

Board of Governors

**CONFIRMED MINUTES**

**DATE: Thursday 7 July 2022**

**TIME: 2:00pm**

**LOCATION: Hospitality Suite, CSM, Llandaff Campus**

**Governors Present:**

1. John Taylor CBE (Chair of the Board and Independent Governor)
2. Professor Cara Aitchison (President and Vice Chancellor)
3. Nick Capaldi (Independent Governor)
4. Roisin Connolly (Independent Governor)
5. Karen Fiagbe (Independent Governor)
6. Venkateswaramma Gonavaram (Student Governor)
7. Sheila Hendrickson-Brown (Independent Governor)
8. Dr Malcolm James (Academic Staff Governor)
9. Paul Matthews (Independent Governor)
10. Professor Kelechi Nnoaham (Independent Governor)
11. Menai Owen Jones (Co Vice Chair and Independent Governor)
12. Chris Pilgrim (Independent Governor)
13. Alison Thorne (Independent Governor)
14. Matthew Tossell (Independent Governor)
15. Dr Chris Turner (Co Vice Chair and Independent Governor)
16. David Warrender (Independent Governor)
17. Naomi Wrigley (Student Governor)
18. Denn Yearwood (Professional Services Staff Governor)

**In attendance:**

1. Professor Jacqui Boddington (Pro Vice Chancellor for Student Engagement)
2. Christine Fraser (University Secretary and Clerk to the Board of Governors)
3. Professor Sheldon Hanton (Pro Vice Chancellor for Research and Innovation)
4. Mairwen Harris (Head of Strategy, Planning and Performance)
5. Professor Rachael Langford (Deputy Vice Chancellor)
6. David Llewellyn (Chief Officer Resources)
7. Emily Voisin (Governance Officer)
8. Greg Lane (Head of Governance and Deputy Clerk to the Board of Governors) (minutes)
9. Richard Golledge (IBI Group) (agenda item 11.1)
10. Simon Trew (Stride Treglown) (agenda item 11.1)

# **Part A (1): Items for Brief Discussion and/or Approval**

# **Apologies for Absence and Preliminaries (agenda item 1)**

1.1 Apologies for absence were received from Professor Myra Nimmo (Independent Governor), Kirsty Palmer (Academic Board Representative Governor) and Scott Waddington (Independent Governor). Apologies for absence were also received from Professor Rachael Langford (Deputy Vice Chancellor) and Paul Robinson (Director of Environment and Estates).

1.2 Apologies for lateness were received from Roisin Connolly (Independent Governor) and Professor Kelechi Nnoaham (Independent Governor).

1.3 The Chair advised that David Surdeau (Independent Governor) had resigned from the Board.

1.4 The Chair reflected on the recent passing of the former Vice Chancellor, Professor Anthony J Chapman OBE. Professor Chapman had been Vice Chancellor at the University for 18 years from 1998 to his retirement in 2016. He had been Wales’ longest serving Vice Chancellor. During his time at the University, Professor Chapman had successfully fought off the threat of mergers, had overseen the University of Wales Institute Cardiff (UWIC) becoming Cardiff Metropolitan University, had celebrated the University’s 150th anniversary and had received the award of the Queen’s Anniversary Prize on behalf of the University in 2015.

# **Declarations of Conflict of Interest (agenda item 2)**

# 2.1 There were no declarations of conflict of interest.

# **Minutes of the Previous Meeting: 12 May 2022 (agenda item 3)**

# 3.1 The Board Resolved:

1. To approve the minutes of its meeting held on 12 May 2022 as a correct record.

# **Matters arising (agenda item 4)**

4.1 There were no matters arising.

# **Chair’s Report (agenda item 5)**

5.1 The Chair of the Board introduced his report and highlighted two specific initiatives that had been launched by Welsh Government and HEFCW that had potential implications for the University; The first centred around the desire to make Wales an actively anti-racist country which would require the University to achieve the Advance HE Race Equality Charter Mark over the next 3 years in order to continue to receive Welsh Government funding. The second was around cyber security with universities being pressed to meet demanding Cyber Essentials accreditation. The implications of both were discussed by the Board.

5.2 The Chair confirmed that he had completed annual appraisals with all Governors. The process had gone well, and a number of fruitful discussions had taken place. The Chair advised that some changes to committee structures, terms of reference and membership would be proposed as a result of these discussions.

