**MEETING OF THE BOARD OF GOVERNORS**

**Thursday 8 July 2021, 4.00pm via Microsoft Teams**

**Confirmed Minutes**

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| **Governors Present** |
| Nick Capaldi | Chair and Independent Governor |
| Professor Cara Aitchison | President and Vice Chancellor |
| Gareth Davies | Co-opted Governor  |
| Keira Davies | Student Governor |
| Dr Malcolm James | Academic Staff Governor |
| Paul Matthews | Independent Governor |
| Professor Myra Nimmo | Independent Governor |
| Menai Owen-Jones | Co-Vice Chair and Independent Governor |
| Midhun Pavuluri | Student Governor |
| Dr Katie Thirlaway | Academic Board Governor |
| Dr Chris Turner | Co-Vice Chair and Independent Governor |
| Scott Waddington | Independent Governor |
| David Warrender | Independent Governor |
| Denn Yearwood | Professional Services Staff Governor |
| **In Attendance** |
| Professor Jacqui Boddington | Pro Vice-Chancellor Student Engagement |
| Stephen Davies | Risk and Compliance Analyst |
| Christine Fraser  | University Secretary and Clerk to the Board of Governors |
| Professor Sheldon Hanton | Pro Vice-Chancellor Research and Innovation |
| Mairwen Harris | Head of Strategy, Planning and Performance |
| David Llewellyn | Chief Officer Resources |
| Professor Leigh Robinson | Pro Vice-Chancellor Partnerships and External Engagement |
| Emily Voisin  | Governance Officer |
| Greg Lane | Head of Governance and Deputy Clerk to the Board of Governors (minutes) |
| **Observers** |
| Venkateswaramma Gonavaram | Student Union President (elect) |
| Naomi Wrigley | Student Union Vice President (elect) |

**PART A**

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

Apologies for absence were received from Sheila Hendrickson-Brown (Independent Governor).

The Chair welcomed Venky Gonavaram and Naomi Wrigley as the Student Union President and Vice President (elect) as observers to the meeting. Ms Gonavaram and Ms Wrigley would take up their respective roles at the start of the new academic year on 1 August 2021.

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

There were no declarations of conflict of interest.

**3. Board of Governors Minutes: 13 May 2021 (agenda item 3)**

The Vice Chancellor advised that section 8, paragraph 3 of the minutes covering Cardiff Met’s University of Sanctuary Scholarships would need to be checked and revised slightly to reflect the correct details of the initiative.

**The Board Resolved:**

1. **To approve the minutes of its meeting held on Thursday 13 May 2021 as amended.**

**4. Matters Arising (agenda item 4)**

 There were no matters arising.

**5. Vice Chancellor’s Report (agenda item 5)**

The Vice Chancellor introduced their report and updated that Welsh Government had published its First Supplementary Budget for 2021-22 and had increased the budget for higher education by £4.5m from £203.5m to £208m. This reflected additional funding for degree apprentices in Digital and Advanced Manufacturing as stated in the Welsh Government’s revised remit letter to HEFCW. The new Learning Exchange Programme for Wales had also received an allocation of £26m and £2.5m had been transferred from NHS budgets to support the extension of the NHS Wales Bursary for students studying health-related subjects in Wales. The Board was advised that the University’s strategic ambitions and actions aligned well with the priorities identified in the budget.

 The Vice Chancellor provided an update on Covid Recovery Planning. She advised that the University was developing its own plan for the delivery of academic programmes for 2021-22 academic year to provide staff and students with as much clarity and certainty as possible. The University’s plan would be flexible enough to accommodate any further changes in the Welsh Government’s new framework. It would be informed by the Welsh Government’s approach on Covid related measures and UK Government changes to international travel restrictions that might adversely affect international students’ ability to travel to the UK to commence or recommence their studies.

 The Vice Chancellor, in response to a query about entry tariffs from a Board member, advised that the University’s average entry tariff had reduced slightly for 2021-22 academic year (from 128 to 124 points). However, entry tariffs had also reduced across the sector more widely due to the Covid-19 pandemic. The Vice Chancellor advised that the University had the fourth highest entry tariff in Wales and that they were keen to keep increasing them over the longer term as these would help unlock improvements across a range of other areas.

