**SPECIAL MEETING OF THE BOARD OF GOVERNORS**

**Wednesday 31 March 2021, 4.00pm via Microsoft Teams**

**Confirmed Minutes**

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| **Governors Present** |
| Nick Capaldi | Co-Vice Chair and Independent Governor |
| Professor Cara Aitchison | President and Vice Chancellor (part) |
| Gareth Davies | Co-opted Governor |
| Keira Davies | Student Governor |
| Umar Hussain MBE | Independent Governor |
| Dr Malcolm James | Academic Staff Governor |
| Paul Matthews | Independent Governor |
| Professor Myra Nimmo | Independent Governor |
| Menai Owen-Jones | Independent Governor |
| Midhun Pavuluri | Student Governor |
| Dr Katie Thirlaway | Academic Board Governor |
| Dr Chris Turner | Independent Governor |
| Scott Waddington | Independent Governor |
| David Warrender | Independent Governor |
| Denn Yearwood | Professional Services Staff Governor |
| **In Attendance** |
| Ashley Flaherty | Director of People Services |
| Christine Fraser | University Secretary and Clerk to the Board  |
| Greg Lane | Head of Governance and Deputy Clerk to the Board |

**PART A (items for discussion and/or approval)**

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

The Co-Vice Chair of the Board welcomed Board members and attendees to the Special Meeting of Board that had been convened to elect a new Chair and Vice Chair and to consider outstanding restricted business. The meeting had been convened under section 7 (1) of the University’s Articles of Government. The Co-Vice Chair advised that under section 7 (5) of the Articles, he could preside over the meeting in the absence of the Chair.

The Co-Vice Chair advised that apologies for absence had been received from Mike Fishwick (Independent Governor) who had confirmed in January that he would resign as an Independent Governor on 31 March 2021. There were no other apologies for absence.

The Co-Vice Chair advised that Vice Chancellor’s Executive Group Members had not been invited to the meeting as they were not able to vote in the election. The Vice Chancellor was, however, a Board member and was therefore present to vote.

The Co-Vice Chair specifically welcomed the Director of People Services to the meeting in order to offer the Board professional expertise and advice on the outstanding restricted business.

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

 No declarations were made.

**3. Election of Chair of the Board of Governors (agenda item 3)**

The Co-Vice Chair advised that as he was standing for election as Chair he had asked the University Secretary to preside over the election.

The University Secretary called for nominations for Chair of the Board until 31 July 2021. There were no other nominations received other than that from Mr Capaldi. The nomination was formally put to the vote and was agreed unanimously by all Board members present.

The newly elected Chair of the Board thanked Board members for placing their trust in him and advised that he would do his best to steer the Board over the following months.

 **The Board Resolved:**

1. **To elect Mr Nick Capaldi as Chair of the Board of Governors until 31 July 2021.**

 **(For 15, Against 0, Abstentions 0)**

**4. Election of Vice Chair of the Board of Governors (agenda item 4)**

The Chair of the Board presided over the election for Vice Chair of the Board and confirmed that ideally two Vice Chairs were being sought. The Chair called for nominations for Vice Chair of the Board for the interim period until 31 July 2021 and confirmed that one nomination had been received from Dr Chris Turner. There were no other nominations. The nomination was formally put to the vote and was agreed unanimously by all Board members present.

The Chair invited Board members to contact him directly if they wanted to be considered for the other Vice Chair role.

 **The Board Resolved:**

1. **To elect Dr Chris Turner as Vice Chair of the Board of Governors until 31 July 2021.**

 **(For 15, Against 0, Abstentions 0)**

**5. Any Other Business (agenda item 5)**

 **Reflection on Recent Events**

The Chair of the Board reflected on recent tensions between the Board and the Executive and clarified his intention that the Board should build and develop a supportive relationship with the Executive based on positive and constructive challenge.

The Vice Chancellor thanked the newly elected Chair and Vice Chair for taking on their respective roles and advised that she was looking forward to working with them and all Board members. The Vice Chancellor reflected that whilst recent events had to be acknowledged the Executive would give the Board its full, unequivocal support to address shared priorities. These priorities included implementing the post pandemic plan and the development of a new Strategic Plan that would help support and realise the full ambitions of the University to achieve rapid change and rapid progress. The Vice Chancellor reiterated that the Executive wanted to play its full part and have positive dialogue with the Board and suggested that after Easter, the Board could have thematic and topic based discussions to learn from each other. The Vice Chancellor concluded by thanking all Board members and recognised the energy and effort that they provided in helping the University achieve its aims.

The Chair thanked the Vice Chancellor for her comments and reiterated the appetite of Board members to be supportive in working in the best interests of the University to meet its aims and ambitions.

 **Frequency of Future Board Meetings**

The Chair of the Board referred Board members to Professor Myra Nimmo’s email that queried whether the frequency of Board meetings should be reduced in line with was recommended in the recent Board Effectiveness Review.

Professor Nimmo clarified that her query was not so much about wanting fewer meetings but that she was very aware at a more general level that there was a tendency for Boards to stray into Executive and operational matters when meetings were held too frequently. The correct balance between strategic and operational matters needed to be achieved.

The Chair of the Board agreed that a clear demarcation between strategic and operational matters needed to be achieved. The Governance and Nominations Committee was set to consider how best to progress Board Effectiveness Review recommendations at its meeting on 28 April 2021. The Chair advised that he would bring some recommendations back to Board on the frequency of Board meetings after consideration by the Committee. Board members were content with this proposal.

**PART B (items to note)**

**6. Dates of Future Meetings (agenda item 6)**

 **The Board Resolved:**

 **To note the dates of future meetings as follows:**

 **Thursday 13 May 2021 at 4.00pm**

**Thursday 10 June 2021 at 4.00pm**

**Thursday 8 July 2021 at 4.00pm**

(Secretariat note: The Vice Chancellor left the Board meeting at this juncture).

**PART C (Restricted Business)**

**7. Restricted Minutes of the Special Meeting of the Board of Governors (11 March 2021) (additional paper)**

 The Board considered a Restricted Minutes from its previous meeting relating to the remuneration of the Vice Chancellor and Executive Group Members for 2020-21 (i.e. University staff at Level 1 and Level 2).

**8. Restricted Summary Report of Remuneration Committee Meeting: 9 December 2020 and 25 February 2020 (agenda item 7)**

The Board considered a Restricted Report of Remuneration Committee relating to the remuneration of the Vice Chancellor and Executive Group Members for 2020-21 (i.e. University staff at Level 1 and Level 2).

(Open Meeting concluded 4.20pm)

(Restricted Meeting concluded 4.45pm)

**Mr Nick Capaldi**

**Chair of the Board of Governors**

**Cardiff Metropolitan University**