NMITE

Board of Trustees

MINUTES

Tuesday 23 February 2021, 9am

via Teams

Members Present Dame Fiona Kendrick, Chair

Mr Ian Falconer

Mr Jon Gorringe

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**

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

**2 Minutes**

*Approved:*

The minutes of the meeting held on 26 January 2021 (Item 2a).

*Considered:*

The Action Log (Item 2b).

**3 Chair’s Appointment**

*Reported that:*

1. Mr Martin Hitchin had joined the Chair interview panel membership as the incoming Vice-Chair of Board, along with Ms Innocent, Professor Scott, and Professor Canagarajah.
2. Shortlisting had taken place on 12 February, and candidates were invited to meet with the Chief Executive Officer. Candidates had also been offered the opportunity to meet with Trustees. All candidates had accepted this offer.
3. The interviews had been held on 22 February 2021, and the Panel would reconvene at the earliest opportunity to confirm their final recommendations to the Board.

The Board acknowledged the high caliber of candidates that NMITE had attracted and extended its thanks to the Panel and to Professor Canagarajah for their work.

**4 Chief Executive Officers Report**

*Considered:*

The CEO report (Item 4).

*Noted that*:

1. Recruitment activity for September 2021 was in progress, with high-quality applications progressing to stage 3 of the process. The programme for the Summer of Discovery and academic engagement activities was under preparation and would be brought forward for information to the Board in March.
2. Land on Skylon Park was being acquired to build the new CATT/CAM centre. The project had been delayed due to the pandemic and a review of the land valuation. These were now resolved, and a Letter of Intent was being prepared for signature. This would enable £2m of the grant awarded for the development to be defrayed by the end of March 2021, in line with the funding agreement.
3. Work was progressing on further developing internal governance mechanisms, as outlined to the Board in January, and would be brought forward, via the Audit and Risk Committee, in April.

The Board considered key risks and *endorsed* the need to thoroughly review assumptions in the business plan and consider options assessment around recruitment, accommodation, and other developments, both due to the cumulative effects of the delays and other impacts of the Covid epidemic and other emerging external drivers and constraints.

**5 Corporate Risk Register**

*Considered:*

The Corporate Risk Register (Item 5).

**6 Report from Academic Council**

*Received:*

The report and minutes (Item 6).

**7 Report from Board Committees**

*Received:*

The reports and minutes of the Standing Committees of the Board:

1. Nominations and Remuneration Committee (Item 7a)
2. Finance and Resources Committee (Item 7b)

*Noted:*

1. The clarification on the position regarding Degree Apprenticeships as outlined in the Finance and Resources Committee minutes. The Register of Apprenticeship providers would reopen for new providers on 1 March and would be restricted to (a)employer- providers and (b)providers of critical skills. These providers would be limited to those directly supporting the pandemic and Brexit transition (and who also had an explicit employer commitment to a minimum number of apprentices).
2. This appeared to exclude NMITE from registering as an apprenticeship provider for manufacturing engineering and from leading the efforts to establish a timber technology degree apprenticeship. NMITE had received substantial philanthropic funding for this and would be unable to achieve the primary deliverable associated with that funding.
3. Any nuances or potential later changes in policy related to new training providers would continue to be explored, along with alternative entry routes through a different qualification focus and partnerships with other HEIs who were providers already.

**8 Committee Proposals**

*Considered:*

A proposal to split the current Nominations and Remuneration Committee functions and form two new committees (Item 8).

*Noted:*

1. The introduction of the Committee of University Chairs' Remuneration Code had the effect of, if not already the case, splitting Nominations and Remuneration committees into two separate committees.
2. The Academic Governance Effectiveness Review contemplated NMITE adopting

such a model.

1. The proposals set out discrete Terms of Reference for each of the Committees, with membership to be determined as part of a more comprehensive succession planning exercise.

*Resolved:*

The formation of a Nominations Committee and a Remuneration Committee (Item 8), subject to discussion with the incoming Chair on membership.

