

**Board of Governors**

**CONFIRMED MINUTES**

DATE: Thursday 6 July 2023

TIME: 3:00pm

LOCATION: St Pierre Country Club Hotel, Chepstow

**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. Roisin Connolly (Independent Governor)
5. Karen Fiagbe (Independent Governor)
6. Venky Gonavaram (Student Governor - outgoing)
7. Dr Malcolm James (Academic Staff Governor)
8. Menai Owen-Jones (Independent Governor)
9. Chris Pilgrim (Independent Governor)
10. Natalia-Mia Roach (Student Governor)
11. Alison Thorne (Independent Governor)
12. Matthew Tossell (Independent Governor)
13. Dr Chris Turner (Independent Governor)
14. Rewathi Viswanatham (Student Governor - incoming)
15. Scott Waddington (Independent Governor)
16. David Warrender (Independent Governor)

**In attendance:**

1. Professor Jacqui Boddington (Pro Vice-Chancellor Student Engagement)
2. Professor Sheldon Hanton (Pro Vice-Chancellor Research and Innovation)
3. Mairwen Harris (Head of Strategy, Planning and Performance)
4. Professor Rachael Langford (Deputy Vice-Chancellor)
5. David Llewellyn (Chief Officer (Resources))
6. Emma Potts (Interim University Secretary)
7. Emily Samphier (Governance Officer)
8. Greg Lane (Head of Governance and 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 Nick Capaldi (Senior Independent Governor), Paul Matthews (Independent Governor) and Kirsty Palmer (Academic Board Representative Governor).

## The Chair welcomed Rewathi Viswanatham (incoming Students’ Union Vice President) to their first meeting of the Board.

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

## No declarations were made.

# **Minutes of the previous meeting: Thursday 11 May 2023 (agenda item 3)**

## 3.1 The Board Resolved:

## To approve the minutes of Thursday 11 May 2023 as a correct record**.**

# **Matters arising (agenda item 4)**

## There were no matters arising from the previous meeting.

# **Chair’s Report (agenda item 5)**

## The Chair of the Board presented his report and updated on several important external meetings that he had attended: (i) Firstly, the Committee of University Chairs (CUC) Summer Plenary session held in London on 16 May where the main discussion was on the funding challenges faced by all universities across the UK. (ii) Secondly, the Universities and Colleges Employers Association (UCEA) Board meeting held in London on 13 June where the discussion was on the possible next steps in the long running dispute with the UCU. The Chair had agreed to become a member of the Negotiating Committee from August onwards. (iii) Thirdly, the Chairs of Universities in Wales (ChUW) meeting held on 27 June at University of South Wales (USW) had received updates from Dr David Blaney CEO of Higher Education Funding Council for Wales (HEFCW) and Welsh Government on the further progress in setting up the new Commission for Tertiary Education and Research (CTER). (iv) Fourthly, Chairs and Vice Chancellors for all of Wales’s universities met on 27 June to discuss funding challenges faced by the sector in advance of a meeting with Jeremy Miles MS (Welsh Government Minister for Education and the Welsh language) on 12 July.

## The Chair provided an update on progress for the recruitment of a new Vice Chancellor. The long list had been agreed on 28 June. The short list had been scheduled for 19 July and interviews would take place in early September.

## The Chair updated the Board on the recent election for a new Academic Staff Governor. The Chair invited the Board to formally consider and approve the appointment of Dr Clare Glennan from 1 August 2023 to 31 July 2026. The Chair thanked Dr Malcolm James, who was retiring as a Board member after six years for his contribution to the work of the Board.

