisional Board shall have no powers of determination, other than those which may be granted explicitly by the Board for a specific purpose or as set out above but shall instead be required to recommend a course/courses of action for determination by the LTE Group Board.

6.2 There shall be no casting vote. Any issue of dissent or failure to agree a majority for a recommendation shall be reported as deadlock for determination by the LTE Group Board

Reporting Procedure

7.1 Minutes of the TMC Board shall be submitted for consideration together any approval of recommendations to the next LTE Group Board.

UCEN Manchester Board

Objective

1.1 To have oversight of the operation of Higher Education provision at UCEN Manchester on behalf of the LTE Group Board in order to provide assurance to the Board that academic governance and quality assurance processes comply with regulatory requirements and associated standards and are supporting the delivery of the Group's strategy.

Membership

2.1 The membership of the UCEN Manchester Board shall be up to 9 members, comprising:

- At least two and up to four members of the LTE Group Board
- Principal
- The student Governor
- Up to three co-opted members with appropriate expertise

2.2 The Chair of the Divisional Board shall be a governor of LTE Group.

2.3 For the meeting to be quorate 3 members must be present including at least two LTE Group governors.

Meetings

3.1 Meetings shall be called at least three times per year in accordance with the cycle of business.

Attendance at Meetings

4.1 The Company Secretary or their representative shall attend.

4.2 The board may require the attendance of any person(s)/representative for the provision of expert advice/guidance as decided by the board from time to time.

Duties

5.1 Performance:

5.1.1 Monitor performance in relation to HE quality and standards across all HE provision including any external partners in UCEN Manchester.

5.1.2 Monitor UCEN Manchester's performance in relation to teaching & learning activity, student recruitment and retention, attendance, progression, outcomes including destinations and any key performance indicators in these areas including OfS metrics of continuation, completion, attainment and progression.

5.1.3 Monitor UCEN Manchester's performance in relation to the financial performance against budget and have oversight of risk management, staff/HR and IT

5.1.4 Monitor the Group's HE Quality Enhancement Plan and approve the UCEN Manchester SED.

5.1.5 Monitor student voice and receive assurance that students are receiving a high-quality experience.

5.1.6 Review the outcomes of any audit or assurance reports relevant to the Committee's remit.

5.2 Strategy:

5.2.1 Review and recommend the HE Strategy to the Group Board for approval and monitor progress against its objectives.

5.2.2 Monitor the Group's response to any significant developments in national HE policy.

5.2.3 In respect of UCEN Manchester HE provision, to consider any business case or investment plan prior to its recommendation to the LTE Group Board

5.3 Regulatory:

5.3.1 Receive assurance regarding compliance with the OfS regulatory framework, the HE Code of Governance and any other regulatory frameworks and ensure that any gaps in governance processes are actioned.

5.3.2 Receive assurance on and have oversight of UCEN Manchester's statutory obligations in respect of health and safety, safeguarding, equity, diversity and inclusion.

5.3.3 Review the organisation's Access and Participation Plan and monitor progress against its evaluation plan.

5.4 To escalate any issues arising from 5.1 to 5.3 above to the attention of the LTE Group Board

5.5 To approve any relevant policies specific to the delivery of HE provision and not already devolved to academic board, and in relation to HE fees to make recommendations regarding approval to the Group Board

5.6 In undertaking the above the Divisional Board shall ensure that appropriate engagement with the HE employees and student bodies is undertaken.

Powers

6.1 The Divisional Board shall have no powers of determination, other than those which may be granted explicitly by the Board for a specific purpose or as set out above but shall instead be required to recommend a course/course of action for determination by the LTE Group Board

6.2 There shall be no casting vote. Any issue of dissent or failure to agree a majority for a recommendation shall be reported as deadlock for determination by the LTE Group Board

Reporting Procedure

7.1 Minutes of the UCEN Manchester Board shall be submitted for consideration together any approval of recommendations to the next LTE Group Board.

