Confirmed

Minutes of the Board of Governors

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| 22-02-2024 | 4:00pm | Hospitality Suite, CSM, Llandaff Campus |

# Present:

## John Taylor CBE (Chair and Independent Governor)

## Kellie Beirne (Independent Governor) (via Teams)

## Charlie Bull (Professional Services Staff Governor)

## Roisin Connolly (Independent Governor)

## Kevin Coutinho (Independent Governor)

## Fergus Feeney (Independent Governor)

## Karen Fiagbe (Independent Governor) (via Teams)

## Dr Clare Glennan (Academic Staff Governor)

## Iva Gray (Independent Governor)

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

## Professor Rachael Langford (President and Vice Chancellor)

## Menai Owen Jones (Independent Governor)

## Kirsty Palmer (Academic Board Representative Governor)

## Natalia-Mia Roach (Student Governor/SU President)

## Dr Giri Shankar MBE (Independent Governor)

## Alison Thorne (Independent Governor)

## Matthew Tossell (Independent Governor)

## Rewathi Viswanatham (Student Governor/SU Vice President)

## Scott Waddington (Independent Governor) (via Teams)

## David Warrender (Independent Governor)

# In attendance:

## Professor Jacqui Boddington (PVC Student Engagement)

## Rebecca Lever (Director of Marketing, Communications and Student Recruitment)

## Greg Lane (Head of Governance and Clerk to the Board)

## David Llewellyn (Chief Officer (Resources))

## Julie Morgan (Senior Governance Officer) (via Teams)

## Emily Samphier (Senior Governance Officer)

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

# Part A1: Routine Items of Business

# Apologies & Preliminaries (agenda item 1)

## Apologies for absence were received from Nick Capaldi OBE (Independent Governor) and Professor Helen Marshall OBE (Independent Governor). Apologies were also received from Professor Sheldon Hanton (PVC Research and Innovation) and Mairwen Harris (Head of Strategy, Planning and Performance).

## Kevin Coutinho and Dr Giri Shankar MBE were specifically welcomed to their first Board meeting. Professor Rachael Langford was also welcomed to their first Board meeting in their new role as President and Vice Chancellor.

# Declarations of Interest (agenda item 2)

## Rewathi Viswanatham (Student Governor) declared an interest in the Student Union Update (agenda item 9) as she would be seeking re-election in the SU Elections in March 2024 which were referred to in the report.

# Election of Vice Chair of the Board (agenda 3)

## The Chair introduced a short report on the nominations process and the procedure for the election of a Vice Chair of the Board.

## Matthew Tossell had expressed an interest in serving as Vice Chair of the Board. No other expressions of interest had been received.

## Mr Tossell recused himself from the meeting to allow the Board to consider his nomination.

## The Board Resolved:

## To elect Matthew Tossell as Vice Chair of the Board.

## To agree that the term of office should be three years, starting with immediate effect (from 22 February 2024 to 21 February 2027).

# Appointment of Independent Governors (agenda 4)

## The Chair introduced a short report on the proposed appointment and reappointment of Independent Governors.

## Each of the proposed appointees left the meeting at the relevant juncture to avoid voting on their on their own appointment.

## The Board Resolved:

## To appoint Kevin Coutinho and Dr Giri Shankar MBE as Independent Governors for an initial three-year term (from 22 February 2024 to 21 February 2027).

## To reappoint Roisin Connolly, Karen Fiagbe, Chris Pilgrim, John Taylor CBE, and Matthew Tossell as Independent Governors for a second three-year term (from 1 August 2024 to 31 July 2027).

# Minutes of the Board Meeting (29 November 2023) (agenda item 5)

## The Board Resolved:

## To approve the minutes of the Board meeting held on 29 November 2023 as a correct record.

# Matters Arising (agenda item 6)

## There were no matters arising.

# Chair’s Report (agenda item 7)

## The Chair introduced their report, and the following matters were highlighted: (i) The Chair had met Independent Governors appointed in November 2023 to discuss how they could best contribute to the work of the Board and future of the University; (ii) The Chair updated that CTER would not be fully operational until August 2024. The new Commission’s priorities would soon be announced, it was anticipated that the development of effective mechanisms to incorporate the ‘learner voice’ would be included; (iii) The Chair updated that the ChUW meeting in mid-January 2024 had focussed on the decline in both domestic and international student recruitment; and (iv) The Chair provided an update on meetings between UCEA and the trade unions that had been held in December 2023 and January 2024 where arrangements for a joint independent review of the funding model for domestic undergraduates had been discussed.

## The Board Resolved:

## To note the Chair’s report.

# Vice-Chancellor’s Report (agenda item agenda item 8)

## The Vice Chancellor introduced their report, and the following matters were highlighted: (i) UK HE sector news – there had been considerable media attention on the declining financial health across the sector; (ii) The Vice Chancellor provided a further progress update on a Major Incident first reported to Board in November 2023; (iii) The Board received an update on notable awards, events and visits involving the University over the previous few months; (iv) The Board was advised of the University’s specific involvement at Wales Week London 2024; (v) The Vice Chancellor advised of several changes that had been initiated since taking up her post on 1 February 2024 – including those relating to the size and shape of the University’s Executive Group; and (vi) The Board received an update on the Vice Chancellor’s recent external engagements and appointments.