##  The Board Resolved:

## To note the Chair’s Report.

## To appoint Dr Clare Glennan as Academic Staff Governor from 1 August 2023 to 31 July 2026.

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

## The Vice Chancellor provided an oral update on a range of areas. (i) Firstly, on the UCU dispute and its impact on the University. The Vice Chancellor confirmed that notwithstanding the marking and assessment boycott by UCU all module and assessment marking had been fully completed for those students graduating in July. This was a considerable achievement. Many universities had not been able to do this. (ii) Secondly, the Vice Chancellor advised that around 3,600 students would graduate at degree ceremonies in July. This was a record number and reflected the University’s steady growth. (iii) Thirdly, the Vice Chancellor updated on discussions on Welsh higher education sector finance – with particular reference to the Full Time Undergraduate fee being £250 less in Wales than in England. (iv) Fourthly, the Vice Chancellor updated on senior staff recruitment. New Directors for Marketing, Communications and Student Recruitment, for Environment and Estates and for Digital and Library Services were set to join the University over the summer period. (v) Finally, the Vice Chancellor provided an update on how the higher education sector was using and embedding guidance on staff to student sexual misconduct. The Vice Chancellor had led the Universities UK review that had developed strategic guidance on this subject.

## Board members reflected on the Vice Chancellor’s comments on Welsh higher education sector finance and advised that the public worth and benefits of Welsh universities should continue to be highlighted in discussions with Welsh Government.

## 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. (i) Firstly, the outgoing Students’ Union President provided an update on the outcomes of the Cardiff Met Students’ Union review of Governance and Democracy. (ii) Secondly, the incoming Students’ Union President highlighted the work that the SU was undertaking to support students through exam assessment periods and the UCU marking and assessment boycott. Social media and website comms had been updated to provide advice on mitigating circumstances, solutions and outcomes, unfair practice, and plagiarism. The SU was working closely with the University’s Registry Services to ensure that messaging was consistent and aligned. (iii) Thirdly, the incoming Students’ Union President provided an update on the recruitment of School Reps and Part Time Officers. Most activity was planned for July and August. The Student Leadership Team had a scheduled training week in early September. (iv) Fourthly, the incoming Students’ Union President highlighted the care and support that the SU was providing to international students – particularly during out of hours for those with accommodation related problems. (v) Fifthly, the incoming Students’ Union President was pleased to confirm that after discussion/consultation the SU’s Llandaff Offices would remain in P Block. This would help the SU retain a visible and accessible presence on Llandaff campus. (vi) Finally, the Students’ Union President advised of activities that it was planning to run in 2023-24. Specific reference to the SU’s block grant funding was highlighted in terms of what activity could be supported. Board members would be advised of SU run events in due course.

## The Chair, on behalf of the Board, thanked Venky Gonavaram, the outgoing Students’ Union President for her contribution to the work of the Board over the previous two years, and for her wider role in representing students and addressing their concerns.

## 7.2 The Board Resolved:

## To note the Students’ Union Update.

## **PART A (II) Items of Specific Importance – for Discussion and/or Approval**

# **Student Relationship Agreement for 2023-24 (agenda item 8)**

## The Pro Vice Chancellor for Student Engagement introduced the report which appended the Agreement for 2023-24. The Agreement aimed to provide a clear and concise account of the relationship between the University and Cardiff Met Students’ Union. The Agreement was designed to meet legal requirements on the University to ensure that the Students’ Union operated in a fair and democratic manner and to address other legalities relating to the registered charity status of both parties. The Agreement also included an Implementation Plan for 2023-24 which explained the ways in which both parties would work together to deliver the Principles of the Agreement. The draft Agreement had been considered by the Relationship Committee in April 2023 and was subsequently formally approved by Cardiff Met Students’ Union Board of Trustees in May 2023 and the University’s Academic Board in June 2023.

## 8.2 The Board Resolved:

## To note the Student Relationship Agreement for 2023-24.

## To note that the signed version of the Agreement for 2023-24 would be published on the University’s website.

# **Student Charter for 2023-24 (agenda item 9)**

## The Pro Vice Chancellor for Student Engagement introduced the report which appended the Student Charter for 2023-24. It was explained that whilst the Charter was not a legal document, HEFCW expected every regulated institute in Wales and their students’ unions to have a Charter or equivalent document. The Charter was a high-level document that set out the mutual expectations, rights and responsibilities of institutions and their students. The report provided an update on the annual review of the Charter for 2023-24 by the Student Charter Review Group and the revised wording for the commitments endorsed by the Learning, Teaching and Student Engagement Committee in May 2023 and Academic Board in June 2023.