NOVUS BOARD

Objective

1.1 To undertake the oversight of the operation of justice provision on behalf of the LTE Group Board.

Membership

2.1 The membership of the Novus Division shall be up to 7 members, comprising:

- At least two and up to four members of the LTE Group Board
- MD Novus
- Up to four co-opted members with appropriate expertise

2.2 The Chair of the Divisional Board shall be an LTE Group Governor.

2.3 For the meeting to be quorate 3 members must be present including at least two Group governors.

Meetings

3.1 Meetings shall be called at least three times per year in accordance with the cycle of business.

Attendance at Meetings

4.1 The Company Secretary or their representative shall attend.

4.2 The group may require the attendance of any person(s)/representative for the provision of expert advice/guidance as decided by the Group from time to time.

Duties

5.1 To monitor the performance of the justice provision of the Group against targets set by the Corporation

5.2 To develop the strategy of the Novus business unit

5.3 In respect of the justice provision in the group, to have oversight of:

i. the quality of teaching and learning
ii. the learner voice
iii. the financial performance against budget
iv. health & safety, safeguarding and equality & diversity
v. risk management
vi. HR /IT

5.4 To escalate any issues arising from 5.1 and 5.3 above to the attention of the LTE Group Board

5.5 To approve any policies specific to the delivery of justice provision, as delegated by the LTE Group Board

5.6 In respect of justice provision, to consider any business case or investment plan prior to its recommendation to the LTE Group Board.

5.7 In respect of any justice bids, tenders and business development opportunities or MoJ initiatives, to review and assess either prior to submission to the LTE Group Board for approval or to approve in accordance with limits as set out in the Financial Regulations

5.8 To enter into lease or licences in accordance with authority limits as set out in the Financial Regulations.

5.9 Oversight of subsidiary companies as they may relate to the delivery of provision in the justice sector

5.10 To approve the Novus SAR

5.11 In undertaking the above the Divisional Board shall undertake appropriate engagement with the Novus employees.

Powers

6.1 The Novus Board shall have no powers of determination, other than those set out above, but shall instead be required to recommend a course/courses of action for determination by the LTE Group Board

6.2 There shall be no casting vote. Any issue of dissent or failure to agree a majority for a recommendation shall be reported as deadlock for determination by the LTE Group Board

Reporting Procedure

7.1 Minutes of the Novus Board shall be submitted for consideration together any approval of recommendations to the next LTE Group Board.

GROUP PROFESSIONAL SERVICES BOARD

Objective

1.1 To undertake the oversight of the operation of Group Professional Services on behalf of the LTE Group Board.

Membership

2.1 The membership of the Group Professional Services Board shall be up to 7 members, comprising:

- At least two and up to four members of the LTE Group Board
- The Chief Financial Officer & Deputy CEO
- Up to four co-opted members with appropriate expertise (dependent upon the number of governors appointed)

2.2 The Chair of the Divisional Board shall be an LTE Group Governor.

2.3 For the meeting to be quorate 3 members must be present including at least two Group governors.

Meetings

3.1 Meetings shall be called at least three times per year, as dictated by the cycle of business.

Attendance at Meetings

4.1 The Company Secretary or their representative shall attend.

4.2 The group may require the attendance of any person(s)/representative for the provision of expert advice/guidance as decided by the Group Professional Services Board from time to time.

Duties

5.1 To monitor the performance of the Group Professional Services Business Unit of the organisation against targets set by the Corporation.

5.2 To develop strategy for the Group Professional Services unit

5.3 In respect of Group Professional Services in the group, to have oversight of:

i. the quality and efficiency of group professional services provided to business units
ii. the financial performance against budget
iii. Information Services
iv. HR
v. Marketing, Communications, PR & Public Affairs
vi. Safety, Health & Environment & Risk
vii. any other function which may be assigned to Group Professional Services by the CEO from time to time

5.4 To escalate any issues arising from 5.1 and 5.2 above to the attention of the LTE Group Board.

5.5 To approve any policies specific to the delivery of group professional services, as delegated by the LTE Group Board.

5.6 In respect of Group Professional Services, to consider any business case or investment plan prior to its recommendation to the LTE Group Board.