5.3 The Chair concluded by providing an update on the Chairs on Universities Wales (ChUW) meeting that had taken place on 29 June 2022. The main discussion focussed on the Tertiary Education and Research (Wales) Bill that had passed through the Senedd. Royal Assent was expected in August 2022. The Chair highlighted potential challenges posed by the legislation as agreed by the Senedd.

5.4 The Board Resolved:

1. To note the Chair’s Report.

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

## The Vice Chancellor introduced their report and provided an update on the Tertiary Education and Research (Wales) Bill that had been recently passed by the Senedd. The legislation paved the way for the establishment of the Commission for Tertiary Education and Research as the independent regulatory body for the funding, oversight and regulation of tertiary education in Wales. It was explained that tertiary education wiould encompass post-16 education including further and higher education, apprenticeships and sixth forms. The Vice Chancellor highlighted areas of concern for the University posed by the legislation as agreed by the Senedd. The Board discussed these concerns and the implications involved.

6.2 The Vice Chancellor informed the Board of the latest work undertaken by the Wales’ Higher Education Sector Group for Ukraine that was co-ordinating Wales based universities’ responses to the many difficulties faced by universities in Ukraine to deliver education and research whilst the conflict with Russia was ongoing. The Vice Chancellor advised of an ambitious ‘twinning’ initiative being led by Universities UK, and the specific twinning arrangement that the University was developing with the H.S. Skovoroda Kharkiv National Pedagogical University.

6.3 The Vice Chancellor advised that the University had hosted a visit by senior higher education figures from Telengana State, India, as part of the wider hosting by Universities Wales (Global Wales). Telengana State was home to the development arms of many digital/blue chip companies, and it was hoped that the visit would result in a number of research collaborations and the progression of students to the University for postgraduate research degrees.

6.4 The Vice Chancellor provided the Board with an update on the negotiations on the national pay offer for 2022 being held between the Universities and Colleges Employers Association (UCEA) and the Trade Unions. The Board discussed the implications of this in the context of increased inflation and the cost-of-living crisis that was emerging more generally across the UK.

6.5 The Vice Chancellor advised the Board that the National Student Survey Results for 2022 had been announced on 6 July 2022. A full analysis of the University’s results would be undertaken and reported to the Board in due course. The Vice Chancellor advised that student satisfaction levels were at 76% across the UK, 77% in Wales, and 72% at the University. Student satisfaction levels at the University had fallen 4% on the previous year. The Vice Chancellor acknowledged that the results for the University were disappointing and reflected that the fall in student satisfaction levels could be attributable to the significant number of practice-based courses that the University provided, and the challenges faced in delivering these courses during the Covid-19 pandemic. The Pro Vice Chancellor for Student Engagement informed the Board that a full analysis would be undertaken, and an action plan would be developed to achieve significant improvement in student satisfaction levels for the next year. Board members discussed the results and how the University could best internally monitor and track student expectations and satisfaction levels in future. Board members also highlighted the need to ensure that staff in the Academic Schools and relevant Professional Services departments were supported and kept motivated after what had been a disappointing set of results.

6.6 The Board Resolved:

1. To note the Vice Chancellor’s Report.

# **Students’ Union Report (agenda item 7)**

## The Students’ Union President and Vice President jointly introduced their report. The Board was advised that Mike Davies had retired as Chief Executive of Cardiff Met Students’ Union on 30 June 2022 after 26 years of service in the role. Will Fuller had started his new role as Chief Executive on 1 July 2022. The Board was also advised that Natalia-Mia Roach would take up her role as SU Vice President and Student Governor on 1 August 2022. The Board was updated on arrangements to recruit to staff vacancies and student representative roles within the Students’ Union.

## The SU Vice President advised that the Students’ Union Annual Report for 2021-22 was being finalised for consideration by the Board at its October meeting.

## The Board was updated on arrangements for the Fresher’s Fayre that was scheduled to take place in NIAC, Cyncoed campus on 21 September 2022. The Board was also informed of the successful International Student Night that had been held in central Cardiff on 19 May 2022.

## Board members had a brief discussion on promoting and supporting the Students’ Union and its related services and generating greater engagement and participation in the Students’ Union annual elections process.