## 9.2 The Board Resolved:

## 1) To approve the Student Charter for 2023-24.

## 2) To note that the Student Charter for 2023-24 will be published on the University’s website.

# **Student Recruitment Update (agenda item 10)**

## The Deputy Vice Chancellor introduced the report and provided an update on student recruitment numbers versus expectation from all mode, level and domicile groups. Full time undergraduate home applications were at 10,262 (up 0.6% on the previous year. The sector as a whole was 2.06% down. Home postgraduate applications were at 454 (up 2%). PGCE home applications were at 861 (down 8%). International postgraduate applications for September were at 7,116 (down 29%). International undergraduate applications were at 2,142 (down 7%). The reported figures highlighted an increasingly mixed and complex situation. There were significant variances between the number of applications received, the number offers made and the number of acceptances received. It was however evident that there was a significant retraction in the number of acceptances received. The Deputy Vice Chancellor highlighted that the employment market had become more buoyant post Covid and that that many people were now taking up offers of employment instead. High inflation and cost of living pressures further exacerbated matters. The Deputy Vice Chancellor also advised that changes to UK Visa requirements and increased uncertainty/instability in some key countries had made international student recruitment more challenging.

## Board members noted the increasingly challenging student recruitment market and reflected that the University’s arrangements for the clearing process would be particularly important for the 2023-24 academic year. The Deputy Vice Chancellor in response, outlined the arrangements and specific initiatives that the University had in place. The Pro Vice Chancellor also emphasised the importance of retaining students – both new and returning – and explained some of the work that was being undertaken to support this.

## The Board Resolved:

## 1) To note the Student Recruitment Update.

# **Future Board Structure (agenda item 11)**

## The Chair of the Board introduced the report that set out proposals on the University’s future Board structure (specifically proposed changes to Governor level committees). It was envisaged that the proposed structure would help the University navigate new external challenges – such as post-Covid world changes, recession fears/cost of living pressures, and the different demands of CTER as the new regular/influencer. It was anticipated that the proposed structure would help the University deliver against the aims and ambitions of its new strategic plan ‘Strategy 2030’. The Chair summarised the broad changes to role and remit of each of the existing Governor-level committees and outlined the role of the proposed new People Health and Wellbeing Committee. The Chair advised that Governance and Nominations Committee had endorsed the proposals at its meeting on 19 June 2023. The proposals would be introduced in early 2024.

## 11.2 The Board Resolved:

## 1) To endorse the proposals on Future Board Structure for introduction in early 2024.

# **Thematic Strategies (agenda item 12)**

## The Head of Strategy, Planning and Performance introduced the report that set out the four thematic strategies for approval by Board. The four thematic strategies were: (i) Learning, Teaching and Student Engagement; (ii) Research and Innovation; (iii) Global Engagement; and (iv) Civic Mission. Academic Board and SPPC had endorsed the thematic strategies at their respective meetings in June 2023. The thematic strategies had been designed and developed to add detail to the high-level strategic plan ‘Strategy 2030’ that had been approved by Board in July 2022.

## Board members commended the Executive and the Head of Strategy, Planning and Performance for their work in developing what were considered detailed and well thought through thematic strategies.

## The Board Resolved:

## 1) To approve the Thematic Strategies on:

## Learning, Teaching and Student Engagement

## Research and Innovation

## Global Engagement

## Civic Mission

# **Enabling Strategies (agenda item 13)**

## The Head of Strategy, Planning and Performance introduced the report that set out the four enabling strategies for approval by Board. The four enabling strategies covered: (i) Finance; (ii) Estates; (iii) People; and (iv) Digital. Academic Board and SPPC had endorsed the enabling strategies at their meetings in June 2023. The enabling strategies had been designed and developed underpin the high-level strategic plan ‘Strategy 2030’ that had been approved by Board in July 2022.