5.7 Review of cross group issues in line with the Executive responsibilities aligned to Group Professional Services.

5.8 Development of cross group policies (e.g. HR, H&S).

5.9 Approval of the Group Professional Services SAR.

5.10 In undertaking the above the Divisional Board shall undertake appropriate engagement with the group professional services employees.

Powers

6.1 The Divisional Board shall have no powers of determination, other than those set out above but shall instead be required to recommend a course/courses of action for determination by the LTE Group Board

6.2 There shall be no casting vote. Any issue of dissent or failure to agree a majority for a recommendation shall be reported as deadlock for determination by the LTE Group Board

Reporting Procedure

7.1 Minutes of the Group Professional Services Board shall be submitted for consideration together any approval of recommendations to the next LTE Group Board.

AUDIT & RISK COMMITTEE

Objective

1.1 The Committee shall ensure that the internal control systems, including audit activities, of the Statutory Corporation ('the group') and any of its subsidiaries is monitored actively, independently and objectively in order to:

- improve the effectiveness of the group's internal controls
- reinforce the independence and effectiveness of the internal audit function;
- provide a sounding board for group management on issues of concern in connection with its internal control systems;
- advise on the reliability of the group's information systems;
- underpin the objectivity and independence of the external auditors;
- increase public confidence in the objectivity and fairness of the group's financial reports and in the quality of the group's corporate governance.

1.2 To provide a medium of communication from the group's auditors, which is not controlled by management.

Membership

2.1 The Committee shall be appointed by the LTE Group Board and consist of 8 members:

- Up to four governors (excluding: the Chair of the LTE Group Board, the CEO, staff, student members); and
- Up to four co-opted members.

2.2 The Chair shall have the casting vote.

2.3 . For the meeting to be quorate 3 members must be present including at least two LTE Group Board Governors

2.4 The Co-opted member may not be elected as Chair.

Meetings

3.1 Meetings shall be held not less than 3 times per year. The internal or external auditors may request a meeting if they consider that one is necessary.

3.2 A special meeting of the Committee may be called at any time following the written request of 50% of its members.

Attendance at Meetings

4.1 The CEO or some other senior manager who is responsible for the Group's internal control and a representative of the internal auditors shall normally attend meetings at the invitation of the Committee, and the Committee shall have the power to invite such other persons to attend meetings as may be desirable and necessary.

4.2 The Company Secretary (or their representative) shall attend all meetings.

Authority

5.1 The Committee is authorised by the Corporation to investigate any activity within its terms of reference

5.2 The Committee is authorised by the Corporation to obtain outside legal or other independent professional advice and to secure the attendance of consultants with the relevant experience and expertise if it considers this necessary.

Duties

The duties of the Committee shall be:

6.1 to advise the Corporation on the adequacy and effectiveness of the group's systems of internal control and its arrangements for risk management, control and governance processes, and securing economy, efficiency and effectiveness (value for money);

6.2 to advise the Corporation on the appointment, reappointment, dismissal and remuneration of the financial statement's auditor and the IAS;

6.3 to advise the Corporation on the scope and objectives of the work of the IAS, the financial statements auditor and the funding auditor;

6.4 to carry out an annual review of the group risk management and gift and hospitality policies;

6.5 to ensure effective coordination between the IAS, the funding auditor and the financial statements auditor including whether the work of the funding auditor should be relied upon for internal audit purposes;

6.6 to consider and advise the Corporation on the audit strategy and annual internal audit plans for the IAS;

6.7 to advise the Corporation on internal audit assignment reports and annual reports and on control issues included in the management letters of the financial statement's auditor and the funding auditor, and management's responses to these;

6.8 to monitor, within an agreed time scale, the implementation of agreed recommendations relating to internal audit assignment reports, internal audit annual reports, the funding auditor's management letter and spot-check reports and the financial statements auditor's management letter;

6.9 to consider and advise the Corporation on relevant reports by the NAO, the funding bodies, and where appropriate management's response to these;

6.10 to establish, in conjunction with Group management, relevant annual performance measures and indicators, and to monitor the effectiveness of the IAS and financial statements auditor through these measures and indicators and decide, based on this review, whether a competition for price and quality of the audit service is appropriate;