 The Vice Chancellor updated the Board on the outcome of the Health Education Improvement Wales tender process and confirmed that the University had secured approval to retain all of its existing provision. The outcome of the process enabled the University to progress the development of Estates Master Planning and relocate staff, students and facilities in health science and allied health subjects as necessary. The Board placed on record its thanks to all University staff and partners involved in the tender process.

 The Vice Chancellor confirmed that the University would not proceed with the Cardiff International Sports Village proposals with Cardiff Council. The University would instead continue to focus on its core purpose of developing and delivering higher education, research and innovation whilst ensuring the sustainability of the University’s finances and reputation. The University would continue to be a trusted partner of Cardiff Council, particularly through the established partnerships of Cardiff Sport, Open Campus and the Cardiff Partnership for Initial teacher education.

**The Board Resolved:**

1. **To note the report from the Vice Chancellor.**

**6. Report of the Students’ Union Officers (agenda item 6)**

The SU Vice President introduced the report and advised of formal changes to SU sabbatical officer titles for 2021-22 academic year. These would be SU President (Affairs and Community) and SU Vice President (Student Voice). The Board received an update on Fresher’s Planning arrangements for the start of the autumn term. It was hoped that a full programme of activities could be delivered for students.

 The SU Vice President referred to the updated Students’ Union Relationship agreement and advised that there had been a particular focus on the induction period for new sabbatical officers. This was designed to ensure that they were able to make a positive contribution across the whole committee structure including Board. There was also an assurance that the SU and University would have dedicated time to meet throughout the year with relevant Vice Chancellor’s Executive Group members.

**The Board Resolved:**

1. **To note the report from the Students’ Union.**

**7. Students’ Union Annual Report for 2020-21 (agenda item 7)**

The SU Vice President introduced the Students’ Union Annual Report for 2020-21. The report provided a detailed summary of the SU’s activity over the academic year and highlighted how services had adapted and evolved to meet the challenges of the continued Covid-19 pandemic. The report included specific sections on the SU’s work to support students’ financial, physical and social wellbeing. The report also detailed work on student voice and representation and work on campaigns to promote student engagement and awareness.

 The Chair, on behalf of the Board, thanked both the SU President and SU Vice President for their diligence, energy and care in the way that they had represented students in what had been a very challenging time.

 **The Board Resolved:**

1. **To note the Students’ Union Annual Report for 2020-21**

**8.1 Students’ Union Relationship Agreement 2021-22 (agenda item 8.1)**

The Pro Vice-Chancellor for Student Engagement advised that the Students’ Union Relationship Agreement was revised on an annual basis. The Agreement continued to reflect the University’s values and behaviours and outlined the scope and expectations of meetings to be held throughout the course of the year. The University and the Students’ Union had worked positively and constructively to review the Agreement for 2021-22. It was confirmed that the Agreement would be published on the University’s web site.

 **The Board Resolved:**

1. **To note the Cardiff Metropolitan University and Cardiff Met Students’ Union Relationship Agreement for 2021-22**

**8.2 Annual Review of Student Charter 2021-22 (agenda item 8.2)**

The Pro Vice-Chancellor for Student Engagement highlighted changes made as part of the Annual Review of the Student Charter for 2021-22. The updated Charter had been considered and approved by Combined Academic Board at its meeting on 30 June 2021. The Student Charter Group had focussed on making commitments contained within the Charter more succinct as directed by the aims presented by HEFCW guidance. The Group had also ensured that each of the commitments in the Charter remained relevant. The Pro Vice-Chancellor advised that they were confident that the updated Charter reflected the views of a broad range of stakeholders.

 The Chair, on behalf of the Board thanked University staff and the Students’ Union for their work on the Student Relationship Agreement and Student Charter for 2021-22.

 **The Board Resolved:**

1. **To note the report and Student Charter for 2021-22.**

**9. Appointment of the Chair of the Board of Governors (agenda item 9)**

The Chair introduced the report on the appointment of a new Chair of the Board of Governors. The Chair advised that the University’s executive search consultants (Anderson Quigley) had provided a strong field of candidates for consideration. The appointment process had taken place on 24 June 2021 and the Appointment Panel had agreed to recommend to the Board that Mr John Taylor CBE be appointed as Chair of the Board for the period 1 August 2021 to 31 July 2024.