## The Board Resolved:

1. To the note the Students’ Union Report.

# **Part A (2): Items of Specific Importance for Discussion and/or Approval**

# **Update on Students’ Union Relationship Agreement for 2022-23 and the National Student Survey Results 2022 (agenda item 8)**

# 8.1 The Pro Vice Chancellor for Student Engagement advised that the Student Relationship Agreement was being finalised in readiness for the start of the 2022-23 academic year. The Agreement was set to be considered at the Student Relationship Committee meeting on 13 July 2022.

# 8.2 The National Student Survey Results had already been covered as part of the Vice Chancellor’s Report (agenda item 6).

# 8.3 The Board Resolved:

# 1. To note the oral update from the Pro Vice Chancellor for Student Engagement.

# **Annual Review of the Student Charter for 2022-23 (agenda item 9)**

## The Pro Vice Chancellor for Student Engagement introduced the report and explained that the University was required to have a Student Charter by HEFCW. The Charter set out mutual expectations and commitments for the University, Students’ Union and students and was reviewed on an annual basis. The Board was advised that HEFCW had issued revised Student Charter Guidance on 4 July 2022 that required student charters to include information on safeguarding (as it related to safe, secure and inclusive education) and also further information on health and well-being. The Pro Vice Chancellor advised that minor changes to the Charter would be made to incorporate the new requirements. The University’s partner institutions would also need to adhere to these requirements and would be covered by the Charter.

## 9.2 The Board Resolved:

1. To approve the Student Charter for 2022-23 as amended.

# **Approval of Strategy 2030 and Key Performance Indicators (agenda item 10)**

## 10.1 The Vice Chancellor introduced the final draft on University’s new strategic plan ‘Strategy 2030’ for approval by the Board. It was explained that new strategic plan focussed on ‘Belonging and Becoming’ and should be seen as the next passage in the University’s journey as it continued to grow, diversify and improve. The Vice Chancellor advised that the new strategic plan would maintain the momentum established over the previous five years so that the University could fully achieve its ambition of growing to become a sustainable, reputable and vibrant community of approximately 15,000 on campus students and a top 50 UK university entering the QS world rankings. The Vice Chancellor highlighted key areas of focus that would help the University achieve its ambition - clear reference was made to the values and culture of the University.

## 10.2 The Vice Chancellor advised that Strategy 2030 would be supported by four sub strategies that would be developed during the 2022-23 academic year. These were: (i) Learning, Teaching and Student Engagement; (ii) Research and Innovation; (iii) International; and (iv) Civic Mission. Further work on integrating enabling resources of people, finance, estates and digital would also be undertaken to create a coherent framework to deliver the strategic ambition.

## 10.3 The Vice Chancellor advised of five specific strategic priorities and major initiatives that would be delivered through Strategy 2030 and explained the context and rationale for their inclusion. These were: (i) Changing the Culture; (ii) Campus 2030 (focussing on redevelopment of the University’s estate); (iii) Low Carbon Futures; (iv) Wales’s Sporting University; and (v) Global Academies.

## 10.4 The Vice Chancellor explained that Strategy 2030 would be supported by a range of Key Performance Indicators (KPIs). Further work on modelling and benchmarking of KPIs would be undertaken over the summer months and appropriate milestones proposed once the KPIs had been agreed.