6.11 to produce an annual report for the Corporation and accounting officer, which should include the committee's advice on the effectiveness of the Group's risk management, control and governance processes, and any significant matters arising from the work of the IAS, the funding auditors and the financial statements auditor;

6.12 to ensure that all allegations of fraud and irregularity are properly followed up;

6.13 to be informed of all additional services undertaken by the IAS, the financial statements auditors and the funding auditors;

6.14 to receive an annual report as necessary in accordance with the group's Financial Regulations;

6.15 to scrutinise the Financial Statements of the Group or any company of the Group prior to making a recommendation on the acceptance thereof by the Corporation

6.16 to ensure both individual governors and co-optees and Divisional Boards, Committees and STGs comply with Group policies and procedures.

Reporting Procedures

7.1 The minutes of the meetings of the Committee shall be presented to the LTE Group Board meetings.

REMUNERATION COMMITTEE

1 Objective

1.1 The Committee shall review the Corporation's policy on executive remuneration and make recommendations in respect of the specific remuneration packages of senior post holders so as to:

- ensure that senior post holders are fairly rewarded for their individual contributions to the Group's overall performance; and
- demonstrate to the public that the pay of senior post holders is set by a committee which has no personal interest in the outcome of its decision and which gives due regard to the interests of the public and of the financial health of the group.

1.2 The Committee shall review policies and procedures relating to the terms and conditions of service of senior post holders as may be required.

1.3 The Committee shall consider any other issue as it relates to the senior post holders in the organisation if such consideration is deemed appropriate by the Committee Chair on the advice of the Company Secretary.

1.4 The Committee shall have oversight of the senior management pay and reward framework, which is underpinned by the Korn Ferry Hay job evaluation method or a similar evaluation method. This covers the whole senior management personnel on grade 12 and above.

2 Membership

2.1 The Committee shall be appointed by the Corporation and shall consist of the Group Chair, the Chair (or if unavailable a member) of the Audit & Risk Committee ex officio and two other governors, one of whom shall be appointed Committee Chair. The CEO, Principal, staff and student members shall not be eligible. The Committee should not be chaired by the Chair of the Group Board or the Audit Committee to maintain independence and balance of power.

2.2 Quoracy shall be three out of four members present.

2.2 The Committee Chair shall have the casting vote.

3 Attendance at Meetings

3.1 Attendance of any person other than members of the Committee is at the discretion of the Committee

3.2 The Company Secretary (or their representative) shall attend.

4 Frequency of Meetings

4.1 Meetings shall be held not less than twice a year.

4.2 A special meeting of the Committee may be called at any time following the written request of 2 out of 3 of its members.

5 Duties

5.1 The Committee shall review and make recommendations to the Corporation on the specific remuneration packages of the CEO and other senior post holders, and in so doing shall consider the following component elements:

- basic salary;
- benefits in kind;
- annual bonus/performance related elements;
- pension provisions;

- any other emoluments as would be reportable in accordance with the current college accounts direction
- the main terms and conditions in each senior post holder's service agreement, with particular reference to the notice provisions.

Additionally, the committee will advise the Board on any new SPH remuneration package before it is approved by the Board.

5.2 For the undertaking of 5.1 above the Committee shall evaluate annually the specific remuneration packages of the CEO and other senior post holders against:
- pre-established performance goals and objectives (if extant)
- an appropriate peer group
- sector benchmarking
- the pay award for college staff and group professional services staff
- local influencing factors (e.g. recruitment and retention)
- any relevant policy guidance issued by the Corporation

The committee may seek support and advice from internal and external remuneration specialists to support their evaluation.

If relevant, the Committee will review and assess performance target goals and objectives established before the commencement of the relevant period and determine whether such goals and objectives have been achieved at the end of the relevant period.

5.3 The Committee shall, with access to expert advice as appropriate, draft and review compensation (including the augmentation of pension benefits) which may be payable in the event of the early termination of the employment of the CEO or any other senior post holder in line with the procedure for settlement in respect of senior post holder termination of contracts for approval by the Corporation. For any meeting called in this respect the Committee has the power to appoint co-opted members as necessary.