**9 Trustee Procedures**

*Considered:*

The first tranche of procedures, as an appendix to the Governance Handbook (Item 9). These comprised:

1. Board of Trustees Term of Office and General Conduct
2. General Role Description and Code of Conduct for Members of the Board of Trustees
   1. Chair Role Descriptor
   2. Vice-Chair Role Descriptor and Election Process
3. Board of Trustees Recruitment Policy and Application Form
4. Process for Re-appointing Trustees
5. Governance and Management Protocols
6. Trustee Induction Programme

*Noted that:*

1. The procedures had been reviewed by the Nominations and Remuneration Committee on two occasions and had been circulated to members of the Board in advance of its meeting for feedback.
2. The second tranche of procedures would include Succession Planning, Skills and Training, individual Trustee review mechanisms, and proposals brought forward in due course under the new Nominations Committee's remit.

*Resolved:*

The Procedures

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| --- | --- | --- |
| The Board *agreed* that | Responsible | Deadline |
| i. Trustee involvement in operational matters be set out and reviewed against the Governance  and Management Protocols | ERF | March |
| ii. The Board receive a standing report on matters considered by the Executive Committee | ERF | Immediate |

**10 Audit and Risk Committee Co-option**

*Considered:*

A recommendation from the Nominations and Remuneration Committee to co-opt a member with recent and relevant accounting or auditing experience to the Audit and Risk Committee (Item 10).

*Resolved:*

To appoint Ms Jane Karpinski to the Audit and Risk Committee for one year, renewable for a further year on agreement.

**11 Board Effectiveness Review**

*Received:*

The review's outline (Item 11) and its relationship to the Academic Governance Effectiveness Review undertaken in 2020.

*Noted that:*

1. The Board was convened in 2017. This was its first effectiveness review, externally facilitated.
2. NMITE was an Affiliate Member of Advance HE, and the review would be undertaken by a consultant with expertise in small and specialist, new and independent, higher education providers. To that end, the review would be proportionate to NMITE's size, scale, and development.
3. The review would consider the academic governance effectiveness review and be forward-looking and consider governance effectiveness in the context of NMITE's more immediate business and strategic plans.
4. Discussion on the review would take place with the incoming Chair.
5. The next externally facilitated review would take place in 2024/25.

**12 Conflict of Interest Policy**

*Considered:*

A new Policy (Item 12).

*Noted that*:

1. The policy applied to NMITE Trustees and would supplement the general Conflicts of Interest Policy, which applied to all employees, volunteers, contractors, agency staff or any other personnel working under the direction of NMITE. As such, it reflected the higher level of conduct expected of Trustees by virtue of their decision-making powers and greater public interest.
2. It was entirely inappropriate for a Trustee to record every organisation with whom he/she had a personal or professional connection. However, looser ties must be declared where an arrangement with an organisation is to be discussed at the Board.
3. The Charity Commission's conflict of interest definition (a conflict of interest is any situation in which a Trustee's personal interests or loyalties could, or could be seen to, prevent them from making a decision only in the best interests of the charity) be adopted. This adoption served to highlight that the test for declaring interests was lower for Trustees than for staff.

*Resolved:*

The policy, subject to the adoption of the Charity Commission definition for a conflict of interest.

**13 Academic Governance Effectiveness Review Quarterly Update**

*Received:*

The quarterly report in the form of an extract of the outstanding actions (Item 13).

**14 External Engagement**

*Received:*

A presentation on external engagement activity (Item 14).

**Reserved Minutes – Commercial in confidence**

**R1 Realising Our Ambition (Building the Student Populations – from Pioneer Cohort to Steady State)**

*Received:*

A presentation from the CEO on emerging thoughts on the optimal means of achieving steady- state student number targets, given risks highlighted both within the CEO report and to the recent Finance and Resources Committee meeting:

* Student recruitment may not meet the required numbers for September 2021
* Covid restrictions may pose an ongoing risk to intake sizes and student experience.

*Noted:*

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

**R2 Annual Remuneration Report**

*Considered:*

A draft report in preparation for publication of a final first report in Autumn 2021 (R2).

*Noted:*

1. NMITE had adopted the Committee of University Chairs' Higher Education Senior Staff Remuneration Code.
2. Nominations and Remuneration Committee were required to make an annual report to the Board on remuneration for senior staff and including CEO emoluments. The information should provide sufficient assurance to the governing body that the Committee had effectively discharged its responsibilities.
3. The report followed the template set out by the CUC. It was felt that there needed to be further work undertaken to contextualise rates of remuneration in line with other institutional approaches. This context would be provided as part of the next iteration of the report in Autumn 2021.

**15 Any Other Business**

There was no other business.

**16 Date of Next Meeting**

The next meeting would be held on Tuesday 30 March 2021 at 9 am, by Teams.