 **The Board Resolved:**

1. **To approve the appointment of Mr John Taylor CBE as an Independent Governor effective from 1 August 2021 to 31 July 2024.**
2. **To approve the appointment of Mr John Taylor CBE as Chair of the University’s Board of Governors effective from 1 August 2021 to 31 July 2024**

**10. Governance (agenda item 10)**

**10.1 Governance and Nominations Committee Summary Report: 28 June 2021 (agenda item 10.1)**

The Chair advised that the report summarised Governance and Nominations Committee’s consideration of the substantive reports listed on the agenda between items 10.2 to 10.7. The Committee had endorsed the recommendations contained within each report.

 **The Board Resolved:**

1. **To note the Governance and Nominations Committee Summary Report of the meeting held on 28 June 2021.**

**10.2 Strategic Planning and Performance Committee Proposed Terms of Reference (agenda item 10.2)**

The Chair introduced the draft Strategic Planning and Performance Committee (SPPC) Terms of Reference for consideration by Board. Board members advised that further revisions were required to accurately reflect the desired interrelationship between SPPC and Board. The University Secretary undertook to liaise with the Chair to finalise the Terms of Reference.

The Vice Chancellor advised that SPPC, which had previously been operational, was being re-established to support rather than supplant the work of the Board in matters including the consideration and initial development on strategic planning. The Board as a whole would continue to be extensively involved in the process and would retain responsibility for approving strategic plans. Board members were in broad agreement that the increased focus on strategic as opposed to operational matters at Board meetings over recent months had been welcome and that the re-establishment of SPPC would further enhance the University’s capacity for effective strategic planning.

 **The Board Resolved:**

1. **To approve the proposed Strategic Planning and Performance Committee Terms of Reference subject to amendment as recommended by Board members.**
2. **To agree that the Committee’s terms of reference, once finalised, be signed off by the Chair of Governance and Nominations Committee.**

**10.3 Proposed Board and Committee Meeting Dates for 2021-22 Academic Year (agenda item 10.3)**

The Chair introduced the report and confirmed that the Combined Academic Board would be disaggregated and that a separate Academic Board and Management Board would be introduced for 2021-22. The Combined Academic Board had been introduced as interim measure to meet the challenges of the Covid-19 pandemic.

 The Board was advised that the proposed date for the additional Audit Committee meeting (as referred to in the report) had been agreed for 29 September 2021.

 **The Board Resolved:**

1. **To agree the meeting dates for the Board of Governors and Governor-level Committee meetings for 2021-22 Academic Year.**

**10.4 Board and Committee Membership for 2021-22 Academic Year (agenda item 10.4)**

The Chair introduced the report and highlighted the specific recommendations to the Board for it to consider.

 **The Board Resolved:**

1. **To approve the Board and Committee Membership for 2021-22 Academic Year.**
2. **To approve the reappointment of Nick Capaldi, Professor Kelechi Nnoaham, Scott Waddington and David Warrender for a second three year term as Independent Governors effective from 1 August 2021 to 31 July 2024.**
3. **To approve the reappointment of Adrian Piper as an external co-opted member of Audit Committee for an additional 3 year term effective from 1 August 2021 to 31 July 2024.**
4. **To approve the appointment of Alison Thorne as an Independent Governor for an initial three year term effective from 1 August 2021 to 31 July 2024.**
5. **To agree that the Chair of Governance and Nominations Committee be authorised to make minor changes to Committee membership following Board approval to take account of the current recruitment of Independent and Co-opted Governors.**
6. **To note that the appointment of Vice Chair(s) of the Board would be confirmed with the new Chair of the Board.**

**10.5 Update on Governor Recruitment (agenda item 10.5)**

The Chair updated that the University’s executive search consultants (Anderson Quigley) had provided a strong field of candidates for consideration. The Appointment Panel was scheduled to meet candidates on 15 July and 21 July 2021. The Chair advised of the proposed arrangements for the Board to approve the appointment of new Independent and Co-opted Governors outside of formal meetings during the summer.

