**Minutes of the Board of Governors**

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| 16-05-2024 | 4:00pm | 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)

## Fergus Feeney (Independent Governor)

## Karen Fiagbe (Independent Governor)

## Dr Clare Glennan (Academic Staff Governor)

## Dr Iva Gray (Independent Governor)

## Peter Kennedy (Independent Governor) - *via Teams*

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

## Paul Matthews (Independent Governor) - *via Teams*

## Menai Owen-Jones (Independent Governor)

## Kirsty Palmer (Academic Board Representative Governor)

## Natalia-Mia Roach (Student Governor)

## Dr Giri Shankar MBE (Independent Governor)

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

## Rewathi Viswanatham (Student Governor)

# In attendance:

## Professor Jacqui Boddington (PVC Student Engagement)

## 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))

## Jon Price (Interim University Secretary & Chief Operating Officer)

## Emily Samphier (Senior Governance Officer)

## Lowri Williams (Director of People and Culture)

Author of Minutes: Greg Lane (Head of Governance & Clerk to the Board)

# Part A1: Routine Items of Business

# Apologies & Preliminaries (agenda item 1)

## Apologies for absence were received from Kellie Beirne, Chris Pilgrim, Alison Thorne, Scott Waddington, and David Warrender (all Independent Governors).

## The Chair welcomed Lowri Williams, Director of People and Culture, and Mairwen Harris, Head of Strategy, Planning, & Performance.

# Declarations of Interest (agenda item 2)

## There were no declarations of interest.

# Minutes of the Board of Governors Meeting (21 March 2024) and Matters Arising (agenda item 3)

## The Board Resolved:

## To approve the minutes of the Board Meeting held on 21 March 2024 as a correct record.

## There were no matters arising.

# Minutes of the Board of Governors Special Meeting (12 April 2024) and Matters Arising (agenda item 4)

## The Board Resolved:

## To approve the minutes of the Board Special Meeting held on 12 April 2024 as a correct record subject to one amendment at 3.4.12 with the deletion of the last sentence.

## There were no matters arising.

# Chair’s Report (agenda item 5)

## The Chair presented their report that covered the following: (i) Meetings held with VC on the University’s financial challenges; (ii) The ChUW meeting on 27 March at University of South Wales that focussed on financial challenges faced by the HE sector more broadly; (iii) An update on the establishment of CTER and joint working across the tertiary education sector; (iv) An update on the CUC Spring Plenary meeting on 14 May; and (v) An outline of the UK Government’s Migration Advisory Committee Rapid Review of the Graduate Route. The report had been published on 14 May.

## The Board Resolved:

##  To note the Chair’s Report.

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

## The Vice-Chancellor presented their report that covered the following: (i) An update on UK HE sector news; (ii) An update on the University’s transformation and financial recovery activity since the March Board meeting; and (iii) An update on the Vice Chancellor’s recent and forthcoming engagements and appointments.

## The Vice Chancellor also commented on the UK Government’s Migration Advisory Committee Rapid Review of the Graduate Route. The Review had made specific recommendations on UK universities’ use of agents to support international student recruitment. This included the proposed establishment of mandatory registration system for international recruitment agents and the implementation of related quality controls. The University would consider the recommendations in further detail.

## The Board Resolved:

##  Tonotethe Vice-Chancellor’s Report.

# Students’ Union Update (agenda item 7)

## The Students’ Union President and Vice-President jointly presented the report that covered the following: (i) SU Finances for 2024-25 and proposed 10% reduction of the University’s block grant funding; (ii) Progress update on the development of a new SU Strategy; (iii) Student Leadership update; and (iv) An update on SU events including SU Elections, Varsity, Student Teaching Led Awards and SU Sports Awards.

## The Board discussed the financial challenges faced by the SU and the potential implications for provision of services. The Board noted that the proposed 10% reduction of block grant funding had been a difficult decision to reach but that the University and SU remained committed to working together positively.

## The Board Resolved:

## To note the Students’ Union Update.

## Part A2: Strategic Items of Business

# Financial Recovery Plan (agenda item 6)

## The Vice Chancellor provided a presentation and report on the University’s Financial Recovery Plan. The Vice Chancelor was supported by the Interim University Secretary & Chief Operating Officer and the Chief Officer Resources. The report highlighted the exceptional financial challenges faced by the higher education sector more widely and the University directly. The report set out the context and rationale for introducing an immediate financial recovery plan with related corrective measures including significant cost reductions and income growth.

## The report set out the planned approach and identified priority areas of focus for medium term recovery in phases that aligned with the principles and delivery requirements of Strategy 2030. The proposed approach would help to ensure that the University remained focussed on providing high quality and continuity in the student experience. Additionally, the proposed approach allowed for the exhaustion of all options before any consideration of compulsory redundancies. This included the review of all underperforming assets, processes, and activities.

## The proposed approach had four phases: (i) Voluntary Severance; (ii) Foundational Changes; (iii) End to End Alignment; and (iv) Optimisation. The Board was advised of context/rationale, anticipated cost savings and timeframes for each phase.

