NMITE

Board of Trustees

MINUTES

Tuesday 30 March 2021, 9am

via Teams

Members Present Dame Fiona Kendrick, Chair

Mr Ian Falconer

Mr Jon Gorringe

Mr Martin Hitchin, Vice Chair

Ms Rowena Innocent

Mr Richard Lindsay-Davies

Professor Peter Scott

Sir Eric Thomas

Ms Karen Usher

In attendance Professor Elena Rodriguez-Falcon (President and Chief Executive Officer (CEO))

 Beverley Gibbs (Chief Academic Officer)

 Professor David Langley (Chief of External Engagement)

Mr James Newby (Chief Operating Officer)

Ms Helen Moreton, Boombox Consulting, for Item 8

Ms Clare McCauley (Institutional Company Secretary)

**21/01 Welcome, Apologies and Declarations of Interest**

There were no new declarations of interest made or variations to the Register.

**21/02 Minutes**

 *Approved:*

The minutes of the meeting held on 23 February 2021 (Item 2a) and of the meeting held on 24 February 2021 (Item 2b).

 *Considered:*

 The Action Log (Item 2c).

*Noted* that:

The open items were all dealt with on the agenda.

**21/03 Chair Appointment**

*Reported* that:

The resolution to appoint Mr Terence Jagger as a Director and as Chair of Directors was carried unanimously on 17 March 2021, by written resolution of the Directors. The intention was that the appointment be for a period of 4 years, as would be provided for in NMITE's newly proposed Articles of Association, under Item 7 of the agenda.

**21/04 Chair’s Report**

1. NMITE CATT and CAM Centre of Excellence

*Reported* that:

Chair's Action was taken on 28 February 2021 to approve the signing of a Letter of Intent. This letter enabled the works package for the NMITE CATT and CAM Centre of Excellence to proceed. The Action had been placed on file

1. Board Effectiveness Review

*Reported* that:

* + As the review was at an early stage, it was felt prudent to pause temporarily any further activity to allow the new Chair opportunity to reflect on the brief during the initial months of his tenure
	+ Advance HE had agreed that this proposal was sensible and would make for a more rounded set of outcomes
	+ A further update would be provided to the Board in June, with the expectation that the review would now take place in Autumn 2021/Spring 2022
1. Committee Membership

*Resolved*:

1. Membership of the Nominations Committee (Item 4c.i) and of the Remuneration Committee (Item 4c.ii).
2. That Mr Christian Morgan-Jones, who had been co-opted to the Nominations and Remuneration Committee, be invited to join the newly formed Remuneration Committee.

**21/05 Chief Executive Officer’s Report**

*Considered:*

The CEO report (item 5).

*Reported* that:

1. *(This section of the minutes is exempt from publication under section 43 of the Freedom of Information Act)*
2. Coupled with this was the need to begin diversifying NMITE's portfolio. The Open University did not have equivalent Masters' degree programmes or degree apprenticeships, however. Therefore, applying for New Degree Awarding Powers (new DAPs) was being explored with all urgency.
3. NMITE's application for UCAS membership was in progress. Once achieved, this would allow NMITE to be included in a student application platform with other UK higher education providers. Applicants could only apply directly to NMITE itself at the moment.
4. A letter to the government on securing an additional grant to protect their initial investment in NMITE was being prepared.
5. The programme for the Summer of Discovery was in place.

*(This section of the minutes is exempt from publication under section 43 of the Freedom of information Act)*

The Board *agreed* that:

1. A paper setting out the process and timelines for applying for new DAPs be presented to the Board for consideration at their next meeting.
2. The financial cost of delivering the Summer of Discovery be provided

**21/06 Corporate Risk Register**

*Considered:*

The Corporate Risk Register (Item 6).

**21/07** **Articles of Association**

*Considered:*

NMITE's draft Articles of Association (Item 7).

*Noted* that:

1. NMITE was initially incorporated in 2013 with model Charity Commission Articles.
2. These did not reflect NMITE's status as a registered higher education provider, which the Academic Governance Effectiveness Review had recognised.
3. The draft Articles provided for
* a broadening of the Charitable Objects to include reference to engineering and related business skills; to promotion of research; and to NMITE's mission to widen participation, diversity, and inclusion in engineering education.
* an expansion to the (non-exhaustive) list of powers to include a range of matters appropriate for a higher education institution, including admitting, teaching, and examining students, making academic and other awards, and establishing a bursary or scholarship fund.
* the composition of the Board concerning its independent, ex officio, staff and student membership
* the appointment of a Chair and Vice-Chair of the Board, on the basis that the Chair’s appointment was for up to four years
* the role of the CEO, including as the chief academic officer and accountable officer
* the role of company secretary and clerk to the Board
* the constitution of the Academic Council and the requirement for the Board to establish an audit committee (a specific regulatory requirement) and the power to establish other committees
* the OfS Public Interest Governance Principles, including academic freedom and freedom of speech
* each Board Member also to be a Company Member of NMITE, coterminous with the Board Member’s Board appointment
* NMITE to establish a Members’ Advisory Council (MAC) to support the upholding of NMITE’s ethos and its well-being as an institution, and for the Board to approve its composition and terms of reference

In discussion, it was noted that the Chair-elect had provided initial feedback on the Articles, which had been incorporated in this draft but had requested that provision for the MAC and the definition around company members be further explored.