**The Board Resolved:**

1. **To note the update on Independent and Co-opted Governor Recruitment.**
2. **To agree that the approval of the appointment of new Independent and Co-opted Governors be carried out through email correspondence with Board members during the summer with a report being made to Board to confirm the outcomes of the recruitment.**

**10.6 Proposed new University Scheme of Delegation (agenda item 10.6)**

The Chair introduced the report on the proposed new Scheme of Delegation for the University. The new Scheme was being introduced to help further clarify the University’s decision-making arrangements and the appropriate identification and demarcation of responsibilities. This was one of the central recommendations of the recent Board Effectiveness Review. Board members welcomed the introduction of the new Scheme and stressed the need for the Scheme to be clearly implemented and tested. It was recognised that the new Scheme would require further revisions as it was embedded and disseminated across the University. To this end, it was agreed that a Governor–Level Task and Finish Group should be established to support the ongoing development of the Scheme.

 The Vice Chancellor, in response to queries from Board members about the Scheme, advised that she would welcome more discussion on ethical matters at future Board meetings. This fitted in with the University being a values-led and ethical organisation.

 **The Board Resolved:**

1. **To approve the new University Scheme of Delegation.**
2. **To agree that a Governor-Level Task and Finish Group be established to support the ongoing development of the Scheme.**
3. **To agree the definition of ‘senior posts’ as the Vice Chancellor, Deputy Vice Chancellor and University Secretary.**

**10.7 Proposed Role Description for Senior Independent Governor (agenda item 10.7)**

 The University Secretary introduced the report and proposed role description for the Senior Independent Governor role. The introduction of the Senior Independent Governor role was one of central recommendations of the Board Effectiveness Review to support good governance.

Board members discussed where the role should be located within the Board’s governance structure. Board members requested that further consideration be given to the qualities of the proposed Senior Independent Governor role and that this be included in a revised role description for future consideration by Board.

 **The Board Resolved:**

1. **To note the report.**
2. **To request that the proposed role description for the Senior Independent Governor be revised further for future consideration by Board.**

**11. Student Recruitment Update: July 2021 (agenda item 11)**

The Director of Marketing and External Relations updated that at the end of the main UCAS recruitment cycle the University had finished with 9,703 applications, up 15% (1,295) on the previous year; 8,823 offers, up 20% (1,461) on the previous year; and 2,469 firm acceptances, up 11% (242) on the previous year. Applications, offers and acceptances had increased across all five Schools.

 The Director outlined the University’s planned arrangements for Clearing in readiness for A Level results being announced on 10 August 2021. The Board was advised of key target numbers for clearing and informed of how the University was utilising its status as Welsh University of the Year for 2021 to emhance its student recruitment campaign.

 The Director highlighted that the international student recruitment market remained highly uncertain and volatile due to the impacts of Covid-19 pandemic on travel, global economies and student choice.

**The Board Resolved:**

1. **To note the update on Student Recruitment for July 2021.**

**12. Finance (agenda item 12)**

**12.1 Budget Proposals for 2021-22 (agenda item 12.1)**

The Chief Officer Resources introduced the Budget Proposals for 2021-22. Key features of the budget included: (i) Targeted operational cash generation of £10m during the year; (ii) The maintenance of strong liquidity of more than £32m at year end 2021-22 whilst delivering substantial capital investment of more than £11m; (iii) A projected improvement in the trading outlook for Commercial Services and Met Sport operations as lockdown restrictions are eased; (iv) The continued distortion of accounting performance by pension deficit changes; (v) A staff KPI (on cash basis) of 62.9%; (vi) An increase of £1m in recurrent grant funding from HEFCW and HEIW; and (vii) An additional £163k in grant funding from HEFCW to support Student Wellbeing and Health.

 In response to a query from a Board member, the Chief Officer Resources confirmed that the budget allocation to Schools would be considered after the student recruitment round to ensure that options and opportunities were explored. However, a cautious approach would be taken as the bulk of budget allocation to Schools was on staff spending.

