



Board of Trustees

MINUTES

Tuesday 3 November 2020 / 830 am | By Teams

Present	Sir Eric Thomas (ET), Vice-Chair of the Board (in the Chair) Mr Ian Falconer (IF), Trustee Mr Jon Gorringe (JG), Trustee Mr Martin Hitchin (MH), Trustee Ms Rowena Innocent (RI), Trustee Mr Richard Lindsay-Davies (RLD), Trustee Professor Peter Scott (PS), Trustee (from 1030am) Ms Karen Usher (KU), Trustee
In attendance, ex officio	Professor Elena Rodriguez-Falcon (ERF), President and Chief Executive Officer (CEO), NMITE
Observers:	Members of the Senior Leadership Team (SLT): Professor Beverley Gibbs (BG), Chief Academic Officer, NMITE Professor David Langley (DL), Chief of External Engagement, NMITE Mr James Newby (JN), Chief Operating Officer, NMITE
Apologies	Dame Fiona Kendrick (FK), Chair of the Board
Minutes	Ms Clare McCauley (CMc), Company Secretary and Clerk to the Board

1 Welcome, Apologies and Declarations of Interest

Noted that:

- i. Sir Eric Thomas took the Chair, on receipt of Dame Fiona Kendrick's apologies.
- ii. Mr Lindsay-Davies had declared a new interest as Managing Director of SHARKSAFE and this had been duly recorded in the annual register.

2 Minutes

Approved:

The minutes of the meeting held on 29 September 2020 (Item 2a).

Considered:

The Action Log (Item 2b).

Noted that:

- i. The status of the need to seek any final legal advice on the student contract and on any marketing materials, in terms of consumer protection law, would be reported to the



Board in December (Action 5b.iii).

- ii. All other actions had been included on the Board's forward meeting agendas.

3 President and Chief Executive Officer's Report

Considered:

The report from the President and CEO (Item 3).

Noted that:

- i. The CEO Report format had changed to reflect NMITE's progression from development to delivery stage.
- ii. The immediate focus was on launch, pending the formal approval notice of Validation, which was now due in mid-November.
- iii. As one consequence of this, the Pioneer Cohort start date had been moved forward from January 2021 to March 2021 to provide a slightly longer lead time for recruitment.
- iv. Work was ongoing on the impact of longer-term Covid-19 restrictions and social distancing measures on the learning model, recruitment, and estates, in line with OfS guidance.
- v. A fuller presentation on the critical path (finance, property, and marketing) was provided by the COO under Item 6.

The Board *agreed* that further detail on the revision to the start date of the Pioneer Cohort, from January 2021 to March 2021, be bought forward

4 Reports from Committees

(a) Audit and Risk Committee

Considered:

The Report and Minutes of the Committee meeting on 13 October 2020 (Item 4a), and the revised Terms of Reference for 2020/21, in line with the recommendations of the Academic Governance Effectiveness Review (Item 4a.2).

Resolved:

The Audit and Risk Committee revised Terms of Reference, with the inclusion of Professor Gibbs as an *in attendance ex officio* member.

The Board *agreed* that

- i. The Annual Accounts and the Annual Trustees' Report be bought forward.
- ii. The inclusion of estates in the internal audit plan be considered and a report made to the Board



(b) Finance and Resources Committee

Considered:

The Report and Minutes of the Committee meeting on 20 October 2020 (Item 4b) and a paper on regularising Salary Structures (Item 4b.7).

Noted that:

- i. The regularisation of the current salary structures would both allow a more equitable application of any cost-of-living increase but also meet the needs of a growing organisation.
- ii. The present salary structure was based on broad bands and the salary which had been agreed on appointment was informed by a range of internal and external benchmarks.
- iii. The proposal to divide each band into clear and discrete increments would enable pay progression, where appropriate, and ensure equality and consistency of application.
- iv. Any cost-of-living award would be made based on the new incremental scale and once salaries had been regularised against these. Both the effects of salary regularisation and a 1.5% cost of living were within the 2% salary increase built into the 2020/21 budget.

In discussion, the Board reflected on the proposals in the context of the economic conditions resulting from the COVID pandemic. It noted that NMITE had not furloughed staff during the lockdown, as work had been able to continue in preparation for launch; and that no cost-of-living award had been made in any previous years of NMITE's operation. The proposed 1.5% cost of living increase, in addition to the reformulation of salaries against increments, was within budget. On these grounds, the Board resolved the proposals.

Resolved:

- i. The recommended new salary structure
- ii. The award of a 1.5% cost of living increase to all non-Chief salaries
- iii. The development of a full implementation and staff communications plan

(c) Nominations and Remuneration Committee

Considered:

The Report of the Committee meeting on 21 October 2020 (Item 4c).

5 Corporate Risk Register

Considered:

The Corporate Risk Register (Item 5).

The Board *agreed* that proposals for a public launch of NMITE, including a ministerial endorsement, be brought forward

6 Critical Path

Considered:

A presentation by the Chief Operating Officer on finance, accommodation, and marketing imperatives.



Reported that: [NOT FOR PUBLICATION]

Marketing

- i. Marketing and recruitment plans were in place for launch, including the development of the beta website.
- ii. NMITE was required, like all higher education providers, to provide applicants with clear, accurate and timely information to enable them to make an informed decision about what and where to study.
- iii. All types of information given to applicants fell within consumer law. This included information given at the pre-admission/enquiry stage and throughout the recruitment and admissions process in both print/digital communications (subject leaflets, emails, letters, websites) and oral communications (telephone conversations, Open/ Days).
- iv. The prospectus and the student contract would be subject to final legal scrutiny to ensure the terms and conditions were appropriate.
- v. The complaints handling process, a requirement of consumer protection, and ensuring that this was accessible, clear, and fair, was already in place having been scrutinised by NMITE's validating partner and the OfS.

The Board *agreed* that the beta website address be circulated to the Board.

7 Appointment Proposals

Considered:

A report from the Appointment Oversight Group (Item 7, attached).

In discussion, the Board noted that the appointment of an Executive Search Firm represented an unbudgeted cost. However, it was felt, on balance, that this was an important investment. The search firm would add considerable value in defining the requirements of the role and helping to build consensus around the role profile across the Board and Executive during a critical moment in NMITE's development.

Resolved:

- i. The recommendations, including the appointment of Saxton Bampfylde.
- ii. That the current Appointment Oversight Group should engage with Saxton Bampfylde (SB) to:
 - build the brief through interviews and engagement with the current Chair, CEO, and Trustees answer any arising questions
 - review the feedback from the SB following the Brief development interviews, before proposing the format of the interview panel to the Board
 - in the interview format proposal, consider the potential for an interactive interview
 - review candidate filtering
 - deliver a short list of candidates, proposed by SB, for the selection process

8 Validation Report

Received:

A summary report of conditions, recommendations, and commendations arising from the Validation visits and an update on responses (Item 8).



9 Academic Governance Effectiveness Review

Received:

The quarterly action log (Item 9).

10 Any Other Business

There was no other business.

11 Date of Next Meeting

The next meeting would be held on Tuesday 1 December 2020 at 9am, by Teams.