Confirmed

Minutes of the Board of Governors

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| 19-09-2024 | 3:45pm | CSM Hospitality Suite, Llandaff Campus |

# Present:

## John Taylor CBE (Chair and Independent Governor)

## Charlie Bull (Professional Services Staff Governor)

## Nick Capaldi OBE (Senior Independent Governor)

## Roisin Connolly (Independent Governor) -

## Kevin Coutinho (Independent Governor)

## Daniel Flaherty (Student Governor)

## Dr Iva Gray (Independent Governor)

## Peter Kennedy (Independent Governor)

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

## Menai Owen-Jones (Independent Governor)

## Kirsty Palmer (Academic Board Representative Governor)

## Dr Giri Shankar MBE (Independent Governor)

## Matthew Tossell (Vice-Chair and Independent Governor)

## Rewathi Viswanatham (Student Governor)

## David Warrender (Independent Governor)

# In attendance:

## 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)

## Julie Morgan (Senior Governance Officer)

## Emily Samphier (Senior Governance Officer)

## Lowri Williams (Director of People and Culture)

Author of Minutes: Julie Morgan (Senior Governance Officer)

# Part A1: Routine Items of Business

# Apologies & Preliminaries (agenda item 1)

## Apologies for absence were received from Kellie Beirne (Independent Governor), Fergus Feeney (Independent Governor), Karen Fiagbe (Independent Governor), Dr Clare Glennan (Academic Staff Governor), Professor Helen Marshall (Independent Governor), Paul Matthews (Independent Governor), Chris Pilgrim (Independent Governor) and Scott Waddington (Independent Governor).

## The Chair welcomed Daniel Flaherty (Students’ Union President) to his first Board meeting as Student Governor.

# Declarations of Interest (agenda item 2)

## The Independent Governor Menai Owen-Jones would recuse herself from the meeting for consideration of her proposed appointment as Senior Independent Governor (agenda item 5).

# Minutes of the Board of Governors Meeting (4 July 2024) (agenda item 3)

## The Board Resolved:

## Toapprove the Minutes of the Board of Governors Meeting dated 4 July 2024 as a correct record.

# Matters Arising (agenda item 4)

## Some Board members re-iterated concerns on the sequencing and frequency of Board meetings. The need to provide Board members with regular progress updates on the University’s Transformation and Financial Recovery Plan was emphasised for good governance and assurance purposes. The Head of Governance & Clerk to the Board undertook to work with the Chair and Vice Chancellor to develop a suitable reporting framework and timetable.

## Part A2: Strategic Items of Business

# Committee Structure and Membership for 2024-25 (agenda item 5)

## The Chair presented the report which invited the Board to formally approve proposals for the establishment of a new committee structure for academic year 2024-25. The proposed new committee structure would consist of six committees that would meet once per term:

## Audit Committee

## Finance Committee

## Governance and Nominations Committee

## People, Health and Wellbeing Committee

## Remuneration Committee

## Strategy, Planning and Performance Committee

## The terms of reference for each committee would be finalised by the Head of Governance & Clerk to the Board in consultation with the Vice Chancellor, Chair of the Board and committee chairs. The Governance and Nominations Committee would be asked to consider the finalised version at its meeting on 4 November 2024. All committees would then be invited to review their terms of reference at their first meeting in the new academic year as routine. The Chair stated that in addition to the proposals set out in the report Daniel Flaherty (Student Governor) and Kirsty Palmer (Academic Board Representative Governor) should both be added to the Finance Committee.

## The Board was also requested to consider and approve the appointment of Chairs, Vice Chairs and members for each committee. This was broadly agreed subject to a few further changes and related discussions with the Chair of the Board. The Chair advised that with a number of experienced committee chairs set to retire during the autumn term, there was an opportunity to increase the level of equality and diversity in the chairing arrangements for committees whilst also ensuring robust succession planning.

## The Board were also requested to consider and approve the appointment of Menai Owen-Jones as Senior Independent Governor following the retirement of Nick Capaldi OBE.

## *(Secretariat Note: Menai Owen-Jones recused herself from the meeting as she had a declaration of interest in the discussion).*

## Board members asked for further clarification around the process for determining the Senior Independent Governor. The Head of Governance explained that the Board had previously agreed that the Chair of the Governance and Nominations Committee should also ‘ex officio’ be the Senior Independent Governor.

