

UNIVERSITY OF WALES INSTITUTE, CARDIFF

MEETING OF THE BOARD OF GOVERNORS: 14 DECEMBER 2010

MINUTES

Present: Mr.J.W.Owen (Chair), Ms.A.Bounouri, Professor.A.J.Chapman (Vice-Chancellor & Principal), Mr.B. Davies, Dr.P.Easy, Mr.R.Kemp, Mr.S.Mathur, Mr.A.Piper, Dr.G.N.J.Port, Miss.C.Rafferty, Dr.R.Smith, Mr.E.C.Thomas, Mr.J.F.Thomas, Ms.B.Wilding, Mr.P.R.Williams

Attendance: Mrs.P.M.Ackroyd (Director of Operations), Professor R.Brown (Pro Vice-Chancellor), Mrs.J.Hare (Deputy 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 1237.2), Mr.R.D.G.Walters (Clerk to the Governors), Mr.M.J.Warren (Director of Finance)

Before the commencement of formal business the Chair:

- i) welcomed Mr. Ray Kemp, academic staff representative, to his first meeting of the Board of Governors;
- ii) obtained the meeting's agreement to take the report and presentation on Future Funding (minute 1238) as the first item of business.

1234. Apologies for Absence

Apologies for absence were received from Lord Boswell of Aynho (Deputy Chair), Mrs.Z.V.Harcombe, Dr.D.E.Jones, Ms.M.Maxwell, Mrs.E.Piffaretti, Mr.N.Roberts.and Mr.D.Rosser.

1235. Declarations of Interest

There were no declarations of interest.

1236. Minutes of the Board of Governors: 12 October 2010

The minutes of the last meeting confirmed as a correct record, subject to an amendment to record the attendance of Ms. B Wilding, and signed. There were no matters arising from the minutes.

1237. Standing Items:

.1 Report of the Chair

.1 Meetings and Events

The Chair provided written details of meetings and events attended since the last meeting and to be attended during the Spring Term 2011. Particular attention was drawn to the CHEW meeting held on 22 & 23 November 2010 which had included a meeting with the

Minister CELL. Items discussed had included the impact of the Browne Review, the Comprehensive Spending Review, Front Line Resources Review, the economic contribution of higher education and complaints procedures operated by the HEIs in Wales.

.2 Chair's Action

It was reported that the Chair had waived Standing Orders to enable the business of the Nominations Committee meeting of 16 November 2010 to proceed without achievement of quorum.

.3 Work of the Strategic Planning Committee: 30 November 2010

The minutes of the Strategic Planning Committee meeting of 30 November 2010 had been distributed prior to this meeting. It was reported that the Committee had considered two items which appeared as substantive items on the agenda for this meeting, viz. the Strategy for Higher Education in South East Wales and UWIC's financial future.

Detailed consideration had been given to the implications of the HEFCW decision to cap student numbers. This matter together with items on governor oversight of collaborative provision and the Committee's Terms of Reference are recorded in the Vice-Chancellor's report and the Clerk's Governance Issues report (min. 1237.2 and 1246.2.2 below respectively).

Futures Group

The Committee had endorsed the Futures Group's final report which was presented to the governing body at this meeting for approval. It was noted that the Futures Group's final recommendations had taken account of the feedback received during the consultation process, the deliberations of the Board of Governors at the Autumn Term 2010 Away-Day and input from the UWIC Stakeholder meeting held in October 2010. The report set out how the final recommendations differed from the initial proposals. In approving both the Futures Group mechanism and the contents of the report the Board of Governors noted that many of the Group's initial proposals had been retained, marking the degree of congruity between those proposals and the views of staff and students. The meeting noted also that the Futures Group exercise had demonstrated a well-constructed and well-handled process that had arrived at a range of useful outcomes. It was resolved that the outcomes of the Futures Group's work would be disseminated to staff and that VCB would draw-up an implementation plan to take forward the approved actions and directions and report progress and issues to the Strategic Planning Committee.

Options Appraisal

The Chair reported that a special meeting of the Strategic Planning Committee was to be held on 11 January 2011 for initial consideration of current strategic issues including i) an options appraisal, ii) the outcomes of the regional planning exercise, iii) the future of the FE2HE

Consortium and iv) any progress in UWIC's involvement in the University of Glamorgan/Cardiff & The Vale College capital development. The Committee was to give further consideration to viable options at its next scheduled meeting on 25 January 2010. A special meeting of the Board of Governors would be called for early February to receive the Strategic Planning Committee's recommendations on the way forward.

