**SPECIAL MEETING OF THE BOARD OF GOVERNORS**

**Thursday 11 March 2021, 4.00pm via Microsoft Teams**

**Confirmed Minutes**

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| **Governors Present** |
| Baroness Finlay of Llandaff | Chair and Independent Governor |
| Professor Cara Aitchison | President and Vice Chancellor |
| Nick Capaldi | Co-Vice Chair and Independent Governor |
| Gareth Davies | Co-opted Governor  |
| Keira Davies | Student Governor |
| Sheila Hendrickson-Brown | Independent Governor |
| Sian Goodson | Co-Vice Chair and Independent Governor |
| Umar Hussain MBE | Independent Governor |
| Dr Malcolm James | Academic Staff Governor |
| Ruth Marks MBE | 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** |
| Dr Jacqui Boddington | Pro Vice-Chancellor Student Engagement |
| Stephen Davies | Risk and Compliance Analyst (for agenda item 4) |
| Christine Fraser  | University Secretary and Clerk to the Board of Governors |
| Professor Sheldon Hanton | Pro Vice-Chancellor Research and Innovation |
| Mairwen Harris | Head of Strategy, Planning and Performance (for agenda item 3) |
| David Llewellyn | Chief Officer Resources |
| Professor Leigh Robinson | Pro Vice-Chancellor Partnerships and External Engagement |
| Jayne Storey | Head of Compliance (for agenda item 5) |
| Greg Lane | Head of Governance and Deputy Clerk to the Board of Governors (minutes) |

**PART A**

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

Sian Goodson (Co-Vice Chair and Independent Governor) advised that Baroness Finlay of Llandaff (Chair and Independent Governor) had provided apologies for lateness due to an urgent commitment. Mrs Goodson had been asked to cover chairing duties until the arrival of the Chair.

Apologies for absence were received from Mike Fishwick (Independent Governor) and Paul Matthews (Independent Governor).

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

There were no conflicts of interest.

**3. Post Pandemic Strategic Planning (agenda item 3)**

The Vice Chancellor introduced their report on Post Pandemic Strategic Planning that proposed a revised process and timescale for the development of the University’s next Strategic Plan that was previously scheduled for implementation in 2023-24. The Vice Chancellor advised that it was now proposed to develop the next Strategic Plan over the course of the first half of 2021-22 academic year for Board approval in the summer term of 2022. The next Strategic Plan would then be implemented from 2022-23 academic year.

The Vice Chancellor advised that the Covid-19 pandemic had created conditions that necessitated a more immediate and strategic approach that took account of significant changes in education and the economy. At the same time the pandemic had given rise to new opportunities and possibilities for universities in good financial health, with entrepreneurial staff and innovative mind-sets that were able to build on previous success to realise the potential offered by the demographic upturn, a downturn in the economy; and new levels of interest in subject areas where they had a long standing and improving reputation.

The Vice Chancellor explained that the Post Pandemic Plan would in effect act as a bridge between the Strategic Plan currently in place and the future Plan that would be developed. The supporting process would firstly focus on identifying progress, priorities and possibilities (between March and July 2021), and would then focus on detailed planning and exploring ‘the Art of the Possible’ (between August 2021 and June 2022). The Vice Chancellor stressed that it was imperative that the University worked to secure its hard won success over recent years so that the University was well placed in what would be an increasingly competitive sector. Bringing forward the next Strategic Plan and related process by more than one year would help the University maintain momentum on its improvement journey.

The Vice Chancellor elaborated on how key strategic decisions relating to the #WhatsNext Project and Estates Materplanning could be advanced and expedited through having the next Strategic Plan in place by the start of 2022-23 academic year. The Vice Chancellor highlighted that deferring decisions on Estates Masterplanning until 2023-24 would delay much needed development of the University’s estate – particularly at its Cyncoed campus – that in turn would have wider implications for the University’s future growth and progress.