In response to a query from another Board member, the Vice Chancellor undertook to provide regular reports to Board on progress to rebalance the academic staff profile in line with the sector to increase the University’s research capacity.

The Chief Officer Resources confirmed that arrangements would be expedited to ensure that the £163k HEFCW grant funding to support student wellbeing and health could be accessed by Student Services as soon as possible.

**The Board Resolved:**

1. **To approve the University’s budget proposals for 2021-22.**

**12.2 HEFCW Financial Forecasts (agenda item 12.2)**

The Chief Officer Resources introduced the report on HEFCW Financial Forecasts that covered the period 2020/21 to 2024/25. The Forecasts detailed: (i) the improving operational outlook as demonstrated by the projected increase in turnover and the projected increase in cash generated through operations; (ii) the maintenance of strong liquidity whilst simultaneously funding capital infrastructure improvements; (iii) the improving gearing position re loans/borrowing; and (iv) the continued distortion of the balance sheet by pension deficit accounting charges. The Chief Officer Resources advised the Board of the specific financial planning assumptions built in to the Forecasts.

 **The Board Resolved:**

1. **To approve the financial forecasts to the period up to July 2025 for submission to HEFCW.**

**12.3 FOVO Technology Ltd (agenda item 12.3)**

The Chief Officer Resources introduced the report and advised that the budget proposals for 2021/22 included a proposal for further investment of £2m in a majority owned University subsidiary company, FOVO Technology Ltd. The proposal had been endorsed by the Vice Chancellor; a sub group of three Board members; and Resources Committee at its meeting on 2 June 2021. The Chief Officer Resources highlighted the company’s key financial details and advised that the company was holding its value and levels of investment well.

 **The Board Resolved:**

1. **To note the report on FOVO Technology Ltd.**
2. **To note that the University’s budget proposals for 2021-22 included a specific proposal for further investment of £2m in FOVO Technology Ltd (a majority owned University subsidiary company).**

**13. Strategy, Planning and Performance (agenda item 13)**

**13.1 University’s Strategic Comparators and Competitors (agenda item 13.1)**

The Head of Strategy, Planning and Performance introduced the report. She suggested a shortlist of strategic aspirational institutions that might provide a more appropriate benchmark for the University’s performance, other than simply using the Welsh and/or the UK higher education sector. It was hoped that the shortlist would help the Executive and the Board understand the University’s position againt relevant institutions within the sector. This in turn would help inform work on the development of the University’s next Strategic Plan.

 **The Board Resolved:**

1. **To note the report.**

**13.2 University’s Measures of Success (agenda item 13.2)**

The Head of Strategy, Planning and Performance provided an update on progress made against the University’s 14 high-level Measures of Success that had been agreed as part of the refresh of the University’s Strategic Plan. The Board was advised of one significant change with the Measure of Success RAG rating for Staff Engagement moving from ‘Amber’ to ‘Green’. In 2018-19, the Staff Engagement Measure was at 67% (6% below benchmark). By 2019-20, this had increased to 86% (15% above benchmark).

 The Pro Vice-Chancellor for Student Engagement, in response to a query from Board members, confirmed that the University’s performance on Undergraduate Retention was in line with HESA benchmark levels. In 2019-20, undergraduate retention at the University was 89.2%.

**The Board Resolved:**

1. **To note the progress update on the University’s Measures of Success as at June 2021.**

**13.3 Fee and Access Plan 2021-22 and 2022-23 (agenda item 13.3)**

The University Secretary introduced the report and updated on required changes to the University’s Fee and Access Plan for 2021-22, following feedback from HEFCW on the plan originally submitted.

The changes required were largely for clarity and presentation and did not change the goals of the Plan or fee levels. HEFCW had indicated that the Fee and Access Plan requirements for 2022-23 would be similar to those for 2021-22 that had been introduced to reduce the bureaucratic burden on universities. A short extension had been agreed with HEFCW to allow for consultation on the Fee and Access Plan for 2022-23 with Combined Academic Board, the Students Union and the Board of Governors prior to submission.

The Head of Strategy, Planning and Performance highlighted specific commitments and responsibilities in the report that the Board was required to take account of when approving Fee and Access Plans.

