

UNIVERSITY OF WALES INSTITUTE, CARDIFF

MEETING OF THE BOARD OF GOVERNORS: 12 OCTOBER 2010

MINUTES

Present: Mr.J.W.Owen (Chair), Lord Boswell of Aynho, Ms.A.Bounouri, Professor.A.J.Chapman (Vice-Chancellor & Principal), Mr.B. Davies, Dr.P.Easy, Dr.D.E.Jones, Mrs.M.Maxwell, Mr.A.Piper, Dr.G.N.J.Port, Miss.C.Rafferty, Mr.D.Rosser, Dr.R.Smith, Mr.E.C.Thomas, Mr.J.F.Thomas, Mr.P.R.Williams

Attendance: Mrs.P.M.Ackroyd (Director of Operations), Professor.R.Brown (Pro Vice-Chancellor), Mrs.J.Hare (Pro Vice-Chancellor), Mr.R.Moremon (Director of Marketing & Communications), Mr. D. C. Price (Director of Strategy Development), Professor G Kavanagh (Dean of the Cardiff School of Art & Design - for item 1228), Mr.R.D.G.Walters (Clerk to the Governors), Mr.M.J.Warren (Director of Finance)

1224. Apologies for Absence

Apologies for absence were received from Mrs.Z.V.Harcombe, Mr.R.Kemp, Mr.S.Mathur Mrs. M. Maxwell, Mrs.E.Piffaretti, and Mr.N.Roberts.

1225. Declarations of Interest

There were no declarations of interest.

1226. Minutes of the Board of Governors

The minutes of the meeting of 13 July 2010 were confirmed as a correct record and signed.

Matters Arising

.1 Governance Report: Registration under the Charities Act (1221.3)

Members were advised that the section of the registration form requiring the signature of individual members would be circulated later in the term

.2 Governance Report: Effective Governance: Governing Body; Leadership Foundation Project (1221.4.1)

It was confirmed that questionnaires were to be circulated electronically shortly after the Board meeting with a request for completion and return early in November.

.3 Governance Report: Committee Membership (1221.1.1.2)

It was reported that the Terms of Reference for the new Estates Sub-Committee had been approved by the Finance & Estates Committee on 28 September 2010 and that the Sub-Committee would meet before the next meeting of its parent committee.

.4 Governance Report: Governors' Away-Day (1221.4.5)

It was noted that the outcomes of the Away-Day held on 30 September and 1 October 2010 had been circulated to governors with the papers for the 5 October Stakeholder Forum meeting and had been included as an appendix to the Futures Group: Corporate Strategic Plan 2011/12 to 2015/16 report presented to this meeting (min. 1229 below refers). A communiqué to staff and students was to be issued as soon as practicable after this meeting.

1227. Standing Items:

.1 Report of the Chair of the Board of Governors

The Chair's written and oral report presented details of meetings and events attended since the last Board meeting. Attention was drawn to the conference to be held by the Learned Society of Wales at the Llandaff Campus on Wednesday, 18 May 2011 on the subject "What universities are for".

It was reported that the meeting of the Strategic Planning Committee scheduled for 28 September had been cancelled and that the Committee would next meet on 30 November 2010.

The Chair summarised the discussion at the sixth meeting of the Stakeholder Forum, held on 5 October 2010, which had considered and commented upon the deliberations of the Governors Away-Day. Suggestions had been made regarding the language and nature of communications, the handling of negative responses to consultation, and the development of a unique selling point to become a venue of choice for students.

Resolved that the report be received.

.2 Report of the Vice-Chancellor & Principal

The Vice-Chancellor's periodic report presented details of progress made since the meeting of the Board of Governors in July 2010. Activities continued to be reported against the agreed Strategic Aims. Attached to the report were the approved minutes of the Academic Board meeting of 18 June 2010 and the unconfirmed minutes of the meeting of 6th September 2010.

The report provided a summary of progress under the WAG Regional Planning initiative, including continued work on shared services, and work on the development of a joint Regional Strategy for the South East Wales region for submission by 30 November 2010 (min. 1229 below refers). Following debate at the last meeting (min. 1218.4 refers), details were provided of proposals for an additional mechanism for governor oversight of TNE provision which were to be presented to the Strategic Planning and Audit Committees later in the term.

The report incorporated recommendations and related documentation to support the requests for approval of the Governance Framework and Memorandum of

Understanding for the South East Wales Centre for Teacher Education and Training (SEWCTET) and of the revised Welsh Language Scheme prior to its submission to the Welsh Language Board.