The Vice Chancellor stressed that the University would proactively engage and consult with students and staff in the Post Pandemic Strategic Planning process as their creative input and involvement was deemed crucial to future success. The experience gained by staff and students in meeting the challenges of the Covid-19 pandemic would help inform the approach and direction of the next Strategic Plan in a range of areas including; ways of working/remote working and use of IT; the use of teaching, office and communal space across both campuses; the development and refurbishment of the University’s estate; future course/programme design and pedagogy; student recruitment; and the student experience. It was acknowledged that the ‘student experience’ at the Cyncoed campus tended to be quite different to that at the Llandaff campus and that the next Strategic Plan would look to build upon the best features of both across the whole University.

Board members were supportive of the proposed Post Pandemic Strategic Planning process and welcomed the level of ambition highlighted in the report. Board members suggested that a short piece of work be undertaken to identify a set of pilot projects that could be implemented quickly as part of the process. Board members advised that further work should be undertaken on how the University would ensure more equitable outcomes for students. It was recognised that the pandemic had a differential impact on students from poorer/more deprived backgrounds.

Board members were updated on further work that the University was undertaking on Health and Wellbeing and Environmental Sustainability that would feed in to the Post Pandemic Strategic Planning process.

In agreeing the proposals Board members were asked to reflect on what had changed as a result of the implementation of the current Strategic Plan. The University was now larger, more financially stable, had better income streams, an improved reputation and clear ambitions for the future. This showed the importance of effective Strategic Planning and the positive outcomes that could be achieved. The Vice Chancellor concluded by advising the Board of the draft timeline and the proposed discussion topics that would be covered by the process.

**The Board Resolved:**

1. **To approve the proposed approach to Post Pandemic Strategic Planning as proposed by the Vice Chancellor.**

(Secretariat note: The Chair joined the meeting during discussion of this item).

**4. Risk Management (agenda item 4)**

**4.1 Risk Management Policy Review (agenda item 4.1)**

The University’s Risk and Compliance Analyst introduced the report on the University’s Risk Management Policy Review. It was explained the University’s Risk Management Policy needed to be reviewed every three years and that the University’s Risk Appetite and Tolerance Statement should be reviewed every year. It was anticipated that review of both areas would held the University improve on its limited assurance rating achieved in the 2019-20 internal audit.

The Risk and Compliance Analyst emphasised that the delivery of the University’s revised Strategic Plan would need to be underpinned by an effective and focussed risk management system. The Risk and Compliance Analyst highlighted four key areas of the University’s Risk Appetite and Tolerance Statement that required specific approval by Board and specified the proposed risk appetite for each. These were (i) Opportunity of strategic development activities (Hungry Risk Appetite); (ii) Credit – transnational education and collaborative partners (Cautious Risk Appetite); (iii) Workforce recruitment retention and development (Cautious Risk Appetite); and (iv) Reputation (Averse Risk Appetite). The proposed risk appetite levels were based on the results of the consultation exercise conducted with Governors.

Board members were supportive of the risk appetite levels proposed within the Risk Appetite and Tolerance Statement. Board members highlighted that having a cautious risk appetite in some areas would not necessarily limit the University from exploring or considering potential opportunities. It was acknowledged that in any case the University would need to undertake the requisite level of due diligence with any significant investment proposals.

Board members requested that the University’s commitment to equalities and removing/reducing social disadvantage be included and prominently referenced in the University’s risk management documentation. The Risk and Compliance Analyst confirmed that this would be included.

 **The Board Resolved:**

1. **To agree the proposed approach to the University’s Risk Appetite and Tolerance Statement.**
2. **To approve the proposed Risk Management Policy for the University.**

**4.2 Key Corporate Risks and Risk Register (agenda item 4.2)**

The University’s Risk and Compliance Analyst provided the Board with an update on the University’s Key Corporate Risks and Risk Register. Three areas had been identified as High Risk: (i) Student Mental Health; (ii) IT Security; and (iii) International Student Recruitment. The report highlighted the management action being undertaken to help control and mitigate risk in these areas.