## The Board was advised of the specific Guiding Principles that underpinned the planned approach towards achieving financial recovery, future financial resilience, and sustainability. The Guiding Principles included: (i) The diversification of academic activities based on market insight and intelligence; (ii) The aim to enhance the University’s established reputation – e.g. with national governing bodies and professional, statutory and regulatory bodies; (iii) The aim to reinvest in assets aligned to the University’s vision and priorities – e.g. carbon reduction and improved student facilities; (iv) The co-creation of solutions with staff; and (v) The use of a clear set of Prioritisation Principles to appraise spending on improvement activities.

## The Board was advised of immediate areas of focus covering: (i) non-pay spend; (ii) staffing models; and (iii) service activities. The Board was also informed of medium and longer-term areas of focus including (i) improving retention and progression of students; (ii) review of academic portfolio size, shape, and performance; (iii) consideration of potential opportunities to improve the curriculum via simplification, diversification, new modes of delivery, and timetabling; (iv) re-examination of infrastructure/capital commitments; and (v) changes to culture and ways of working.

## The Board had a wide-ranging discussion on the proposals that included reference to the following: (i) the need to ensure effective consultation and engagement with staff and students in the University’s transformation process- for the purposes of service provision, workforce planning and staff/student wellbeing; (ii) the need to use/understand data from Schools and Departments effectively to help direct and inform the transformation process; (iii) the need to identify opportunities for future income generation and diversification; (iv) the importance of reputation, brand, and market positioning; (v) the need to review Strategy 2030 and recalibrate specific workstreams and performance measures to meet the changed context; (vi) the need to ensure effective and robust arrangements for financial reporting and audit; (vii) the need to consider capital expenditure/estate development with particular reference to Sport and the stated ambition to be Wales’s sporting university; (viii) future programme diversification with reference to the employment market – provision of short courses and micro-credentials; (ix) further modelling of scenarios to ensure that the financial recovery plan is realistic, appropriately captures risk and has sufficient flexibility; and (x) consideration of the future relationship with Welsh Government, CTER and other bodies.

## The Board Resolved:

## 1) To approve the principles and phased approach to the activity programme of the recovery plan so that the 2024-25 budget could be presented within the recovery context at the Board meeting on 4 July 2024.

# Voluntary Severance Scheme Update (agenda item 9)

## The Vice Chancellor provided an oral update on the Voluntary Severance Scheme which had been approved by the Board at its Special Meeting on 12 April. The Scheme had subsequently been launched on 24 April with the deadline for voluntary severance applications from staff closing on 14 May. The Board was provided with the headline information on the number of applications received.

## The Director of People and Culture provided the Board with initial staff feedback on the application process and highlighted the subsequent panel-based process that would be used for determining applications.

## The Board discussed various aspects of the process in detail and emphasised the need to ensure fairness and transparency in determining applications. A full report on the Voluntary Severance Scheme containing an EIA analysis would be provided after the process had been concluded.

## The Board noted that no programme closures were anticipated as a result of running the Voluntary Severance Scheme. The Board also noted that students would not be adversely impacted by the process as staff exiting under the Scheme would be leaving before the academic year rather than within term time. Student teaching would therefore not be disrupted.

## The Board Resolved:

## To note the oral update on the Voluntary Severance Scheme.

# Students’ Union Constitutional Changes (agenda item 10)

## The SU President introduced the report that proposed changes to the SU Constitution relating to its Board of Trustees membership. The proposals were put forward following the SU’s Governance and Democracy Review undertaken in 2022-23 to achieve better governance and student participation in the SU’s decision making process. The proposed new structure of the Board of Trustees was for up to four Sabbatical Officers, up to four External Trustees, up to two Student Trustees. The proposals also removed the SU CEO as a full voting member and removed School Representatives as automatic members.

## The Board noted that it was unusual for an SU CEO to be a full voting member of a Board of Trustees and were advised that the current SU CEO was in favour of having their voting rights removed. The Board welcomed the proposed increase in the number of External Trustees that would bring added governance, transparency, and experience to the SU.

## The Board Resolved:

## To approve the proposed Students’ Union Constitutional Changes.

# Any Other Business (agenda item 11)

## The Board noted that Natalia-Mia Roach would retire as SU President and student Governor on 30 June 2024 and that it was her final Board of Governors meeting. The Board thanked Natalia-Mia Roach for her work over the previous two years in representing the SU and students so effectively.

Part B: Items for Approval or Noting Without Discussion

12. Board of Governors Work Programme for 2023-24 (agenda item 12)

12.1 The Board Resolved:

 1) To note the Work Programme for 2023-24.

Part C: Reserved Business

(Board Members and Head of Governance & Clerk to the Board only).

13. Remuneration Committee Summary Report (29 April 2024) (agenda item 13)

13.1 The Board noted the Summary Report without further discussion.

13.2 Board Resolved:

 1) To note the Summary Report.

Meeting end: 6:25pm

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

**Cardiff Metropolitan University**