NMITE

Board of Trustees

MINUTES

Tuesday 1 December 2020, 8.30am

via Teams

Members Present Dame Fiona Kendrick, Chair

Mr Ian Falconer

Mr Jon Gorringe

Mr Martin Hitchin

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 Clare McCauley (Institutional Company Secretary)

**1 Welcome, Apologies and Declarations of Interest**

The Chair extended the warm thanks of the Board to the CEO and her team for the official organisational launch of NMITE and looked forward to the Pioneer Cohort beginning the flagship programme in 2021.

*Noted* that:

Professor Langley had declared a new interest as a Governor of Hereford Sixth Form College, and this had been duly recorded in the annual register.

**2 Minutes**

*Approved:*

The minutes of the meeting held on 3 November 2020 (Item 2a).

*Considered:*

The Action Log (Item 2b).

*Noted* that:

1. Under Action 5b.iii (September Board), legal advice on the student contract and marketing materials, in terms of consumer protection law, had been received on 27 November and incorporated in time for the launch.
2. Under Action 4a.i (October Board), the content of the Annual Trustees Report would need to be confirmed at the January 2021 Board meeting in order that the annual accounts could be signed off and submitted to the OfS as part of an Annual Financial Data Return.

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| The Board *agreed* that | Responsible | Deadline |
| 2b.i. The legal advice noted under Action 5b.iii be  presented to the Board | JN | January 2021  Board |
| 2b. ii Existing plans for an annual public event be brought forward, incorporating proposals on how the Trustees Report and other material might be  repurposed for this event | ERF/ RLD | When appropriate |
| 2b.iii An update on plans for Board Effectiveness  Review be brought forward | FK | January 2021  Board |

**3 Retained Advisors**

*Considered:*

The Register (Annual Report) (Item 3).

*Noted* that:

The Register had been updated to provide greater clarity to the Board on specialist skills and expertise not available within the NMITE workforce, planned appointments and identified needs.

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| The Board *agreed* that | Responsible | Deadline |
| 1. The Register be updated to remove external estates contractors and, for those remaining, detail be included on:    * Contractual/ engagement end dates    * Higher education experience    * Their mapping to Committee/ Board business | JN | Next annual report due September 2021 |

**4 Chief Executive Officers Report**

*Considered:*

The CEO report (Item 4).

*Noted that*:

A particular achievement had been the signing of a Shared Goals Agreement between Microsoft and NMITE to help facilitate and accelerate a framework for future educational collaborations particularly around skills.

**5 Validation/ Launch and Recruitment Update**

*Received:*

An update on plans.

*Noted* that:

The dedicated student recruitment campaign would begin on Monday7 December 2020, with selection processes beginning in January 2021.

**6 Corporate Risk Register**

*Considered:*

The Corporate Risk Register (Item 6).

*Noted* that:

A revision to the content, format and reporting of the Risk Register would be undertaken, along with the formulation of a Risk Appetite Statement, and the approach considered by the Audit and Risk Committee in Spring 2021.

**7 Report from Board Committees**

*Received:*

The Report and Minutes of the Property and Infrastructure Committee meeting on 10 November 2020 (Item 7).

**8 NMITE/Herefordshire Council Strategic Working Group**

*Received:*

The Terms of Refence of the Strategic Group (Item 8).

**9 Stronger Towns**

*Received:*

A presentation on the Stronger Towns initiative.

*Noted that:*

1. The overarching aim of the initiative was to drive the sustainable economic

generation.

1. Up to £25 million could be made available for regeneration projects in Hereford city
2. Community consultation on a range of issues was a critical component.
3. An independent Board has been established to lead this work locally, of which Professor Langley was a member.
4. A strong, ambitious, locally relevant, and cohesive bid was required by 29 January 2021 and submitted by Herefordshire Council to the Ministry of Housing, Communities & Local Government.
5. A decision on the bid would be know in early summer 2021, with a year proceeding this to develop delivery plans.

In discussion, the importance of NMITE’s involvement with the bid was explored, including alignment of purpose in terms of future skills, community engagement, and outreach, widening participation, and social mobility.

**10 Articles of Association**

*Considered:*

A draft set of Articles (Item 10).

*Noted* that*:*

This draft demonstrated the extent of the substantive revisions required of the Articles of Association to reflect, among other things:

* NMITE’s registration as an Approved (fee cap) Provider without degree awarding powers
* Recommendations arising from the Academic Governance Effectiveness Review, including regarding Board composition and the establishment of the Academic Council as a committee of the Board
* The existence of the Members’ Advisory Council (MAC), subject to finalising proposals on the MAC’s formation
* The terms of office for Chair and Vice-Chair of the Board
* The fact that the corporate members of NMITE are confined to the Trustees

The principal areas of focus remaining are the review and re-articulation of:

• NMITE’s charitable objects

• Delegated and reserved powers of the Board and of the Chief Executive Officer

• The Members’ Advisory Council and the Founding Declaration

*Resolved* that:

An Articles Approval Group including the Chair, the Chair of the Audit and Risk Committee, the Chief Executive Officer, Ms Karen Usher, and Mr Ian Falconer, consider and approve the final version of the Articles on behalf of the Board, before transmission to the members and to the Charity Commission.

**11 Members’ Advisory Council (MAC)**

*Noted that:*

The external consultant had met with NMITE colleagues to inform draft proposals on the development of the MAC and that these proposals would be brought forward as a substantive item to the February Board.

**12 Vice Chair of the Board**

*Noted that*:

The Chair had received the majority required to appoint the candidate, Mr Martin Hitchin, without the need for formal election.

*Resolved* that:

Mr Martin Hitchin be appointed as Vice-Chair of the Board with effect from 1 January 2021, for a period of two years.

The Board extended its sincere thanks to Professor Sir Eric Thomas, as outgoing Vice-Chair.

**13 Chair Appointment**

*Considered:*

An update and proposals from the Appointment Oversight Group (Item 13), outlining the formulation of the brief through discussion with internal and external stakeholders and recommendations on selection processes.

*Resolved* that*:*

1. The recommendations on the membership of the interview panel and subgroup be approved.
2. The advert and brief be approved with minor changes to highlight place in the advert and to distinguish the essential and advantageous characteristics of the personal specification.
3. Professor Nishan Canagarajah, President and Vice-Chancellor, University of Leicester be invited to be a member of the interview panel.
4. The CEO be invited to identify a small group of staff who might meet informally with
5. shortlisted candidates.

**14 Any Other Business**

Meeting of the Members:

Professor Sir Thomas was re-appointed as a Director and as a Trustee at the Annual General Meeting held on 29 September 2020 with the expectation that he would retire once a successor was found as Vice-Chair. The Trustees, as the Corporate Members, *resolved* that Professor Sir Thomas be invited to continue as a Director and as a Trustee for a short period until 31 March 2021 to enable a successor as a Board member to be identified.

**15 Date of Next Meeting**

The next meeting would be held on Tuesday 26 January 2021 at 9 am, by Teams.