## The Chief Officer Resources commented that having a sound Finance Strategy in place was key to enabling investment in the strategies for Estates, People and Digital. The University would therefore need to be alive to emerging financial risks to the University directly and the higher education sector as a whole.

## Board members briefly discussed whether the development of an alumni function could assist with income generation and income diversification. The Chief Officer Resources advised that the University currently received very little income from alumni. If the alumni function/service were to be re-established, then it would need to be cost effective – it would need to generate more income from sponsorship and fundraising than it would cost to provide the service. Board members advised that if an alumni function were to be set up then it should aim to raise funds for specific purposes rather than just have a general fund.

## Board members stressed the importance of ensuring that each of the enabling strategies were sufficiently agile and adaptable to cope with challenges and change. This was considered particularly pertinent for the Estates Strategy.

## The Board Resolved:

## 1) To approve the Enabling Strategies on:

## Finance

## Estates

## People

## Digital

# **Measures of Success (agenda item 14)**

## The Head of Strategy, Planning and Performance introduced the report that set out the University’s proposed Measures of Success. The Measures would enable the University to track progress against strategic goals that had been agreed in the University’s strategic plan ‘Strategy 2030’. The report provided information on the proposed methodology, ambition level and achievement trajectory over the period for each Measure. There were seventeen Measures across five themes covering: Reputation; Learning, Teaching and Student Engagement; Research and Innovation; Global Engagement and Civic Mission. There were a further four enabling strategy Measures covering: People; Environment; Financial Sustainability and Digital.

## Board members noted that there were no targets set against the Environment Measure to achieve Carbon Net Zero by 2030. The Chief Officer Resources advised that a Carbon Management Plan was being developed by specialist consultants working with the University. The target information would be available for review by the Board at its meeting on 29 November 2023.

## The Head of Strategy, Planning and Performance highlighted proposals for the annual review of Measures to be completed by the Board at is November/December meeting with updates on releases as appropriate. The Board agreed to the proposed timings.

## 14.4 The Board Resolved:

## 1) To agree the Measures of Success.

## 2) To agree the timing of future updates to the Board of Governors.

# **Budget Proposals for 2023-24 (agenda item 15)**

## The Chief Officer Resources introduced the report on the University’s budget proposals for 2023-24 academic year for approval by the Board. The proposals had been considered and developed by the Vice Chancellor’s Executive Group between March and May and then endorsed by Academic Board on 7 June 2023 and Resources Committee on 21 June 2023.

## The Chief Officer Resources highlighted the key features of the budget proposals, these included: Turnover projected at £160m (2023 projected outturn £151m); Cash surplus projected at £10m (6.2% of turnover); Staff spend as a percentage of turnover projected at 61.5% on a cash basis; and Cash on deposit at 31 July 2024 projected at £49.7m.

## The Chief Officer Resources explained that the proposed budget for 2023-24 was set against the backdrop of a high inflation environment. After a long period of benign inflation, the proposed budget for 2023-24 had to accommodate significant pay and non-pay inflation across all budget heads. This was whilst being impaired by the inability to increase the price charged for the University’s main source of income, due to the continued government cap on the fee that could be charged. The Full Time Undergraduate (FTUG) tuition fee amounted to 43% of the University’s turnover. The £9k cap for FTUG remained frozen for a twelfth successive year. The Chief Officer Resources advised that the operating outlook for 2022-23 had proved challenging and stressed that this would remain the same for 2023-24.

## The Chief Officer Resources explained how strong levels of liquidity/cash on deposit could be used to support the University’s capital programme plans to redevelop the University’s estate. Whilst inflation meant that further increases in interest rates were likely, the University would still be able to borrow money at a relatively favourable rate. The Chief Officer Resources outlined some of the borrowing options available including commercial loans and private placements. Board members had a brief discussion on these in the context of the University’s capital programme plans. It was anticipated the University could support its capital needs during 2023-24 from its own resources with no need to borrow additional funds before 2024-25 at the earliest.

