



## Board of Trustees

### MINUTES

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Tuesday 29 September 2020 / 9 am | By Teams

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|---------------------------|---|
| Present                   | Dame Fiona Kendrick (FK), Chair of the Board<br>Sir Eric Thomas (ET), Vice-Chair of the Board<br>Mr Ian Falconer (IF), Trustee<br>Ms Rowena Innocent (RI), Trustee<br>Mr Richard Lindsay-Davies (RLD), Trustee<br>Professor Peter Scott (PS), Trustee<br>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):<br>Professor Beverley Gibbs (BG), Chief Academic Officer, NMITE<br>Professor David Langley (DL), Chief of External Engagement, NMITE<br>Mr James Newby (JN), Chief Operating Officer, NMITE  |
| Apologies                 | Mr Jon Gorringe (JG), Trustee; Mr Martin Hitchin (MH), Trustee  |
| Minutes                   | Ms Clare McCauley (CMc), Company Secretary and Clerk to the Board   |

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

*Noted that:*

- i. There were no variations to the Register.
- ii. Separate meetings with the Council and with the LEP/ BEIS were being progressed and therefore there were no longer external observers present at Board meetings.
- iii. Item 14 would be taken out of turn to allow the SLT observers to be present during any discussion.

#### 2 Annual Register of Interests

*Considered:*

The draft Register for the 2020/21 session (Item 2).

*Noted that:*

A final version of the Register would be circulated to the Board in November, including the interests of the remaining co-opted members, and would be available on the new web site,



as part of governance and public information requirements.

### 3 Minutes

*Approved:*

The minutes of the meeting held on 21 July 2020 (Item 2).

*Noted that:*

The scheduled meeting of the Board in August had been cancelled due to Validation events. All actions had been progressed and appeared on the agenda; all future minutes would be accompanied by an Action Log.

### 4 Board and Committee Business Schedules

*Considered:*

The initial outline of Board and Committee oversight during 2020/21 (Item 4).

*Noted that:*

The schedules would be reviewed and updated, as required, with any substantive changes brought to the Board's attention.

### 5 President and Chief Executive Officer's Report

*Considered:*

(a) The report from the President and CEO (Item 5a)

*Noted that:*

- i. NMITE received confirmation of registration with the OfS, with no specific ongoing conditions of registration, on 26 August 2020.
- ii. *[NOT FOR PUBLICATION]*
- iii. Independent Councillor David Hitchiner had been re-elected as leader of Herefordshire Council and partnership discussions between NMITE and the Council were progressing well.
- iv. NMITE's preparations for entering the student recruitment phase were in place and progressing.

The Board warmly commended the Chief Executive Officer and the NMITE team for the achievement of OfS Registration and for excellent progress with Validation. NMITE was the first new provider to be registered with the OfS with no specific ongoing conditions of registration. The Board also congratulated Professor Rodriguez-Falcon on her Executive Leader of the Year award (Engineering Talent) and Distinguished Mexican in the UK award.



(b) A report on HE Landscape and Media Monitoring (Item 5b)

*Noted* that:

- i. Media monitoring reports provided valuable information about ongoing campaigns, brand reputation, competitors, influencers, and customers.
- ii. Data would become richer over time through the ability to analyse trends and predict behaviours. The sample report illustrated ways in which this type of data could be presented.
- iii. The Board discussed the plans, and it was reported that:
  - Competitor analysis and NMITE's marketing and recruitment plans would inform the monitoring requirements and provide a more informed assessment of any campaigns, including those of competitors.
  - The plans were being refined and flexed against the final outcomes of Validation, which would determine launch date, and external influences, such as the COVID epidemic and any local restrictions.
  - The marketing material had been internally assessed against consumer protection law requirements, which generally applied to the relationship between Higher Education (HE) providers and prospective and current undergraduate students, for example in relation to information provision and the requirement of fairness for terms and conditions.
  - *[NOT FOR PUBLICATION]*
  - *[NOT FOR PUBLICATION]*
- iv. *[NOT FOR PUBLICATION]*
- v. On the matter of the student contract, the approach to the student's Intellectual Property Rights (IPR) was discussed. The concept of inventorship, i.e., a contribution of ingenuity necessary to create an invention, was the basis for NMITE's approach to student IPR, informed by a similar approach at Olin College, and this was endorsed by the Board. The method of enacting the model was being developed.

The Board ***agreed*** that

- i. Details of the marketing and recruitment plans be brought forward to the Board
- ii. Committee and Board oversight of marketing and recruitment, in liaison with the COO and Company Secretary, be defined
- iii. *[NOT FOR PUBLICATION]*
- iv. Expert advice be sought to complete the IPR Framework and an update be provided to the Board



## 6 OfS Registration

*Considered:*

The report on OfS registration and Registration Letter (Item 6).