5.4 The Committee shall review group policies relating to the terms and conditions of service of senior post holders as required.

5.5 The Committee shall review the outcome of any staff survey as it relates to the Executive Team.

5.6 The Committee shall, as required by the Senior Post Holder Remuneration Code, provide an annual report on the business undertaken by the Committee during the year.

5.7 The committee shall have oversight on developments in relation to remuneration of senior management personnel on Grade 12 and above and shall make recommendations in relation to remuneration of this group of personnel and any future significant changes to the remuneration arrangement for this group.

5.8 In all its duties the committee shall have regard to relevant Government rules and requirements.

6 Reporting Procedures

6.1 The Company Secretary shall keep minutes of the meetings of the Committee and report these to the Corporation Board on the "restricted" agenda, at which point the senior post holders together with staff and student governors will be required to withdraw from the relevant part of the meeting.

GOVERNANCE COMMITTEE

Objective:

1.1 To review, consider and make recommendations on the development, implementation and effectiveness of governance framework and practices across the LTE Group.

1.2 To act as the appointments committee under the I&A

1.3 To have oversight of the self-assessment and appraisal process of the governance of the group.

Membership

2.1 The Committee shall be appointed by the Corporation and shall consist of five members comprising: three governors, one co-opted member, and the Chair of the LTE Group Board ex officio.

2.2 For the meeting to be quorate 3 members must be present including at least two LTE Group Board Governors.

2.3 Members may put forward an alternate member if they are unable to attend (particularly in respect of a hearing under paragraph 5.4).

2.4 The Committee may co-opt other members of the Group Board for the purpose of interviewing potential new members or co-optees.

Meetings

3.1 Meetings shall be held at least twice a year.

3.2 A special meeting of the Committee may be called at any time by the Chair or following the written request of three of its members.

Attendance at Meetings

4.1 Attendance of any person other than members of the Committee is at the discretion of the Committee

4.2 An Assistant Company Secretary or a person in that capacity may attend for the purpose of the minutes.

Duties

5.1 The Committee shall review and make recommendations to the Corporation on:

- Size of the group and subsidiary boards
- Numbers of Exec and Non-Exec (trustees) on each Board
- Skills matrix for membership of each Board
- Roles and accountabilities for each different board
- Management of conflicts of interest
- Interaction between group entities
- Authority/delegation levels
- Length and number of terms of office
- Positions of current governors within the group
- Any other governance issue referred to it by the Group Board
- Applications for appointment to the LTE Group Board, interviewing where necessary and taking account of the need to ensure a diversity of corporation membership
- The performance of Governors before recommending re- appointment, particularly when the individual has served three terms of office.
- Applications for appointment as a co-optee to any Divisional Board or Committee (for the

avoidance of doubt a recommendation for the appointment of a co-optee may also be made to the LTE Group Board by a relevant Divisional Board or Committee)

- The performance of co-optees before recommending re-appointment, particularly when the individual has served three terms of office

5.2 The Committee shall have oversight of any self-assessment process undertaken by the LTE Group Board, including oversight (but not the undertaking of) any process adopted for the appraisal of trustees and co-optees.

5.3 The Committee shall liaise as necessary with any external panel involved in the consideration of the payment of trustees under clause 10 of the Instrument of Association.

5.4 The governor members of the Committee (but not the Group Chair ex officio) shall act as the panel for consideration of any issue referred to it by the LTE Group Board in respect of a governor's fitness or ability to serve or consideration as directed by the Chair of the LTE Group Board breach of the Code of Conduct by a governor. In this instance the Company Secretary shall act in an advisory capacity.

5.5 In respect of 5.4 this panel shall meet to consider the preliminary evidence. Any appeal on a decision made in respect of 5.4 above shall be referred to the LTE Group Board for the establishment of an appeal panel.