10.5 Board members discussed Strategy 2030 in detail. The main points raised were as follows:

* Board members were broadly of the view that the new strategic plan set out a clear vision and future roadmap for the University. The plan was a well thought out and constructive piece of work. The plan was honest and accurate in terms of its assessment of the University’s current position and its future ambitions.
* Board members advised that the focus on ‘Belonging and Becoming’ included in the covering report should be clearly referenced and included in the new strategic plan directly. Board members advised that its inclusion would help to accurately convey and promote the positive culture and values of the University. It was clear, pithy and easy to advocate. The Vice Chancellor confirmed that the suggested change would be made to the plan.
* Board members had some reservations about the use of ‘Changing the Culture’ as a title for one of the five strategic priorities listed in the new strategic plan as it implied that the University had a specific problem with its culture. The Vice Chancellor explained that this was the terminology used by the HE sector more widely in response to Universities UK’s work on tackling sexual misconduct and gender-based violence, harassment and hate crime. The Vice Chancellor advised that specific reference to the fact that the University was responding to this wider work could be included within the new strategic plan to help clarify matters.
* Board members advised that the content and language of the new strategic plan needed to be checked against the Welsh Government’s priorities – specially relating to the TERC and support/promotion of ‘the Learner Voice’.
* Board members welcomed the continued inclusion of Cardiff Met EDGE skills (Ethical, Digital, Global and Entrepreneurial) in the new strategic plan. The Cardiff Met EDGE had been developed as part of the previous strategic plan and had proved useful as a unique selling point for the University in developing students’ experience and skills.
* Board members welcomed the clarity and coherence re the proposed use and purpose of both Llandaff and Cyncoed campuses.
* Board members welcomed the proposals for the University to further develop its teaching and research expertise on low carbon futures.
* Board members welcomed proposals on International and TNE provision. Board members highlighted the role that enhanced digitalisation could play in achieving the University’s ambitions in these areas – in terms of scale, scope and interconnectivity.
* Board members emphasised the importance of the Campus 2030 proposals in delivering the ambitions in the new strategic plan. It was imperative that the future redesign and redevelopment of the University’s estate takes account of the needs of students, staff, partners and wider stakeholders.
* Board members emphasised the importance of having a coherent framework of enablers in place to deliver the aims and ambitions of the new strategic plan. It was suggested that further work be undertaken to establish whether the University had the right resources in place to deliver the new strategic plan. Board members stressed the importance of effective staff engagement in the delivery of the strategic plan.

10.6 The Vice Chancellor thanked Board members for their comments and feedback on the new strategic plan. The Vice Chancellor also informed the Board of proposals to recruit to the vacant Pro Vice Chancellor for Partnerships and External Engagement post and develop further capacity in the Vice Chancellor’s Executive Group to deliver the ambitions detailed in the new strategic plan. The Board was advised that the proposed recruitment had been considered by Remuneration Committee at its meeting on 15 June 2022 and that arrangements would be taken forward by People Services to recruit to the post.

10.7 The Board Resolved:

1. To approve the new University Strategy ‘Strategy 2030’ subject to the amendments being included.

(Secretariat note: the meeting adjourned at 4:20pm and reconvened at 4:30pm)

# **Estates Development Strategy and Related Governance Arrangements (agenda item 11.1 and 11.2)**

## The Chair welcomed architects Simon Trew (Stride Treglown) and Richard Golledge (IBI Group) to the meeting to present a progress update on the Estates Development Strategy. The Board was advised that the initial strategy had been devised in response to the project brief to transform both Llandaff and Cyncoed campuses by 2030 to deliver outstanding teaching, research, sporting and social spaces for staff and students and move towards a net-zero carbon estate. The initial strategy also responded to the themes that had emerged from extensive stakeholder consultation. Further detailed work would be undertaken, and the Estate Masterplan proposals would be fully developed over the following six months for consideration and approval by the Board. The initial strategy was underpinned by six overarching themes which established a set of guiding principles for the transformation of the University’s estate. The Board was advised of these in detail and the rationale for their inclusion. The Board was also informed of specific opportunities for development to deliver and transform the University’s estate in support of the aims and ambitions of the University’s new strategic plan. Specific key decisions that needed to be made by the end of July 2022 were also highlighted in order to achieve required progress on the development of the Estate Masterplan.

## Board members discussed the initial strategy in detail and provided feedback to the architects to help further shape and develop the proposals.

## The Chief Officer Resources subsequently introduced proposals to establish a joint Board/Executive Group body to provide appropriate governance and oversight of the implementation of the Estates Development Strategy and related masterplan. Board members agreed to these proposals and advised that the body should be referred to as ‘Campus 2030’ (Estates Programme Board). Nominations from Board members to work on the new body were sought and agreed. The terms of reference were also agreed subject to one amendment in section 1.6 to include specific reference to net-zero carbon targets.