 **The Board Resolved:**

1. **To approve changes made to the 2021-22 Fee and Access Plan.**
2. **To approve the 2022-23 Fee and Access Plan.**
3. **To note the changes to Board responsibilities.**

**14. Audit and Risk (agenda item 14)**

**14.1 Audit Committee Summary Report: 14 June 2021 (agenda item 14.1)**

The Chair introduced the summary report from the Audit Committee meeting held on 14 June 2021. The Committee had considered the following: (i) Deep Dive Exercise into Corporate Risk and Cyber Security; (ii) Risk Management; (iii) Internal Audit Reports on Financial Systems, Corporate Governance HE Funding; (iv) The appointment of TIAA Ltd as the University’s internal auditors from 2021-22 academic year; (v) the University’s external audit plan for year ending 31 July 2021.

 The Chair advised that the Deep Dive Exercise had highlighted to the Committee the potential scope for greater sharing of best practice between Schools on risk management. The Committee had also been informed of the nature and prevalence of cyber security threats encountered by the University and the arrangements in place to manage and mitigate risks in this area.

**The Board Resolved:**

1. **To note the Audit Committee Summary Report of the meeting held on 14 June 2021.**

**14.2 Corporate Risk Report (agenda item 14.2)**

The Chair of Audit Committee introduced the report on corporate risk and confirmed that Audit Committee had considered the report at its meeting on 14 June 2021. The Committee recommended that the risk relating to HEFCW rejecting the University’s next Fee and Access Plan could be removed as clear and robust arrangements were in place to avert this occurring.

**The Board Resolved:**

1. **To note the contents of the Corporate Risk Register.**
2. **To approve the recommendation of the Audit Committee to remove the Fee Plan Risk from the Corporate Risk Register.**

**15. Summer Interim Quality Assurance Report (agenda item 15)**

The Pro Vice-Chancellor for Student Engagement introduced the report and confirmed that the University had agreed an Action Plan in response to the Quality Enhancement Review report published by the Quality Assurance Agency (QAA) for Higher Education on 7 April 2021. The Action Plan sought to both capitalise on the commendations and address the recommendations and affirmations made in the Report. The Action Plan had been authorised by the Vice Chancellor and Students’ Union and submitted to the QAA on 18 June 2021.

 The Pro Vice Chancellor also highlighted a Case Study covering ‘A New Approach to Programme Approval’ and explained some the key principles to the new approach.

 **The Board Resolved:**

1. **To note the report.**

**16. Any Other Business (agenda item 16)**

The Chair advised the Board that Umar Hussain, Dr Katie Thirlaway, Midhun Pavuluri and Keira Davies would be retiring as Board members at the end of the 2021-22 academic year. The Chair, on behalf of the Board, thanked each of them for the significant contribution that they had made during their time as members.

 The Vice Chancellor thanked Nick Capaldi for serving as interim Chair of the Board over the previous four months. Mr Capaldi had steered the Board in an effective, inclusive and transparent way with clear progress having been achieved.

**PART B**

The Board noted and/or approved the business listed below without discussion:

**17. Resources Committee Summary Report: 2 June 2021 (agenda item 17)**

 **The Board Resolved:**

1. **To note the Resources Committee Summary Report of the meeting held on 2 June 2021.**

**18. Remuneration Committee Summary Report: 22 June 2021 (agenda item 18)**

 **The Board Resolved:**

1. **To note the Remuneration Committee Summary Report of the meeting held on 22 June 2021.**

**19. Annual Statement on Research Integrity 2020-21 (agenda item 19)**

 **The Board Resolved:**

1. **To note the report as required as part of the University’s commitment to the Concordat to support research integrity**

**PART C (Reserved Business)**

(Only Board members and Secretariat staff remained for this part of the meeting).

**20. Board of Governors Reserved Minutes: 31 March 2021 (agenda item 20)**

 The Board approved the Reserved minutes as set out.

 **The Board Resolved:**

1. **To approve the Reserved Minutes to the Board Meeting held on 13 May 2021.**

(Open Meeting concluded 6.15pm)

(Restricted Meeting concluded 6.20pm)

**Nick Capaldi**

**Chair of the Board of Governors**

**Cardiff Metropolitan University**