*Resolved:*

To seek Charity Commission approval for the draft Articles of Association, subject to any final amendments required under Chair’s Action to address the following points

1. further amending the Objects
	* *to allow for an appropriate opportunity to diversify NMITE’s educational offer without compromising the primary purpose of advancing education in engineering and related business skills*
	* *to reflect NMITE’s status as a higher education provider*
2. *clarifying the definition of “Company Member” to make specific that no other individuals or bodies, other than the Board members, were Company Members*
3. *determining any requirement to include the provision for a MAC in the Articles.*

*(Secretary’s note:*

* *Mr Terence Jagger succeeded to the Chair role on 1 April 2021 and, under Chair's Action on 2 April 2021, approved the final amendments to the draft Articles for submission to the Charity Commission. These amendments defined further the Objects and Company Members, as required.*
* *Under Item 8 of the agenda, the Board resolved to defer any decision on constituting a MAC, pending the incoming Chair's arrival. Accordingly, all references to a MAC were removed from the Articles, noting that Charity Commission approval would not be required should the Board feel it appropriate to recommend provision for a MAC at a later stage.]*

**21/08 NMITE: A Members’ Organisation**

*Considered:*

Proposals on the Members' Advisory Council (MAC) formation, in line with NMITE's ambition to be constituted as a members' organisation (Item 8).

The Board received a presentation from Ms Helen Moreton, who had enjoyed a career of working within the democratic structures of purpose-led organisations, amplifying partner voice. The presentation was contextualised through a report on the origin of a MAC.

*Reported*:

1. The idea of NMITE as a members' organisation had been a key part of the NMITE proposition since 2016. It formed part of the "Green Book" submission, against which the government decided to award funding for NMITE's establishment in Autumn 2016.
2. The idea of NMITE as a members' organisation was reflected in the presence of Mr Ken Temple as a Trustee, who had been responsible for John Lewis' employee ownership model.
3. Advice had also been taken in late 2017 regarding how NMITE might materialise a members' organisation within NMITE's broader governance arrangements. This advice resulted in the proposal for a Members' Advisory Council, which was included in some detail in NMITE's initial application for OfS Registration in May 2018.
4. In 2020, Ms Helen Moreton was appointed to advance discussions around the final model for the MAC with a range of NMITE staff and with Trustees involved in the initial talks in 2016. This work had helped to refine the understanding of the true remit of the MAC and how this would sit with other structures and modes of staff and student engagement within NMITE.

The Board extended its warm thanks to Ms Moreton for presenting on her findings. The proposals on achieving a MAC attempted both to align on the earlier vision and respect existing models for engagement. The Board acknowledged that there remained some continuing concerns around the MAC formation, however. The Chair noted that the Chair- elect had written to Trustees and the CEO to outline his early thoughts on proposals. Given the valuable points he had raised, it was proposed that final decisions on the MAC should allow for his full involvement.

*Resolved:*

That further discussion on the MAC should be deferred until such time as determined by the Chair-elect.

**21/09 Appointment of the External Auditor**

*Considered:*

The recommendation from the Audit and Risk Committee on the appointment of the external auditor (Item 9).

*Resolved:*

The appointment of Bishop Fleming as NMITE’s external auditor, for a period of three years, with effect from 1 May 2021.

**21/10 The reports and minutes of the Standing Committees of the Board.**

*Received:*

The report and minutes of the Property and Infrastructure Committee (Item 10).

**21/11 Review of a conflict-of-interest authorisation**

*Mr Falconer declared an interest and recused himself from the discussion.*

*Considered:*

The authorisation of Mr Falconer’s interest (Item 11).

*Noted* that:

1. The Board had authorised Mr Falconer’s interest as an employee of Pinsent Masons LLP and as a Director and Trustee of NMITE in February 2020 and resolved to review matters after 12 months.
2. The Board had recently approved a Trustees’ Conflict of Interest Policy. This required the Board, when reviewing an authorisation, to resolve whether to continue to authorise the interest, and, if so, whether any conditions should apply.

In considering the earlier authorisation, the Board noted that procurement processes, governance and management protocols, and management of conflicts were better developed and understood across the organisation.

*Resolved:*

That Mr Falconer’s interest as an employee of Pinsent Masons LLP and as a Director/ Trustee of NMITE no longer required authorisation by the Board and that there were sufficient and

appropriate safeguards in place to manage any conflict.

**21/12** (*This section of the minutes is exempt from publication under section 43 of the Freedom of Information Act)*

**21/13 Governance and Mangement**

*Considered:*

A table setting out Trustee engagement in operational matters (Item R2).

*Noted* that*:*

That the recently approved management and government protocols would guide these and any future interactions going forward.

**21/14 Resolution on Banking Facility**

*Considered:*

A resolution to enter into an uncommitted facility including (as applicable) an overdraft facility (the Document) provided by HSBC UK Bank plc (the Bank); the financial position of the Company and its future requirements; and the requirements of sections 171 to 177 of the Companies Act 2006.

*Resolved:*

1. That entering into the Document would be most likely to promote the success of the Company for the benefit of its members as a whole and to do so would be of commercial benefit to the Company.
2. That the Company should sign or execute and deliver the Document to the Bank and that any Director is authorised on behalf of the Company to sign or execute any Document, including any amendments made to it.
3. That any of the persons authorised in (b) above are authorised to sign, dispatch or deliver any other documents required by the Bank in connection with the Documents.

**21/15 Vote of Thanks**

All present extended their heartfelt thanks and appreciation to Dame Fiona Kendrick and to Sir Eric Thomas for their contributions as Chair and Vice-Chair of the Board and as Trustees of NMITE since 2017.

**21/16 Date of Next Meeting**

The next meeting of the Board would take place on Friday 30 April 2021 at 9.30 am, by Teams.