

Board of Governors

CONFIRMED MINUTES

DATE: 9 February 2023

TIME: 4:00pm

LOCATION: via MS Teams

Governors Present:

1. John Taylor (Chair of the Board)
2. Professor Cara Aitchison (President and Vice-Chancellor)
3. Charlie Bull (Professional Services Staff Governor)
4. Nick Capaldi (Independent Governor)
5. Roisin Connolly (Independent Governor)
6. Karen Fiagbe (Independent Governor)
7. Venky Gonavaram (Student Governor – SU President)
8. Sheila Hendrickson-Brown (Independent Governor)
9. Paul Matthews (Independent Governor)
10. Professor Myra Nimmo (Independent Governor)
11. Kirsty Palmer (Academic Board Representative Governor)
12. Chris Pilgrim (Independent Governor)
13. Natalia-Mia Roach (Student Governor – SU Vice-President)
14. Alison Thorne (Independent Governor)
15. Matthew Tossell (Independent Governor)
16. Dr Chris Turner (Vice Chair and Independent Governor)
17. Scott Waddington (Independent Governor)

In attendance:

1. Professor Jacqui Boddington (Pro Vice-Chancellor Student Engagement)
2. Professor Sheldon Hanton (Pro Vice-Chancellor Research & Innovation)
3. Simon Landy (Deputy Director of Finance)
4. Professor Rachael Langford (Deputy Vice-Chancellor)
5. Emily Voisin (Governance Officer)
6. Greg Lane (Head of Governance and Deputy Clerk to the Board) – minutes

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

# Apologies for Absence and Preliminaries (agenda item 1)

## Apologies for absence were received from Menai Owen-Jones and David Warrender (both Independent Governors).

# Declarations of Conflict of Interest (agenda item 2)

## Nick Capaldi declared a conflict interest on the Review of the Senior Independent Governor Role (agenda item 9) as he was the current holder of the role. Mr Capaldi indicated that he would leave the meeting for consideration of this item.

## Natalia-Mia Roach declared an interest in the Student Union Update (agenda item 7) – specifically section 1 of the report, as she was considering running for election in the Student Union Election 2023.

# Approval of the Minutes of the Previous Meeting: 12 December 2022 (agenda item 3)

## The Board Resolved:

## To approve the minutes of 12 December 2022 as a correct record.

# Matters Arising (agenda item 4)

## There were no matters arising.

# Chair’s Report (agenda item 5)

## The Chair of the Board introduced his report. The Chair advised of initial work being undertaken to recruit a new Vice Chancellor following the announcement from Professor Cara Aitchison that she intended to retire from the role in January 2024. The Chair stated that the University was looking at best practice and consulting with the sector to make sure that it set in place the best possible process for making what was a critical appointment. The Chair advised that Executive Search consultants would be appointed to support the process. The Chair highlighted the importance of consulting students, staff and stakeholders to seek their views on various aspects of the process.

## The Chair reflected on several recent Welsh Government announcements affecting the HE sector. Whilst an increase in specific grant streams was welcomed, the adverse impact of increased inflation was very problematic.

## The Chair provided an update on the UCEA Board meeting held on 13 January. It was evident that several universities were struggling financially, particularly post-92 universities.

## The Chair advised that an informal meeting of committee chairs had been held on 9 January where a discussion about possible changes to the Board’s committee structure and existing terms of reference had taken place. The committee chairs had concluded that these arrangements were broadly fit for purpose. However further work was required on the role of Strategic Planning and Performance Committee and the wider remit of Resources Committee. Updated proposals would be considered by Governance and Nominations Committee on 24 April and Board on 11 May.

## The Chair informed the Board that the University would be hosting the next Chairs of Universities Wales (ChUW) meeting on 8 March. The Chair undertook to update the Board at its meeting on 3 April.

## The Board Resolved:

## To note the Chair’s Report.

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

## The Vice-Chancellor introduced their report. The Vice Chancellor confirmed that the University would continue to work with Universities Wales to highlight concerns about university funding to the Welsh Government. The University would also continue to discuss its specific concerns with Government Ministers in private. The Vice Chancellor highlighted the declining financial health of many universities across the UK and advised that this situation was likely to deteriorate further.

## The Vice Chancellor informed the Board that David T.C. Davies MP, Secretary of State for Wales, had visited the University’s Llandaff campus on 13 February to see first-hand the University’s world leading innovation and research programmes. The tour had included a visit to the School of Technologies’ ‘Eureka Robotics Lab’, the School of Art and Design where he viewed cutting edge technology including ‘Fovography’, and the ZERO2FIVE Food Industry Centre.