The meeting noted with approval the significant recent developments at the Llandaff Campus, particularly the new building for the Cardiff School of Management and the new Campus Centre and the efficient transfer of staff and operations from the Colchester Avenue campus to the Llandaff Campus. Also noted were the positive outcome of the recent voluntary severance scheme, a general and sustained improvement in performance in annual university league tables and the National Student Survey, and exemplary performance in the annual Autumn International Student Barometer in which UWIC had been ranked first in the UK for 'overall satisfaction'.

The meeting noted and discussed the provisions of HEFCW Circular W10/33HE: *Guidance on the management of full-time undergraduate student numbers from 2011/12* and its anticipated impact on UWIC's student numbers and fee income. Noted also were the proposals issued earlier on 12 October by Lord Browne of Madingley for HE funding and student finance in England, recommending the removal of the tuition fee cap, and the Minister CELL's response thereto. The Minister responded, *inter alia*, that the Browne review further shifted the burden of paying from higher education from the state to the graduate. The Minister's response stated that "radical change to structure, organisation, and delivery is the only way to transform the impact of higher education on Wales's prosperity and well being. We will do that on the basis of our strategy, For our Future." The response concluded that the WAG preference was for "planning the future of higher education, rather than letting the market rule." These developments and their implications for UWIC were to be considered by the Futures Group at its final meeting and thereafter by the Strategic Planning and Finance & Estates Committees.

Resolved that:

- 1 the report be noted;
- 2 the SEWCTET Governance Framework and Memorandum of Understanding be approved;
- .3 the revised Welsh Language Scheme be approved.

.3 **Report of the Students' Union President**

The UWICSU President's periodic report presented details of the Union's achievement of charitable status, the transformation of the former Llandaff Student Centre into the new Llandaff Campus Centre (managed by UWICSU), developments in the student representation structure and Week One activities.

It was noted that two pilot initiatives had been launched for the start of this academic year in support of the presentation of a detailed proposal later in the business year for the introduction of a Student Activity Fund.

Resolved that the report be noted.

1228. Presentation by the Dean of the Cardiff School of Art & Design

The meeting received a presentation on strategic issues facing the CSA&D.

The presentation drew attention to the School's reputation as a high performing art school of international standing working effectively with regional partners and proactively pursuing a radical redevelopment of portfolio. Central to the School's future, it was argued, was the provision of estate that was appropriate for portfolio development, business and community links and future student numbers. The estate needed to project to students, investors and employers the School's standing as the leading arts school in Wales and a significant player in Europe.

The meeting acknowledged the need to resolve the uncertainty surrounding the future of Howard Gardens and thus assist the School to fulfil its potential as the leading centre for the creative industries in Wales.

Resolved that the presentation be received.

1229. Futures Group: Corporate Strategic Plan 2011/12 to 2015/16

A written report evaluated the feedback elicited from the Futures Group consultation exercise and considered the outcomes of the Away-Day held on 30 September/1 October 2010 and the implications of emerging regional planning arrangements in South East Wales. Attached to the report were: i) Futures Group Consultation: Analysis of Feedback; ii) Futures Group Consultation: Excerpts; iii) Slides of a presentation given at the Away-Day and iv) Summary of Outcomes of the Board of Governor's Away-day

It was reported that a South-East Wales Regional Plan, endorsed by each institution, was to be submitted to HEFCW by 30 November 2010. It was noted that the contents of the Regional Plan were likely to have implications for strategic direction and thus require the approval of governors. Subsequent to HEFCW's assessment of the regional plan, the region would be required to submit a unified application for funding to support its proposals in January 2011.

It was noted that the Consultants appointed to assist in the regional planning initiative intended to convene consultative meetings with the various institutions' stakeholders on 20th October 2010.

Members were advised that the final meeting of the Futures Group would give detailed consideration to the outcomes of the recent Away-Day and Stakeholder Forum meeting and this meeting and bring forward practical recommendations to the next meeting of the Strategic Planning Committee, on 30 November 2010, for the strategic planning process. Such recommendations would be designed to allow UWIC to respond effectively and swiftly to emerging funding issues and the developing WAG agenda.

It was noted that there was a large measure of consensus around the outcomes of the Futures Group consultation process and the Away-Day's identification of four areas for particular work during the year, viz. the future of the Howard Gardens site, closer working with FE partners, closer academic integration across UWIC, and mechanisms to demonstrate more effectively UWIC's continued adherence to the political environment and the *For our Future* agenda. It was agreed that effective communications both within and without the university were critical and that particular effort was to be expended to improve communications with politicians and senior officials; the ambassadorial role of individual governors in this regard was noted.

Resolved that:

- .1 the report be noted;
- .2 the outcomes of the Away-Day held on 30 September/1 October 2010 be approved and, as developed by the Futures Group, form the basis of the Corporate Strategic Plan to be approved in July 2011.

