Confirmed

Minutes of the Board of Governors

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| 21-03-2024 | 16:00 | Hospitality Suite, CSM, Llandaff Campus |

# Present:

## John Taylor CBE (Chair and Independent Governor)

## Kellie Beirne (Independent Governor)

## Charlie Bull (Professional Services Staff Governor)

## Nick Capaldi OBE (Senior Independent Governor)

## Roisin Connolly (Independent Governor) *via Teams*

## Kevin Coutinho (Independent Governor)

## Fergus Feeney (Independent Governor) *via Teams*

## Karen Fiagbe (Independent Governor) *via Teams*

## Dr Clare Glennan (Academic Staff Governor)

## Iva Gray (Independent Governor)

## Peter Kennedy (Independent Governor)

## Professor Rachael Langford (President & Vice-Chancellor)

## Paul Matthews (Independent Governor) *via Teams*

## Natalia-Mia Roach (Student Governor)

## Dr Giri Shankar MBE (Independent Governor)

## Alison Thorne (Independent Governor)

## Rewathi Viswanatham (Student Governor)

## David Warrender (Independent Governor)

# In attendance:

## Professor Jacqui Boddington (PVC Student Engagement) *via Teams*

## Richard Duffy (Policy and Public Affairs Advisor) *via Teams*

## Professor Sheldon Hanton (PVC Research & Innovation)

## Mairwen Harris (Head of Strategy, Planning, & Performance)

## Greg Lane (Head of Governance & Clerk to the Board)

## David Llewellyn (Chief Officer (Resources))

## Jon Price (Interim University Secretary & Chief Operating Officer)

## Emily Samphier (Senior Governance Officer)

Author of Minutes: Greg Lane (Head of Governance & Clerk to the Board)

# Part A1: Routine Items of Business

# Apologies & Preliminaries (agenda item 1)

## Apologies for absence were received from Professor Helen Marshall OBE (Independent Governor), Menai Owen-Jones (Independent Governor), Kirsty Palmer (Academic Board Representative Governor), Matthew Tossell (Vice Chair of the Board and Independent Governor) and Scott Waddington (Independent Governor).

## The Chair welcomed Jon Price (Interim University Secretary & Chief Operating Officer) to his first meeting of the Board.

## The Chair advised that the Board would be asked to note routine agenda items 5,6 and 7 without discussion to maximise the amount of time available for agenda item 8 on the University’s Options Appraisal and Financial Recovery Plan.

# Declarations of Interest (agenda item 2)

## There were no declarations of interest.

# Minutes of 22 February 2024 (agenda item 3)

### 3.1)The Board Resolved:

### To approve the minutes of Board meeting held on 22 February 2024 as a correct record.

# Matters Arising (agenda item 4)

## There were no matters arising.

# Chair’s Report (agenda item 5)

## The Board was asked to note the Chair’s Report that covered the following matters: 1) Meetings with Governors/Committee membership; 2) HE Sector Funding; 3) CTER’s published priorities; 4) Wales in London Week 2024; and 5) Forthcoming ChUW meeting on 27 March 2024.

## The Board Resolved:

## To note the Chair’s Report.

# Vice-Chancellor’s Report (agenda item 6)

## The Board was asked to note the Vice Chancellor’s Report that covered the following matters: 1) UK HE Sector news; 2) Wales in London Week 2024; 3) Recovery and Transition Group activity 1 to 15 March 2024; and 4) List of Vice Chancellor’s External Engagements and Appointments 15 February to 20 March 2024.

## The Board Resolved:

## To note the Vice-Chancellor’s Report.

# Students’ Union Update (agenda item 7)

## The Board was asked to note the Students’ Union Update that covered the following matters: 1) SU Strategy Support Tendering Exercise; 2) External Trustee Recruitment; 3) AGM/EGM Task and Finish Group; 4) WonkHE Secret Life of Students; 5) Voter Registration; 6) Student Leadership Update; 7) Speak Week Analysis; 8) Social Mixer Exercise for Students; and 9) SU Events Update.

## The Board Resolved:

## To note the Students’ Union Update.

## Part A2: Strategic Items of Business

# Financial Recovery: Scope and Mobilisation (agenda item 8)

## The Board received a report and presentation from the Vice-Chancellor and the Interim University Secretary & Chief Operating Officer that provided an initial outline of the University’s plans on financial recovery, scope, and mobilisation.

## The report outlined the challenges faced by the HE sector across the UK (continued financial pressures and risks to financial sustainability; increased risk/volatility and competition; and the significant contraction in the international student market). The report also outlined the current and projected impact of these challenges on the University directly. The significant reduction in international students at the University (and the related decrease in international fee income) had adversely affected the University’s finances. The Board was advised that work towards developing a clear and coherent financial recovery plan was required to enable a return to financial sustainability and financial resilience.

## The report detailed actions that had already been taken by the University to realise savings in the short term. These included: an end to overtime other than by exception; a recruitment pause other than business critical; a pause on capital expenditure except where health and safety, compliance or contractual terms required spend; and a pause on Estates 2030 Master Planning activity.