## The Board Resolved:

## To note the Vice Chancellor’s report.

## (Secretariat Note: The meeting adjourned at 4:35pm and reconvened at 4:40pm)

# Students’ Union Update (agenda item 9)

## The Student Governors jointly presented their report and the following matters were highlighted: (i) the SU had procured the consultancy services of Counterculture to assist it in the development of the SU Strategy; (ii) the SU’s external trustee recruitment campaign for three trustees had commenced in late January and was generating a good level of interest; (iii) the SU planned to introduce a set of organisational values and behaviours that would need to be embedded and adhered to; (iv) the SU would seek to identify funding for an additional two sabbatical officers for 2025-26 academic year; (v) the SU Election 2024 process was already underway with results set to be declared on 22 March; and (vi) the SU provided an update on the work of School Reps and Part Time Officers on SU campaigns, events and initiatives.

## The Board noted that Cardiff Met SU was currently not affiliated to the NUS having disaffiliated in 2009. The Board reflected that the SU should consider whether it should reaffiliate to the NUS. It was envisaged that CTER would be consulting with the NUS on the development of ‘Learner Voice’ proposals and other student related matters.

## The Board Resolved:

## To note the Students’ Union Update.

## Part A2: Strategic Items of Business

# Student Applications Update (agenda item 10)

## The Director of Marketing, Communications and Student Recruitment provided an update on student applications and recruitment for January and September 2024 intakes. The Board was advised of application numbers across all mode, level, and domicile groups in comparison to the previous year. The Board was also informed of various initiatives to help increase conversion rates. A specific conversion strategy was being developed by the University. The Board was advised of significant factors that were making the student recruitment market more challenging.

## The Board discussed specific aspects of the report in detail and commended the Director and her team on the work to increase conversion rates.

## The Board Resolved:

## To note the Student Recruitment and Marketing Update.

# Update on the University’s Financial Position (agenda item 11)

## The Chief Officer (Resources) introduced a detailed presentation on the University’s Financial Position. The presentation covered: finance strategy targets in relation to the University’s original and revised budgets for 2023-24, and the financial outlook for 2024-25; existing loans and borrowing; turnover and student income; cash surplus levels; income and expenditure levels; liquidity levels; staff KPI levels as percentage of turnover; student population numbers; and staff pension contribution levels.

## Board members discussed specific aspects of the presentation in detail and noted the decline in the University’s financial position. The Board would receive a further report at its March meeting that would include proposals to help improve the University’s finances.

## The Board Resolved:

## To note the presentation.

# Short- and Medium-Term Priorities and Objectives (agenda item 12)

## The presentation from the Vice Chancellor was deferred due to time constraints.

# Annual Review of Senior Independent Governor Role (agenda item 13)

## The Chair introduced the report on the annual review of the Senior Independent Governor role. The role had been introduced into the Board’s governance arrangements in October 2021 following the external review of Board Effectiveness and was in line with best practice across the sector. The role was subject to annual review and its continuance had been endorsed by the Governance and Nominations Committee in January 2024 for approval by Board. The Board was also asked to note that the current Senior Independent Governor, Nick Capaldi OBE, would be retiring from the Board in the autumn of 2024 and that another Board member would be appointed to the role.

## The Board Resolved:

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

## To note that the current Senior Independent Governor, Nick Capaldi OBE, would be retiring from the Board in the autumn of 2024.

# Annual Review of the Statement of Relationship between the Board and the Executive (agenda item 14)

## The Chair introduced the report that set out the Statement of Relationship between the Board and the Executive. The Statement was first introduced in February 2022 following the external review of Board Effectiveness and was in line with best practice across the sector. The Statement was subject to annual review and had been endorsed by the Governance and Nominations Committee in January 2024 for approval by Board.

## The Board Resolved:

## To approve the Statement of Relationship between the Board and the Executive.

# Any Other Business (agenda item 15)

## The Board was advised that the Welsh Government had recently agreed to raise the maximum full time home undergraduate tuition fee from £9,000 to £9,250 per annum. The Board was informed that the University’s published Fee and Access Plan already contained a statement confirming that the University’s intended to raise its tuition fees to the maximum level permitted by Welsh Government. The Board briefly discussed the proposed increase and opted to defer any decision until its March meeting to enable a full report to be prepared for consideration.

# Part B: Items for Approval/Noting Without Discussion

# Strategic Planning and Performance Committee Summary Report (11 December 2023) (agenda item 16)

## The Board Resolved:

## To note the Summary Report.

# Degree Outcomes Statement 2021/22 (agenda item 17)

## The Board Resolved:

## To approve the Degree Outcomes Statement for 2021/22.

# Welsh Language Standards Monitoring Report 2022/23 (agenda item 18)

## The Board Resolved:

## To note Welsh Language Standards Monitoring Report for 2022/23.

# Strategic Planning and Performance Committee Annual Report 2022-23 (agenda item 19)

## The Board Resolved:

## To note the Strategic Planning and Performance Committee Annual Report for 2022-23.

# Governance and Nominations Committee Summary Report (29 January 2024) (agenda item 20)

## The Board Resolved:

## To note the Summary Report.

# Governance and Nominations Committee Summary Report (29 January 2024) (agenda item 21)

## 21.1 The Board Resolved:

## To note the Board of Governors Work Programme for 2023-24.

Part C: Reserved Business

(Secretariat note: Independent Governors, the Vice Chancellor and Staff Governors remained for consideration of Reserved Business. The Head of Governance and the Clerk to the Board was in attendance).

(Secretariat note: Kellie Beirne, Karen Fiagbe, Peter Kennedy and Scott Waddington – all Independent Governors – had left the meeting by this point).

22. Reserved Minutes of the Board of Governors Meeting on 29 November 2023 (agenda item 22)

22.1 The Board Resolved:

1) To approve the Reserved minutes of the Board meeting held on 29 November 2023 as a correct record.

Meeting end: 6:40pm

**John Taylor**

**Chair of the Board of Governors**

**Cardiff Metropolitan University**