*Noted that:*

- i. The OfS had confirmed on the 26th August 2020 that NMITE had been successful in satisfying the initial conditions of registration and had been added to the register of English Higher Education providers.
- ii. NMITE did not receive any specific ongoing conditions of registration, although the OfS was permitted to impose these. Despite such accomplishment, there were flags regarding some of the earlier financial information that had been provided and these matters were being addressed.
- iii. The accountable officer was the key point of contact between the OfS and a provider and, at NMITE, this was the CEO. The accountable officer was responsible for ensuring that the governing body understood its regulatory responsibilities and acted on them.
- iv. The OfS used a non-exhaustive list of information sources to monitor compliance with the ongoing conditions of registration, including the process of random sampling – currently given at a sampling rate of 5%.
- v. The Academic Governance Effectiveness Review (AGER) report made several recommendations following the achievement of OfS registration and the Board would receive an update on implementation of the recommendations at its meeting in November.

The Trustees reaffirmed their thanks to the CEO and the NMITE team for the achievement of OfS Registration and the Board noted that Institute focus would move to maintaining registration, through monitoring of the general ongoing conditions.

The Board agreed that the approach to the monitoring of conditions be brought forward for Board consideration, once considered by the Audit and Risk Committee.

## 7 Validation Report

*Considered:*

A report on Validation outcomes (Item 7), including a summary action plan and the current status of conditions and recommendations, as well as commendations, arising from the validation visits (excluding site visits).

*Noted that:* [NOT FOR PUBLICATION]

The Trustees reaffirmed their thanks to the CEO and the NMITE team for the excellent progress with the validation process and the commendations under all elements of the validation, including administrative, institutional, and programme.



The Board *agreed* that a further update on progress with addressing the validation conditions and recommendations be provided to the Board.

## 8 Corporate Risk Register

The Board considered the Corporate Risk Register (Item 8).

## 9 Academic Council

*Considered:*

A paper addressing the findings arising from the Academic Governance Effectiveness Review (Item 9a and 9b, attached).

*Noted that:*

- i. The paper recommended revised Academic Council Terms of Reference and *[NOT FOR PUBLICATION]*
- ii. An indicative schedule of business, Academic Council's sub-committee structure, and a draft Academic Strategy were provided for information.
- iii. The draft Academic Strategy would be overseen by the Learning and Teaching Committee and Academic Council and contribute to NMITE's broader institutional strategy.
- iv. *[NOT FOR PUBLICATION]*
- v. The new proposals were strategically aligned, a good use of resource, and within NMITE's risk appetite.

*Approved:*

- i. The Terms of Reference for Academic Council
- ii. *[NOT FOR PUBLICATION]*

## 10 Audit and Risk Committee (ARC): Co-opted Membership

*Considered:*

A recommendation from the Nominations and Remuneration Committee on co-opted membership of the Audit and Risk Committee in academic governance (Item 10).

*Resolved:*

The appointment of Professor Clare Milsom, as a co-opted member of the Audit and Risk Committee, for a period of one year (i.e., until 31 July 2021), renewable.

## 11 Reports from Board Committees

*Received:*

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

- a. Finance Resources Committee, 18 August 2020 (Item 11a)



- b. Property and Infrastructure Committee, 15 September 2020 (Item 11b)
- c. Nominations and Remuneration Committee, 18 September 2020 (Item 11c)

## 12 Digital Partnerships

*Received:*

A paper on NMITE's Digital Partnerships (Item 12).

*Noted:*

- i. Agreements had been signed with 62 partners, and the Partnerships and Academic teams continued to engage a range of companies and organisations to identify and translate briefs that delivered required learning outcomes in the curriculum into real-world challenges, advanced Sprints and projects. Many of these would have a digital component.
- ii. The Partnerships' Advisory Group would meet quarterly and be supplemented by round table events with industry around the new Centres.

## 13 Members' Advisory Council

*Received:*

A verbal update on progress with the formation of the Members' Advisory Council (MAC).

*Noted that:*

- i. Work had been scoped on the MAC framework, which was informed by external advice and would align with the revisions to the Articles of Association and the Governance Handbook.
- ii. It would be proposed that the MAC would not constitute a formal governance pillar, as expressed currently in the Handbook, but would inform the main decisions bodies, the Board and Academic Council.

RESERVED BUSINESS

## 14 [NOT FOR PUBLICATION]

## 15 Any Other Business: Institutional Case for Support

*Considered:*

The Institutional Case for Support (Item 15).

*Noted that:*

The case would be considered with donors and provide a useful input into partnership discussions.

## 16 Date of Next Meeting

The next meeting would be held on Tuesday 3 November 2020 at 9am, by Teams.