## The report included five different options/models of university for the Board to consider. This would help inform a clear view of the University’s future direction of travel. The models of university included were: (i) Traditional institutions; (ii) Specialist institutions; (iii) Big Civic institutions; (iv) Non-Traditional institutions; and (v) Modern institutions. The key features and characteristics of each were set out. The analysis that had been undertaken had concluded that the University best aligned with pursuing the model as a ‘modern institution’. Modern institutions featured a distinctive blend of disciplines across both programme portfolio and research profile (which was often highly applied) with demonstrable regional impact (for employers, the regional economy, widening participation and career prospects). The report sought the Board’s approval of the high-level characteristics of the University (modern university), to enable presentation, at the next Board meeting, of a detailed financial appraisal and high-level recovery programme set out to deliver from 2024-25 Academic year the change needed for that ambition.

## The report sought the Board’s approval for an increase in UK full time undergraduate tuition fees from £9,000 to £9,250 (initially for continuing students from 2024-25 and then all students from 2025-26 [subject to Fee and Access Plan approval]) as part of efforts to address immediate financial pressures facing the University. The proposal had been made possible by the Welsh Government’s recent decision to increase the cap for regulated students’ fees in Wales. Full details of what was proposed by the University were included in an appendix to the report.

## The report also sought the Board’s approval to initiate the development of proposals for a University Voluntary Severance Scheme. The proposals, when developed, would contain the design principles and eligibility criteria and the proposed payment thresholds based on sector benchmarks. The Board would be asked to consider these proposals at a Special Meeting specifically convened for this purpose.

## The Board had a wide ranging discussion on the proposals that included reference to the following: (i) International students and internationalism; (ii) Income generation and diversification, R+D, and grant funding; (iii) Development of future programmes with reference to employers and the employment market; (iv) Implications for student learning, student experience/satisfaction and student outcomes; (v) Staff engagement and communication in the change process; (vi) Impact on the University’s strategic plan (Strategy 2030); (vi) Implications of running a voluntary severance scheme – for staff, students and the University itself; (vii) Relationship with the new regulator (CTER) and Government; (viii) Use of Digital and AI; (ix) Implications for capital programme; (x) Marketing, recruitment and branding (xi) Benchmarking with comparator/competitor institutions; and (xii) Future proofing of changes to ensure resilience.

## The Board Resolved:

## To approve the high-level characteristics of the University (modern university), to enable presentation, at the next Board meeting, of a detailed financial appraisal and high-level recovery programme set out to deliver from 2024-25 Academic year the change needed for that ambition.

## To approve the increase in tuition fee from £9,000 to £9,250 (initially for continuing students from 2024-25 and then all students from 2025-26 [subject to Fee and Access Plan approval]) as part of efforts to address immediate financial pressures facing the University.

## To approve key short-term steps for initiating the programme of change, noting an intention to return to the Board with proposals for a Voluntary Severance (VS) scheme for approval shortly with a view to launching this academic year, and a set of parameters for further development towards long-term financial sustainability.

# Any Other Business

## The Chair confirmed that a Special Board Meeting would be held on Friday 12 April 2024 to consider proposals for the introduction of a University Voluntary Severance Scheme in further detail.

## The Board had a brief discussion on the University Risk Register (agenda item 17) on the text relating to specific risks (Estate) and (Environmental Sustainability).

## There was no other business.

# Part B: Items for Approval or Noting Without Discussion

# Strategic Planning and Performance Committee Summary Report: 11 March 2024 (agenda item 10)

## The Board Resolved:

## To note the Summary Report.

# Student Recruitment Update (agenda item 11)

## The Board Resolved:

## To note the Student Recruitment Update.

# Resources Committee Summary Report: 13 March 2024 (agenda item 12)

## The Board Resolved:

## To note the Summary Report.

# Equality, Diversity, and Inclusion Annual Report 2022-23 (agenda item 13)

## The Board Resolved:

## To note the Equality, Diversity, and Inclusion Annual Report 2022-23.

# Strategic Equality Plan 2024-28 (agenda item 14)

## The Board Resolved:

## To note the Strategic Equality Plan for 2024-28.

# Outturn 2023-24 Second Review (agenda item 15)

## The Board Resolved:

## To note the Outturn Second Review 2023-24.

# Audit Committee Summary Report: 18 March 2024 (agenda item 16)

## The Board Resolved:

## To note the Summary Report.

# University Risk Register Report (agenda item 17)

## The Board Resolved:

## To approve the University Risk Register Report.

# Risk Management Policy (agenda item 18)

## The Board Resolved:

## To approve the University Risk Management Policy.

# Board of Governors Work Programme 2023-24 (agenda item 19)

## The Board Resolved:

## To note the Work Programme.

Meeting end: 18:00

**John Taylor**

**Board of Governors**

**Cardiff Metropolitan University**