## The Vice Chancellor advised that the University had successfully hosted the B-International Conference on 30 and 31 January. The Conference had welcomed a delegation of Vice Chancellors and senior staff from leading universities in Pakistan and Erasmus+ Capacity Building partner universities from across Europe. The University had signed agreements with four institutions in Pakistan that were designed to increase collaboration in terms of research, staff exchanges and student exchanges. The four institutions were the National University of Science and Technology (NUST), Lahore University of Management Sciences (LUMS), COMSATS University Islamabad (CUI), and the Pakistani Institute of Fashion and Design.

## The Vice Chancellor provided the Board with an update on staff recruitment. The Vice Chancellor highlighted the opportunities and challenges that the University faced as result of significant ongoing growth in student numbers. The Vice Chancellor also advised of arrangements to recruit to specific senior posts within the University’s structure. In response to queries from Board members the Vice Chancellor advised of the approach being taken in determining whether specific posts were to be filled on a permanent, acting, or interim basis with reference to succession planning and building organisation capacity.

## The Vice Chancellor provided the Board with a progress update on the draft thematic and enabling strategies that were being developed in support of the University’s new Strategic Plan ‘Strategy 2030’. The Vice Chancellor explained how each thematic strategy would be supported a specific set of priorities, delivery mechanisms and measures of success. Individual VCEG members had each been assigned a specific draft strategy to lead on. The draft thematic strategies would be reviewed by Strategic Planning and Performance Committee on 9 March with final versions due for consideration/approval by Board on 6 July.

## The Board Resolved:

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

# Students’ Union Update (agenda item 7)

## The Student Governors jointly presented the Students’ Union Update. The SU President advised of new arrangements for the SU Election 2023. Two full time sabbatical officers would be elected – the SU President: Affairs and Community and the SU Vice President: Student Voice. The election had been renamed to attract more candidate interest and would be advertised as ‘Lead Cardiff Met: SU Election’. The SU had introduced a range of changes to improve candidate support, increase visibility and generate interest in the election process and increase electoral turnout. The SU had also introduced a new set of election rules to help improve the management and running of the election process itself. The election timetable had been extended to allow for four weeks of nominations where candidates would have the opportunity to attend workshops/drop-in sessions across both campuses. The election process would start with nominations opening on 13 February and would conclude with the results being declared on 24 March.

## The SU Vice President provided feedback from students on how the UCU industrial action had impacted on students. The SU was working closely with the University to ensure that students were advised and kept informed. A designated web page had been established for this purpose.

## The SU Vice President informed the Board that the ‘Refresher’s Week’ held on between 23 and 27 January had proved to be very successful. The Refresher’s Fayre held on 24 January had been attended by over 1100 students who were interested to learn about the services offered by the SU and the various clubs and societies that they could become involved with. The Refresher’s Week was particularly helpful for those students who had missed the Fresher’s Fayre in September 2022 or who had joined the University as part of the January 2023 intake.

## The SU Vice President advised that planning was well underway for hosting the Annual Varsity Sports Event against the University of Bath on 29 March. The event would have a 3000-student capacity and cover a range of sporting contests and celebration and would be held at the University’s Cyncoed Campus.

## The SU President updated on the progress of the SU Governance and Democracy Review. Board members would receive a full briefing immediately prior to the Board meeting on 11 May.

## In response to queries from Board members the Student Governors confirmed that students were using SU services more in the wake of the cost-of-living crisis. The SU was scoping out what it could provide in terms of care packages for students. The SU was also working with the University and wider partners to address students’ accommodation concerns.

## In response to queries from Board members the Pro Vice Chancellor for Student Engagement highlighted the arrangements that had been put in place to monitor and manage the impact of UCU industrial action.

## The Board Resolved:

## To note the Students’ Union Update.

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

# Student Recruitment Report (agenda item 8)

## The Deputy Vice Chancellor introduced the report and advised that the initial UCAS deadline of 25 January (for September 2023 student intake) had passed and applications for home, full-time undergraduate applications had increased by two percent when compared to the previous year. Approximately 9,500 applications had been received. This was against the national trend reported by UCAS where applications had decreased by two percent. Board members were advised of specific programmes where the level of applications received was notably above or below target. The Deputy Vice Chancellor advised that it was early in the cycle for recruitment to other modes and levels but that applications were being received in a similar pattern to previous years.