## The Board Resolved:

## To approve the establishment of the Committee Structure for 2024-25 academic year.

## To approve the dissolution of the Campus 2030 Programme Board.

## To approve the proposed Membership and Chairing arrangements for each Committee (subject to a few further changes and related discussions with the Chair of the Board).

## To approve the appointment of Menai Owen-Jones as the Board’s Senior Independent Governor following the retirement of Nick Capaldi from the Board on 8 October 2024.

## To approve the new committee structure, the Terms of Reference of which would be approved at the 4 November 2024 Governance and Nominations Committee and subsequently at the committees themselves.

## To approve documentation of the process for determining Senior Independent Governors going to Governance & Nominations Committee on 4 November 2024.

## *(Secretariat Note: Menai Owen-Jones returned to the meeting).*

# Strategy 2030 and Key Performance Indicators Refresh (agenda item 6)

## The Vice-Chancellor and the Head of Strategy, Planning and Performance jointly delivered a presentation to support the Strategy 2030 and KPIs (Key Performance Indicators) paper.

## The refreshed Strategy which had been endorsed by the University Executive Group at its Away Day, retained the four strategic pillars in (i) Learning, Teaching and Student Success (ii) Research and Innovation, (iii) International, and (iv) Civic Mission, which were supported by four cross cutting missions.

## The KPIs had been revised to measure and track performance in specific areas that were needed for improvement and monitoring to deliver financial recovery, maintain the student experience and align with the strategic ambition.

## Board members discussed the Strategy and KPIs in more detail welcoming the prominence of digital in the cross-cutting themes and referred to specifically in the narrative for the Learning, Teaching and Student Success pillar.

## To streamline the transition to the Strategy refresh Board members requested that further narrative be added to cover the reasons for the shift in focus from campus expansion to its current financial recovery focus. It was also requested that further thought be given to presentation of the KPIs with potential inclusion of a dashboard diagram.

## The Vice-Chancellor highlighted several aspects that had led to the recalibration of KPI targets in the strategy which including the implementation of revised benchmarking comparators and changes to the higher education operating environment. Crucially, the new KPIs were still mapped to the four strategic pillars and were growth targets.

## Board members went on to discuss the importance of positive staff engagement and the possible aim of the University to become an Employer of Choice. The Director of People & Culture detailed some of the work being undertaken to capture the staff voice which included the recent biennial Staff Survey and high volume of information that staff had fed back in response to the recovery plan. The University also participated in accreditations including Athena Swan and Race Equality Charter submissions.

## The International pillar which corresponded to the international strategy was also discussed and it was caveated that continued expansion in TNE (transnational education) was dependent on emerging regulatory rules as HEFCW changed to Medr.

## The Board Resolved:

## To approve the Strategy 2030 Refresh and 14 Key Performance Indicators.

# Voluntary Severance Scheme – Assurance and Performance Summary (agenda item 7)

## The Vice-Chancellor introduced the Voluntary Severance Scheme paper which had been considered by the Remuneration Committee on 5 September 2024. Staff had viewed the scheme as a positive initiative and for the University it had delivered the anticipated required savings. The Director of People & Culture confirmed that good governance had been followed and reports were that staff had found the process to be transparent and an opportunity for those who had been successful in obtaining VSS.

## Changes to the protected characteristics profile in the composition of remaining staff were considered and it was established that the departure of 53 members of staff had not changed the gender balance, but that there had been some slight imbalance scheme take-up from an age perspective, as had been expected. Colleagues were now awaiting guidelines around next steps for restructuring to reshape their teams.

## The Board Resolved:

## 1) To notethe Voluntary Severance Scheme report.

# Any Other Business (agenda item 8)

## Board members referred to the list of points in the 4 July 2024 minutes (Budget Proposals agenda item 15) in paragraph 15.7 and asked for assurance that a response to the points raised was communicated back to the Board. Separately, it was noted that information that had been shared via email about the Board’s performance and operations should be progressed for discussion at a later meeting.

## The Chair reminded Board members to complete their Annual Register of Interests and the Skills matrix information.

## The Chair announced that this was the final meeting for Nick Capaldi (Senior Independent Governor), who had been a Governor for six years and thanked him for his contributions. Nick Capaldi commented that the resilience and co-working of the staff and governors had delivered a successful partnership in making Cardiff Met the great organisation and he was proud to have been part of this.

## Meeting Concluded 17.00

## **John Taylor CBE**

## **Chair of the Board of Governors**

## **Cardiff Metropolitan University**