Powers

6.1 The committee shall have no powers of determination but shall instead be required to recommend a course/courses of action for determination by the LTE Group Board

Equality, Diversity and Inclusion (EDI) Committee

Objective

1.1 To undertake the strategic oversight of equality, diversity and inclusion across the LTE Group. The committee will steer and promote a broad and holistic strategic approach to ED&I for the next 5 years. The emphasis is on embedding relevant current and inclusive ED&I approaches in every part of the Group and in everything the Group does. From people to processes, systems to suppliers, marketing to management and all parts in between.

Membership

2.1 The membership of the ED&I Committee shall be up to 8 members comprising:

- The CEO
- The Company Secretary
- At least two representatives of the Group Board
- Up to four other members with appropriate expertise

2.2 The Chair of the committee shall be appointed by the Group Board.

2.3 For the meeting to be quorate 3 members must be present including at least two LTE Group Board governors.

Meetings

3.1 Meetings shall be called at least four times per year in accordance with the cycle of business.

Attendance at Meetings

4.1 The committee may require the attendance of any person(s)/representative for the provision of expert advice/guidance as decided by the committee from time to time.

Authority

5.1 The Committee is authorised by the Corporation to seek any reasonable information it requires from any employee, director or colleague of the company in order to perform its duties.

Duties

6.1 To act on behalf of the Group Governing Board to promote and advance ED&I throughout the LTE Group, working to ensure that the LTE Group meets and goes above and beyond its legal responsibilities to promote ED&I actively and to fully embed an ED&I culture. Additionally, to champion both internally and externally the ED&I Committee and the work of LTE Group.

6.2 To recommend on behalf of the Group Board a long-term strategy and plan for developing ED&I, strategic ED&I objectives and Key Performance Indicators (KPIs).

6.3 To provide oversight of the development, monitoring and delivery of the ED&I strategy of the LTE Group including ensuring that strategic objectives and associated actions are measured and implemented effectively by use of KPIs. Additionally, to monitor compliance with the Education Inspection Framework (EIF), in particular in respect of The Manchester College and Total People

6.4 Work to identify and address any barriers to participation and success that students and staff might experience because of their protected characteristics or other characteristics, for example socio-economic background.

6.5 To identify and advise on the appropriate training of staff at all levels so they can better understand the perspective and needs of a diverse workforce, student population and communities.

6.6 To recommend the Group ED&I policy and any EDI Charter.

6.7 To regularly monitor high level student and staff ED&I data and reports including but not limited to the Group ED&I report and pay gap reports and to make recommendations to the Group Board for approval of relevant reports. Additionally, to monitor external market data such as Greater Manchester population and Census to correlate against.

6.8 The Committee will provide regular reports to the Group Governing Board after each meeting, including an annual report on progress against the Groups ED&I strategy and an annual report identifying the achievement of agreed objectives and summarising data on equality and diversity that 'public bodies' are required to produce under the Public Sector Equality Duty.

6.9 To undertake such other activities as may be determined appropriate by the Board on its behalf from time to time.

Reporting Procedure

7.1 Minutes of the ED&I Committee shall be submitted for consideration together with any approval of recommendations to the next LTE Group Board.

SPECIAL COMMITTEE
(UNDER ARTICLE 10)

Objective

1.1 The Special Committee shall consider an issue within the remit of Article 10.

Membership

2.1 Membership of the Committee shall comprise 3 members of the LTE Group Board having regard to governor availability for the duration of any one particular appeal.

2.2 The CEO, staff and student members shall not sit on the Committee. The Chair of the Committee will be selected by the Committee.

2.3 For the meeting to be quorate 3 members must be present including at least two LTE Group Board Governors.

2.4 The Company Secretary shall act as the Company Secretary to the Committee.

Authority

3.1 The Special Committee is authorised by the Corporation to investigate any activity within its terms of reference. It is authorised to seek any relevant information it requires from any member of staff of the Corporation or any relevant third parties, and all members of staff are directed to co-operate with any reasonable request made by the Committee.

3.2 The Committee must adhere to the scope and purpose and the general principles specified within the relevant college procedure.

3.3 The Committee is authorised and required to obtain legal or other independent professional advice and to secure the attendance of those with relevant experience at any meeting of the Committee.