## The Deputy Vice Chancellor provided an update on the January 2023 international student intake. It was confirmed that the University had recruited very strongly. Just under 1,000 applications had been received. Nearly all applications were from postgraduate level students studying programmes at the Cardiff School of Management or the Cardiff School of Technologies. Global Engagement Directorate was working with these students to ensure that all relevant checks and registration was completed.

## The Deputy Vice Chancellor confirmed that responsibility for both Home and International recruitment had been merged into one new Directorate (the Marketing, Communications and Student Recruitment Directorate) and that this would help further improve performance on student recruitment and conversion of applications. The Deputy Vice Chancellor cited Applicant Days, School Liaison Work and more personalised and tailored communication with applicants as clear examples of how the University was generating and sustaining applicant interest.

## Board members were advised that the growth in student numbers was attributable to a range of factors. These included: an attractive portfolio and the development of 40 new programmes; the launch of Global Academies; the introduction of the Cardiff Met EDGE; and a growth in the University’s reputation.

## Board members reflected on how the growth in student numbers required the University to positively focus on the development of its own estate to ensure that it could accommodate the projected numbers involved.

## Board members reflected on current PGCE provision and the acute shortage of teachers in Wales that were able to teach through the medium of Welsh.

## Board members were advised that there were only a limited number of skills pathways available in Wales that supported degree apprenticeships. The Welsh Government would need to work with employers and universities to increase the number of pathways available to generate market demand.

## The Board Resolved:

## To note the Student Recruitment Update (dated 1 February 2023).

# Review of the Senior Independent Governor Role (agenda item 9)

## (Secretariat Note: Nick Capaldi left the meeting for consideration of this item).

## The Chair of the Board presented the report that invited Board members to consider whether they wanted to retain the Senior Independent Governor (SIG) Role within the University’s governance arrangements. The University’s external review of Board Effectiveness had recommended the introduction of the SIG role in its report from February 2021 and the role was subsequently introduced in October 2021. The introduction of the SIG role was in line with acknowledged best practice across the HE sector.

## The Chair of the Board advised that Governance and Nominations Committee had considered the matter at its meeting on 30 January and had concluded that the SIG role should be retained. Committee members had noted that whilst the SIG had received no referrals from Governors about University governance matters, the role added value to the University’s governance structure in that it would stand the University in good stead in the event of any complaints or concerns being received in future.

## The Chair of the Board also advised that Committee members had suggested that the SIG role could be further enhanced to cover a range of additional duties. This included: (i) acting as a ‘sounding board’ for Governors on matters wider than governance; (ii) leading on some areas of Governor induction, training and support – particularly with Student Governors; (iii) and working on Governor recruitment – with specific reference to succession planning and equality, diversity and inclusion.

## Board members were supportive of the SIG role being retained and enhanced as suggested by the Committee. The Chair of the Board undertook to liaise with the SIG on the suggested changes.

## The Board Resolved:

## To note that the Governance and Nominations Committee had endorsed the continuance of the Senior Independent Governor role at its meeting held on 30 January 2023.

## To approve the continuance of the Senior Independent Governor role within the University’s governance arrangements.

# Any Other Business

## (Secretariat Note: Nick Capaldi re-joined the meeting at this point).

## There was no other business.

## Part B: Items for Noting

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# Strategic Planning and Performance Committee Summary Report (19 January 2023) (agenda item 11)

## The Board Resolved:

## To note the Summary Report of the Strategic Planning and Performance Committee meeting held on 19 January 2023.

# Governance and Nominations Committee Summary Report (30 January 2023) (agenda item 12)

## The Board Resolved:

## To note the Summary Report of the Governance and Nominations Committee meeting held on 30 January 2023.

# Board of Governors Work Programme 2022-23 (agenda item 13)

## The Board Resolved:

## To note the updated Board of Governors Work Programme for 2022-23.

## Part C: Reserved Business

## 14. Approval of Restricted Minutes of the Previous Meeting: 12 December 2022 (agenda item 14)

## (Secretariat Note: Only Board members and the Head of Governance remained in the meeting for this item).

## 14.1 The Board Resolved:

## To approve the Restricted Minutes of 12 December 2022 as a correct record.

## (Meeting concluded 5:45pm)

**John Taylor  
Chair of the Board of Governors**

**Cardiff Metropolitan University**