## The Board Resolved:

1. To note the progress on the Estates Development Strategy and the key decisions that still needed to be made to enable the masterplan to be finalised in the autumn term.
2. To approve the establishment of a joint Board/Executive Group body ‘Campus 2030’ (Estates Programme Board) to provide governance and oversight of the implementation of the Estates Development Strategy and related masterplan.
3. To approve the membership and terms of reference of ‘Campus 2030’ (Estates Programme Board) as amended. For clarity, the agreed membership is as follows:
   * Vice Chancellor (Chair)
   * Karen Fiagbe (Independent Governor)
   * Paul Matthews (Independent Governor)
   * Alison Thorne (Independent Governor)
   * Matthew Tossell (Independent Governor)
   * Scott Waddington (Independent Governor)
   * Deputy Vice Chancellor
   * Chief Officer Resources
   * Pro Vice Chancellor for Student Engagement
   * Pro Vice Chancellor for Research and Innovation
   * University Secretary and Clerk to the Board
   * Director of Commercial Services
   * Director of Environment and Estates
   * Director of Sport
   * Chief Executive of Cardiff Met Students’ Union

# **Budget Proposals for 2022-2023 (agenda item 12)**

# 12.1 The Chief Officer Resources introduced the report on the University’s budget proposals for 2022-23 academic year for approval by the Board. The proposals had been considered and developed by the Vice Chancellor’s Executive Group between April and June 2022 and endorsed by Resources Committee at its meeting on 29 June 2022. The proposed budget was framed by a positive outlook for significant income growth across the main income streams, but with the prospect of inflationary pressure on both pay and non-pay during the upcoming year. With the removal of operating restrictions, the continued impact of the pandemic was expected to be minimal. This was in notable contrast to the setting of the previous two budgets.

# 12.2 The Chief Officer Resources highlighted the key features of the budget proposals, these included: Turnover projected at £155m (20022 projected outturn £135m); Cash surplus projected at £16.5m (10.6 of turnover); Staff spend as a percentage of turnover projected at 60% on a cash basis; Cash on deposit at 31 July 2023 projected at £48.8m; significant but achievable increase in turnover; and the continued distortion of accounting performance by pension deficit charges. The projected £1.6m accounting deficit differed significantly from the projected cash surplus of £16.5m.

# 12.3 The Chief Officer Resources explained how strong levels of liquidity/cash on deposit could be used to support the University’s capital programme plans to redevelop the University’s estate. Whilst inflation meant that further increases in interest rates were likely, the University would still be able to borrow money at a relatively favourable rate.

# 12.4 Board members discussed the challenges posed by inflation in the context of full-time undergraduate tuition fees remaining frozen by Welsh Government for the eleventh successive year. The Board thanked the Chief Officer Resources and his Finance Team for compiling an ambitious and achievable set of budget proposals.

# 12.5 The Board Resolved:

# 1. To approve the University’s budget proposals for 2022-2023.

# **HEFCW Financial Forecasts (agenda item 13**)

# 13.1 The Chief Officer Resources introduced the report that provided a summary of the University’s financial forecasts to 31 July 2026. The University was required to submit the forecasts to HEFCW following endorsement by the Board. The forecasts highlighted: the maintenance of a strong operational outlook as demonstrated by a projected increase in turnover; the maintenance of strong operational cash generation; and the maintenance of the staff KPI at/or below 60% on a cash basis. The forecasts also highlighted the maintenance of strong liquidity whilst simultaneously funding capital infrastructure improvements. The forecasts showed the continued distortion of the Income and Expenditure Account and the Balance Sheet by the pension deficit account changes.

# 13.2 The Board Resolved:

# 1. To endorse the University’s Financial Forecasts for submission to HEFCW.

(Secretariat note: The Chair of the Board advised that agenda items 15 and 16 would be taken prior to agenda item 14 as these required formal approval rather than noting).

# **Scheme of Delegation Update (agenda item 15)**

# 14.1 The University Secretary introduced the report and updated Scheme of Delegation for approval by Board. The Governor-level Scheme of Delegation Working Group had reviewed the Scheme in detail over the previous year and had endorsed all proposed changes. The Governance and Nominations Committee had also considered the updated Scheme at its meeting held on 23 May 2022.

14.2 The University Secretary informed the Board that a draft of the University’s updated Articles and Instrument had been submitted to Privy Council for comment and consideration and was being reviewed by Welsh Government representatives prior to informal approval by Privy Council. Feedback was expected by 25 July 2022; there was a risk that approval could be delayed due to the Queen’s health.