Resolved that:

- .1 the report be received,
- .2 the final recommendations of the Futures Group be approved,
- .3 proposals for an appraisal of UWIC's strategic options and the calling of a special meeting of the Board of Governors in February 2011 be approved.

.2 **Report of the Vice-Chancellor**

The Vice-Chancellor's periodic written report presented details of progress on strategic and academic issues since the last meeting. Activities continued to be reported against the agreed strategic aims. Appendix 1 to the report presented the unconfirmed minutes of the Academic Board meeting of 12 November 2010.

With regard to HEFCW's imposition of a cap on new full-time home/EU undergraduate and PGCE entrants, discussions and correspondence with the Funding Council had resulted in a cap for UWIC for 2011/12 of 2717, an improvement of 131 on the original figure set out in the Circular, thus giving an intake level some 160 lower than for the current year with a tolerance level of 2%. HEFCW had asserted that its methodology was fair and reasonable and designed without any pre-determined objectives in relation to individual institutions. Nevertheless, there was to be additional dialogue with HEFCW to seek responses to questions so far unanswered and invite a further review of the Funding Council's calculations.

The imposition of the student number cap and the development of a Regional Strategy had coincided with and influenced the reconfiguration of undergraduate provision in the Cardiff School of Art & Design (CSAD); a paper on academic portfolio changes in CSAD was attached as Appendix 2. It was noted that the planned changes, which would reduce undergraduate provision to 1,000 full-time home/EU students and provide an opportunity to establish CSAD as an elite provider of a well-defined curriculum, had been considered by the Strategic Planning Committee and were supported by VCB and the School's management team. They were to be the subject of a formal consultation process and consideration by Academic Board on 7 January 2011. Assurance was given that the reconfigured School would be both viable and sustainable.

It was noted that the proposed changes to portfolio had been influenced by external advice from subject specialists and took account of the regional planning agenda. The Chair drew the meeting's attention to receipt of a significant volume of correspondence petitioning against changes to the School's portfolio, particularly with regard to the closure of the BA Interior

Architecture programme. It was acknowledged that such changes were elements of continuous portfolio review and were thus matters for academic and executive leadership and not matters for the governing body. The meeting was advised, nevertheless, that consideration was being given to the issues raised in the correspondence and that the identified course, although well-regarded, had failed to meet recruitment targets.

Appendix 3 presented the notes of the positive first meeting on 17 October 2010 of the (then informal) Transnational Education Oversight Group. It was noted with approval that the Group had suggested that there be a joint meeting of members of the UWIC and University of Wales governing bodies to improve shared understanding of concerns about the size of the University of Wales operation, its rate of growth, its dependence upon non-University of Wales Alliance staff and its delivery in languages other than English/Welsh. Issues relating to the Group's status and Terms of Reference are recorded at minute 1246.2.2 (below).

It was noted that in the aftermath of media reports and political comment on the University of Wales's overseas activities, a statement in support of that university had been signed by the Chairs and Vice-Chancellors of all the members of the University of Wales Alliance.

Attention was drawn to:

UWIC's participation in the pilot project for the Higher Education Achievement Report as one of a range of activities in which the university was engaged to enhance graduate employability;

UWIC's unique achievement amongst Welsh HEIs of an extra Knowledge Economy Skills Scholarship as acknowledgement of its superior performance in meeting its target in recruiting companies and candidates;

the launch of UWIC's Annual Review 2009/10 on 3 December 2010.

Resolved that the report be received.

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

The UWICSU President's periodic written report provided details of the development of a Student Activity Fee (minute 1242.2 below refers), the UWICSU AGM, the audited accounts for 2009/10 (minute 1242.1 below refers), the appointment of Student Academic Representatives, engagement with tuition fee demonstrations and activity, and Training & Development programmes for staff and students.

Resolved that the report be received.