1230. Coleg Cymraeg Cenedlaethol (Coleg Ffederal): Constitution (Draft)

A written report presented the draft constitution for Coleg Cymraeg Cenedlaethol, the proposed new name for Coleg Ffederal, which was scheduled to commence business in Autumn 2011. In common with all Higher Education Institutions in Wales, UWIC was asked to approve a constitution which limited members' liability to a sum not exceeding £10.

Resolved that the draft Constitution be approved.

1231. Audit Committee:

The meeting received documentation from and a summary of the work of the Audit Committee meeting of 21 September 2010.

.1 Internal Audit: Annual Report 2009/10

The meeting received the Internal Auditors' positive Annual Report for the business year 2009/10 as presented to the Audit Committee on 21 September 2010. RSM Tenon provided the following Head of Internal Audit Opinion for 2009/10 based on 17 assurance audit reviews during the year (of which 13 had provided substantial assurance, three adequate assurance and one limited assurance):

“We are satisfied that sufficient internal audit work has been undertaken to allow us to draw a reasonable conclusion on the adequacy and effectiveness of UWIC's arrangements. For the 12 months ended 31 July 2010, in our opinion, based on the work we have undertaken, our opinion regarding the adequacy and effectiveness of UWIC's governance, risk management and control arrangements is as follows:

Governance - Adequate and Effective
Risk Management - Adequate and Effective
Control - Adequate and Effective”

Resolved that the Internal Auditors' Annual Report for 2009/10 be received and submitted to the Funding Council for information.

.2 Revised Internal Audit Strategy 2010/11 to 2013/14

Further to the initial Internal Audit Plan and Strategy approved by the Board of Governors in July 2010 subject to revision, the meeting received and approved revised proposals for the Internal Audit Plan 2010/11 and the five-year Strategy to 2014. The revised proposals, which had been endorsed by the Audit Committee on 21 September, reflected suggestions made at the Committee's meeting in June 2010 to achieve closer alignment with priority areas and key organisational risks.

Resolved that the revised Internal Audit Plan for 2010/11 and Strategy for 2010 - 2014 be approved

.3 Risk Management: Annual Report 2009/10

The annual Risk Management Report was presented for approval. The report set out the mechanisms developed to enable the Audit Committee on behalf of the Board of Governors to meet its responsibilities for reviewing the risk management framework. Appendices to the report presented the Risk Management Policy, which had been last reviewed in June 2010, details of the risk management process, the annual review of effectiveness of the internal control system drawn up by VCB on behalf of the Vice-Chancellor for the information of Governors, the corporate risk register as at 13 September 2010, the work of the Risk Management Committee and the current Disaster Recovery Plan.

It was reported that the Audit Committee had given detailed consideration to the contents of the risk register and the executive's assessment of movement and change in the major identified risks. It was emphasised and acknowledged that the Board of Governors owned responsibility for risk management and that the Audit Committee's role, as set out in the HEFCW Audit Code or Practice issued in 2008, was to review UWIC's mechanisms for the assessment and management of risk and for assuring compliance with corporate governance requirements. The main fora for periodic executive scrutiny of risk were VCB and the Risk Management Committee.

The meeting examined the risk register, challenged certain individual assessments of risk and agreed that corporate risk would receive more detailed consideration as a priority issue at least annually at meetings of the governing body commencing in December 2010.

Resolved that:

- .1 the work of the Risk Management Committee during 2009/10, the Risk Management Policy and Process, the annual review of effectiveness and the most recent iteration of the Corporate Risk Register be noted;
- .2 the governing body would give more detailed consideration to the risk register annually commencing in December 2010.

.4 Chair's Report

The unconfirmed minutes of the Audit Committee meeting of 21 September 2010 were tabled. The Committee Chair's oral report provided details of receipt of five positive internal audit reports and the Committee's intention, subject to the completion of internal audit plans within year, to meet on one occasion each term (retaining the opportunity to call special meetings when required).

Resolved that the oral report be received.

1232. **Governance:**

.1 Governance Report

.1 Board Membership

1.1 Academic Board Nominee 2010/2013

The Clerk reported that in accordance with approved procedures Dr.

Russell Smith had been re-appointed as Academic Board nominee for the remainder of the term 1 August 2010 to 31 July 2013.

1.2 Academic Staff Representative 2010/2013

Following the retirement of Mr John Wildsmith, Academic Staff Representative, from UWIC's employment during August 2010, it was reported that in accordance with approved procedures Mr. Ray Kemp had been appointed as Academic Staff Representative for the remainder of the term 1 August 2010 to 31 July 2013.

2. Appointment of Chair of the Board of Governors

The Clerk's written report presented proposals for a search for a new Chair of the Board of Governors from 1 August 2011 and the appointment of a Working Group to oversee the appointment procedure, liaise as necessary with the Nominations Committee and do all things necessary to bring recommendations for appointment to the Board of Governors. It was agreed that the search procedures would include provision for both internal and external searches and that the extension of the procedure to include external search, as in 2005, would not work to the prejudice of any internal candidate.