 **The Board Resolved:**

1. **To note the Key Corporate Risks and Risk Register.**

**5. Code of Practice on Freedom of Speech (agenda item 5)**

The Head of Compliance introduced the report that set out proposed changes to the University’s Code of Practice on Freedom of Speech. The previous review had been completed in 2014. The proposed key changes sought to strengthen the Code and bring it in line with the University’s Prevent Policy and wider HE sector guidance. The key changes were: (i) Inclusion of a refreshed set of principles of operation to explicitly strengthen the University’s commitment to freedom of speech and academic freedom; (ii) Advising that the University’s approach would always seek to uphold the principle of lawful freedom of speech unless there was a conflicting legal reason to cancel or restrict that freedom in some way; (iii) Removal of a statement in the previous Code which stated that the University did not permit the use of its premises by individuals or groups for public meetings for the purpose of political or religious canvassing; and (iv) Including explicit reference to the fact that the provisions and commitments outlined apply online as well as in person.

 Board members discussed the updated Code in detail and supported the proposed changes. Board members emphasised that the Code had to cover a difficult balance between freedom of speech/academic freedom and specific legal duties. It was recognised that universities had a key role to play in the discussion of new or challenging ideas but that all related activity had to remain within the law.

The University Secretary advised that the Secretariat would work with colleagues in the Schools and Professional Services on the implementation of the updated Code. Work with the Students’ Union would also be undertaken.

 **The Board Resolved:**

1. **To approve the proposed updated Code of Practice on Freedom of Speech.**

**6. Summary Report of Audit Committee: 8 March 2021 (agenda item 6)**

The Chair of Audit Committee provided the Board with an oral update on the business considered by the Committee at its meeting earlier that week. The Chair of Committee confirmed that the Committee had considered and endorsed the University’s proposed Risk Management Policy and Risk Appetite and Tolerance Statement for approval by Board.

The Chair of Audit Committee advised that the Committee had also received an excellent presentation from the Head of Procurement on the University’s Annual Procurement Report and was satisfied that clear and robust procurement arrangements were in place.

The Chair of Audit Committee highlighted that the Committee had considered the University’s Pensions Report in detail and had conducted its first deep dive session on pensions. The Chair confirmed that the Committee had received helpful information on financial modelling and planning assumptions for future pension provision. The Committee would conduct a deep dive exercise on Information Security at its next meeting in June.

The Chair of Audit Committee reported that significant progress was being made on the implementation/completion of all outstanding historic audit recommendations. Whilst the planned audit programmes for 2019-20 and 2020-21 had been affected by the Covid-19 pandemic an effective programme of audit and assurance had remained in place.

The Chair of Audit Committee concluded by advising that a limited competition would be run over the next few months to secure internal audit services and that the Committee was set to consider proposals at its June meeting. The Chair of Audit Committee also advised of changes to key personnel at the University’s external auditors.

 **The Board Resolved:**

1. **To note the oral update from the Chair of Audit Committee.**

**7. Covid-19 Update (agenda item 7)**

The University Secretary provided the Board with a brief oral update on work being undertaken to support the safe return to campus for staff and students. Work being undertaken by the Environment and Estates Directorate to improve ventilation in all rooms was specifically highlighted.

 **The Board Resolved:**

1. **To note the oral update from the University Secretary.**

**8. Any Other Business (agenda item 8)**

 There was no other business.

**PART B**

The Board noted and/or approved the business listed below without discussion:

**9. Dates of Future Board Meetings for 2020-21 Academic Year (agenda item 20)**

**The Board Resolved:**

1. **To note the dates of its scheduled 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**

**PART C (Restricted Business)**

**10. Restricted Summary Report of Remuneration Committee Meeting: 9 December 2020 and 25 February 2020 (agenda item 10)**

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 5.45pm)

(Restricted Meeting concluded 6.50pm)