Duties

4.1 The Committee shall convene a hearing as soon as reasonably possible after receipt by the Company Secretary of the written appeal. The determination on whether such an appeal falls within the remit of the committee shall be the decision of the Company Secretary, having due regard to any external advice as necessary.

4.2 The Committee must provide the appellant with at least 5 working days' notice of the appeal hearing.

4.3 At the hearing, the Chair shall first ensure that the Committee's role and the procedure to be followed are understood by all the persons attending the hearing.

4.4 The evidence and representations of the college management shall be considered first. The Committee shall allow both parties to make representations to the Committee, either orally or in writing. If appropriate, the Committee shall allow the representative of the college management, the other party and the person accompanying the other party (if any) to ask questions of any members of staff attending the hearing as witnesses, but with all questions being directed through the Chair of the Committee. The members of the Committee shall put such questions as they see fit to the representative of the college management, the other party, the witnesses or any other persons attending the hearing.

4.5 The Committee shall have full discretion to admit or exclude information as it considers fit and to vary the procedure to be followed at the appeal hearing.

4.6 The Committee may adjourn the hearing if it considers further information needs to be gathered or considered. Any adjourned hearing will be reconvened as soon as reasonably practicable.

4.7 When examining the appeal, the Committee shall consider whether the action taken was fair and reasonable in the circumstances which may include (but is not limited to) reviewing as appropriate:

4.7.1 the reasons leading to and the substance of the case
4.7.2 any relevant documents (including terms and conditions of employment);
4.7.3 any relevant representations or statements;
4.7.4 any relevant legislation, statutory or Government guidance;
4.7.5 the extent to which standards have been breached;
4.7.6 past precedents (if any) of the Corporation to ensure consistency as far as possible;

4.8 On conclusion of the appeal hearing, the Committee shall deliberate over its findings in private and reach a decision regarding the appeal in accordance with the remit as set out in the relevant procedure.

4.9 The Committee's decision will be provided in writing to the other party within 5 working days of the appeal hearing. If it is not possible for the Committee to reach a decision within this period, the Company Secretary will write to the other party on behalf of the Committee with an explanation for the delay and when the written decision can be expected.

Reporting procedures

5.1 The Company Secretary to the Committee shall be responsible for the production and appropriate circulation of all minutes, papers and correspondence arising in connection with any meetings convened by the Committee or any investigations undertaken by the Committee. The formal record of the meeting of the committee shall be reported to LTE Group Board as a restricted item.

SINGLE TASK GROUPS

Objective

1.1 A single task group (STG) shall be established by the LTE Group Board (or Chair of LTE Group Board under delegated powers) in order to scrutinise and consider a complex issue which it would be unreasonable to expect the LTE Group Board to undertake within the confines of its formal business.

1.1 The purpose of each group must be clearly articulated at its establishment and included in its report to the LTE Group Board

1.2 Each Single Task Group shall be established for a defined period of time upon establishment, though this may be extended following a review; such extension to be time limited.

Membership

2.1 The membership of each single task group shall be determined on a group-by-group basis.

2.2 The membership must reflect the requirements of any particular expertise necessary for the effective discharge of its task and/or include an appropriate cross section of skills to give its recommendations appropriate legitimacy

2.3 The membership of any group may include officers of the group if deemed appropriate by the CEO and approved by the LTE Group Board (or Chair under delegated powers).

2.4 Quoracy shall be 40% of the members

Meetings

3.1 Meetings shall be called as and when required in order to discharge its purpose as decided by the LTE Group Board

Attendance at Meetings

4.1 Attendance of any person other than members of the STG is at the discretion of the STG

4.2 The Company Secretary (or their representative) shall attend.

Duties

5.1 The remit of the group shall be as set out when established by the LTE Group Board/Chair.

5.2 The Group shall have no powers of determination but shall instead be required to recommend a course/courses of action for determination by the LTE Group Board

5.3 There shall be no casting vote. Any issue of dissent or failure to agree a majority for a recommendation shall be reported as deadlock for determination by the LTE Group Board

Reporting Procedure

6.1 The Single Task Group shall be required to submit reports for consideration by the LTE Group Board.