It was agreed that the Working Group would comprise the Lord Boswell, Mrs. Zoe Harcombe and Mr. David Rosser (supported and serviced by the Clerk).

3. Application for University Title and Change of Name

It was reported that the application for change of name had been sent to the Privy Council in July 2010 and that receipt of the application had been acknowledged.

4. Effective Governance

4.1 Governing Body: Leadership Foundation Project

The meeting gave formal approval to proposals for UWIC's participation in the Leadership Foundation's pilot project to test the Framework developed in the report entitled Developing a New Approach to Reviewing Governing Body Effectiveness in Higher Education and agreed that the pilot project would form the periodic review of the effectiveness of the Board of Governors;

It was agreed that the Project Working Group to oversee the conduct of the exercise would comprise the Lord Boswell, Ms A. Bounouri and the Clerk.

4.2 Ensuring Excellence: Higher Education Governance in Wales

It was agreed that completion of the All Wales Action Plan issued by HEW and CHEW under the 'Ensuring Excellence' initiative would be delegated to the Clerk in consultation with the Leadership Foundation's Project Working Group and the Board Chair and Vice-Chancellor. The completed action plan, which was to be submitted to the CHEW Secretariat by 31 December 2010 and implemented within

six months of that date, was to be considered by governors as part of the review of the Board's effectiveness.

5. Academic Board

On the recommendations of Academic Board the meeting approved a revised composition for Academic Board with immediate effect as follows:

Vice-Chancellor & Principal (Chair)	1
Deputy Vice-Chancellor (Vice Chair)	1
Pro-Vice-Chancellor (Research)	1
Dean of Graduate Studies	1
Dean of Quality & Standards	1
Deans of School	5
School Director from each SMPT [#]	5
Dean of Academic Development	1
Dean of Learning & Teaching	1
Dean of Students	1
Dean of International Development	1
Head of Library and Information Services	1
Head of Enterprise	1
A Professor elected by Professoriate	1*
Academic Staff Members (elected by academic staff)	2*
Technician Staff Member (elected by technician staff)	1*
Students chosen by the Student Union	2
Total	27

Maximum possible membership - 30

*Terms of Office: 3 years with no three terms to be consecutive.

to be drawn from Directors of Research, Enterprise, and Learning & Teaching.

The balance of Director representation to fit the needs of Academic Board for the session.

A report on a recent review of the effectiveness of Academic Board was presented for information.

6. HEFCW Circulars

The report presented a list of HE circulars issued since the last meeting. Particular note was drawn to Circular W10/33HE: *Guidance on the management of full-time undergraduate student numbers from 2011/12.*

Resolved that:

- .1 the report be noted;
- .2 the re-appointment of Dr. Russell Smith and the appointment of Mr. Ray Kemp as Academic Board Nominee and Academic Staff Representative respectively for the remainder of terms to 31 July 2013 be approved;

- .3 the procedures for the search for a new Board Chair from 1 August 2011 include provision for external search, such provision not to work to the prejudice of any internal candidate;
- .4 the Working Group set up to oversee the search for a new Chair comprise the Lord Boswell, Mrs. Zoë Harcombe and Mr. David Rosser (supported and serviced by the Clerk);
- .5 formal approval be given to the proposals for UWIC's participation in the Leadership Foundation's pilot project on effective governance and to the next review of the effectiveness of the Board of Governors;
- .6 the Project Working Group set up under .5 above comprise the Lord Boswell, Ms. Alette Bounouri and the Clerk;
- .7 proposals for completion and submission of the All Wales Action Plan be approved;
- .8 proposals for revised membership of Academic Board be approved.

.2 Seventh Annual Report of the Clerk to the Governors

A written report presented the Clerk's Seventh Annual Report, for the year 2009/10. The report summarised the composition, structure and operation of the Governing Body and gave assurance of compliance with the Instrument and Articles of Government during the last business session. Included in the report was an open summary report of the work of the Remuneration Committee during 2009/10.

Resolved that the Annual Report be received.

1233. Any Other Business

.1 Restricted Items

Resolved that the following item would retain restricted status:

Internal Audit Annual Report

The meeting was followed by a private meeting of independent and non-staff/student co-opted governors at which the Chair presented written details of the business of the Remuneration Committee meetings of 13 July and 5 October 2010 which, *inter alia*, had determined (subject to internal consultation on certain matters) senior-post holders' assignments and salaries for 2010/11 and the redesignation of the post of Pro Vice-Chancellor (Learning and Teaching) as Deputy Vice-Chancellor.

Signed

Dated