# 14.3 The Board Resolved:

# 1. To approve the updated University Scheme of Delegation.

# **Remuneration Committee Summary Report (15 June 2022) (agenda item 16)**

# 15.1 The Chair of Remuneration Committee introduced the report that summarised proceedings of the Remuneration Committee meeting held on 15June 2022. The Chair of Committee invited the Board to consider an updated version of the Senior Staff Remuneration Policy Framework for approval. The updated version reflected changes to CUC HE Remuneration Code requirements and additional comments from Committee members.

# 15.2 The Vice Chancellor clarified that she had met with the Director of People Services to discuss arrangements for the proposed recruitment to the vacant Pro Vice Chancellor for Partnerships and External Engagement post and would proceed in line with the advice provided.

# 15.3 The Board Resolved:

# 1. To note the Summary Report and approve the updated Senior Staff Remuneration Policy Framework.

# **Research Excellence Framework 2021 Results (agenda item 14)**

# 16.1 The Pro Vice Chancellor for Research and Innovation introduced the report on the Research Excellence Framework 2021 Results. An earlier version of the paper had been considered in detail at the Strategic Planning and Performance Committee on 6 June 2022. The Pro Vice Chancellor advised that the University’s submission for REF 2021 had been its largest and most inclusive ever with world leading research found in all chosen units of assessment for the first time. Four times as many FTE staff had been submitted compared to REF 2014. The submission was larger than 2008 and 2014 submissions combined. Women had comprised 45% of staff submitted to REF 2021 compared to 31.5% in REF 2014. Black and Ethic Minority Staff comprised 13.4% of submitted staff compared to no submissions under REF 2014. The University’s Quality Related funding from HEFCW was set to increase by 80.5% to in excess £2.2m. The Pro Vice Chancellor explained the methodology for how REF 2021 submissions from universities were weighted and assessed and how this related to league table performance. The Pro Vice Chancellor highlighted that the University’s best results had been achieved in Art and Design and Sport. Encouraging results from Education and Management had also been achieved.

16.2 The Board congratulated the Pro Vice Chancellor for Research and Innovation and all staff involved with the University’s REF 2021 submission. Board members discussed the REF 2021 results and the future potential opportunities and challenges for the University. Board members recognised that further detailed work would be undertaken in developing the University’s ‘vision’ for research in readiness for REF 2028.

# 16.3 The Board Resolved:

# 1. To note the report and REF 2021 results.

# **Any Other Business (agenda item 17)**

# 17.1 The Chair advised that Naomi Wrigley would be retiring as Students’ Union Vice President on 31 July 2022 and that it was therefore her last Board meeting as a Student Governor. Board members conveyed their thanks and best wishes.

# **Part B: Items for Noting**

# **Governance and Nominations Committee Summary Report (23 May 2022) (agenda item 18)**

18.1 The Board Resolved:

1. To note the Summary Report

# **Strategic Planning and Performance Committee Summary Report (6 June 2022) (agenda item 19)**

19.1 The Board Resolved:

1. To note the Summary Report.

# **Student Recruitment Update: Applications Review (June 2022) (agenda item 20)**

20.1 The Board Resolved:

1. To note the Student Recruitment Update.

# **Audit Committee Summary Report (13 June 2022) (agenda item 21)**

21.1 The Board Resolved:

1. To note the Summary Report.

# **University Risk Report (agenda item 22)**

22.1 The Board Resolved:

1. To note that the University Risk Report had been endorsed by Audit Committee at its meeting held on 13 June 2022.
2. To approve the University Risk Report.

# **Whistleblowing Policy (agenda item 23)**

23.1 The Board Resolved:

1. To note the Whistleblowing Policy had been approved by Audit Committee at its meeting held on 13 June 2022.
2. To note the Whistleblowing Policy.

# **Gifts and Hospitality Policy (agenda item 24)**

24.1 The Board Resolved:

1. To note the updated Gifts and Hospitality Policy.

# **Resources Committee Summary Report (29 June 2022) (agenda item 25)**

25.1 The Board Resolved:

1. To note the Summary Report.

**(Meeting concluded 6.10pm)**

**John Taylor CBE**

**Chair of the Board of Governors**

**Cardiff Metropolitan University**