## The Board thanked the Vice Chancellor’s Executive Group for their work on the development of the budget proposals.

## 15.2 The Board Resolved:

## 1) To approve the Budget Proposals for 2023-24.

# **HEFCW Financial Forecasts (agenda item 16)**

# 16.1 The Chief Officer Resources introduced the report that provided a summary of the University’s financial forecasts to 31 July 2027. The University was required to submit the forecasts to HEFCW following endorsement by the Board. The forecasts highlighted: the maintenance of a strong operational outlook as demonstrated by a projected increase in turnover; the improving operational cash generation; and the improving staff KPI returning to around 60% (on a cash basis). The forecasts also highlighted the maintenance of strong liquidity whilst simultaneously funding capital infrastructure improvements. The forecasts showed the likely end of the distortion of the Income and Expenditure Account and the Balance Sheet by the pension deficit account changes.

## 16.2 The Board Resolved:

## 1) To endorse the Financial Forecasts for submission to HEFCW.

# **University Risk Report and Risk Register (agenda item 17)**

## The Head of Strategy, Planning and Performance introduced the report. There were twenty-six risks included on the high-level risk register. Of these six were rated as red, nineteen rated as amber and one rated as green. Two new risks had been added to the high-level register since the previous reporting round. These related to industrial action, and poor international student debt recovery. The Head of Strategy, Planning and Performance also advised of changes to the scores to some of the risks listed following actions to mitigate risks. The Chair of Audit Committee confirmed that the Committee had reviewed the Register in detail at its meeting on 26 June 2023 and had endorsed it for approval by the Board.

## The Board Resolved:

## To approve the University Risk Report and Risk Register.

# **Campus 2030 Programme Board Summary Report (agenda item 18)**

## The Chair of Campus 2030 Programme Board) presented the report and summarised proceedings of the Programme Board meeting held on 6 June 2023. The Chief Officer Resources provided a further update on progress since the meeting had been held.

## Board members discussed specific aspects of the Programme relating to the scale and scope of the Masterplan and the potential acquisition of additional sites to accommodate growth.

## The Board Resolved:

## To note the Campus 2030 (Programme Board) Summary Report.

# **Any Other Business (agenda item 19)**

## The Chair of the Board thanked Dr Chris Turner, who was retiring as an Independent Governor after six years, for his contribution to the work of the Board. During his tenure, Dr Turner had served as Vice Chair of the Board and Chair of the Remuneration Committee.

## **PART B: Items for Noting**

# **HEFCW Institutional Risk Review Letter (Final) (agenda item 20)**

## The Board Resolved:

## To the note the HEFCW Institutional Risk Review Letter and the University’s Response.

# **Review of Whistleblowing Policy (agenda item 21)**

## The Board Resolved:

## To the note the updated Whistleblowing Policy that had been approved by Audit Committee at its meeting on 27 June 2023.

# **Remuneration Committee Summary Report (14 June 2023) (agenda item 22)**

## The Board Resolved:

## To the note the Remuneration Committee Summary Report (14 June 2023).

# **SPPC Summary Report (9 March 2023) (agenda item 23)**

## 23.1 The Board Resolved:

## 1) To note the Strategic Planning & Performance Committee Summary Report (15 June 2023).

## 2) To approve the Committee’s 2021-22 Annual Report for publication on the University’s website.

1. **Governance and Nominations Committee Summary Report (19 June 2023) (agenda item 24)**

## 24.1 The Board Resolved:

1. To the note the Governance and Nominations Committee Summary Report (19 June 2023).
2. **Resources Committee Summary Report (21 June 2023) (agenda item 25)**

## 25.1 The Board Resolved:

1. To the note the Resources Committee Summary Report (21 June 2023).
2. **Audit Committee Summary Report (26 June 2023) (agenda item 26)**

## 26.1 The Board Resolved:

1. To the note the Audit Committee Summary Report (26 June 2023).

Meeting concluded: 5:55pm

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