1238. Future Funding

The Director of Finance presented a written report which outlined the uncertain financial future and its implications for UWIC. In particular the report examined the implications of the Comprehensive Spending Review and the draft WAG budget for 2011/12, the Browne Review of student fees, the Minister CELL's announcements regarding fees and HEFCW's activity regarding student number capping, strategic

funding of recurrent grant, the regional funding initiative and the introduction of Coleg Ffederal. In the context of risk, the report and presentation identified anticipated cuts in recurrent grant in the years 2011/12 and 2012/13, flowing from reductions in the WAG's budgets for those years, the reduction in capital funding from 2011/12, cost changes (savings and additional costs) in 2011/12 and short-term financial risks and potential areas of increased income.

The report concluded that a budget for 2011-12 could be created at close to break-even were UWIC able to maximise its potential benefits from strategic and regional funding and contain the overall reduction in HE funding from WAG to reasonable levels. It was emphasised that planning for 2012/13 and beyond was significantly more difficult, particularly if funding were to continue to reduce without any correction to student fees or the provision of other income opportunities. Further cost-saving measures seemed inevitable if UWIC were to remain a sustainable institution with the ability to continue to invest in its infrastructure.

Resolved that the report and presentation be received.

1239. Risk Register: Periodic Review by Governors

As resolved at the last meeting, the risk register was presented for detailed scrutiny.

It was reported that the Audit Committee on 7 December 2010 had suggested the following risk-related matters for consideration:

- i) the impact of risk VCB/006 - reduced income or penalties associated with changing funding regime and regional agenda;
- ii) with relation to changes in the funding regime, the addition of a risk relating to charitable status;
- iii) the addition of a risk of enforced and/or detrimental reconfiguration.

Continuing the debate commenced under the preceding item, the meeting identified further matters for consideration by VCB and the Risk Management Committee, viz. i) the risk that targets would be imposed externally that conflicted with the university's charitable status and ii) the sector risk of infringing competition law through the process to set student fees.

It was suggested that care should be taken to avoid a concentration on the short-term. It would be preferable for UWIC to develop a flexible approach to the management of identified risks and take a longer-term view in matters of planning and investment.

Resolved that the issues identified above be referred to VCB and the Risk Management Committee for further consideration.

1240. Finance Reports

The meeting received four written reports on UWIC's financial performance.

.1 Outturn 2009/10: Final Review

The first report, which had been endorsed by the Finance & Estates Committee, represented the final management accounts for 2009/10. It was

reported that the result for the year was a surplus of £2,026K against an original budget of £708K. Appendices presented Income and Expenditure Account 2009/10, cashflow performance May 2010 to July 2010 and forecast 2009/10, the draft consolidated balance sheet and capital programmes 209/10.

The report stated that financially 2009/10 had been another good year for UWIC as a consequence of better tuition fees and debt collection and continued good performance by budget holders in Schools and Units. Total staff costs had again been contained to allow for significant investment in staff change and an increase in FRS17 provision. Particular attention was drawn to the beneficial financial effect of growth in TNE activity.

Resolved that the report be approved.

.2 **Annual Report and Financial Statements for Year Ended 31 July 2010**

The second report, which had been endorsed by both the Finance & Estates and Audit Committees, presented the draft Consolidated Statutory Accounts for UWIC and the two UWIC Subsidiaries. The report showed an historic cost surplus of £2,026K and an operating surplus of £2,364K. As supported by the KPIs set out in the External Auditors' report I(min. 1240.3 below), confirmation was given that the results satisfied UWIC's financial strategy and targets and demonstrated an improving financial position particularly through the achievement of surpluses, the low level of staff cost increase and the maintenance of liquidity measures.

It was confirmed that the report had demonstrated to the satisfaction of the Audit Committee that the Financial Statements had been prepared in an appropriate and representative way. In particular the Financial Statements did not conflict with the University's charitable status and had been compiled on a "going concern" basis. The statement on "Responsibilities of the Board of Governors" was confirmed to be accurate and appropriate.

Resolved that the report be approved.

.3 **PricewaterhouseCoopers: External Auditors' Report**

A third report, which had been presented to the Finance & Estates and Audit Committees, presented the External Auditors' findings on the consolidated accounts for the year 2009/10. The report supported the contents of the Annual Reports and Financial Statements and confirmed that the External Auditors intended to issue unqualified audit opinions subject to receipt of the letter of representation. The table relating to the Financial KPIs comparing performance over the last five years demonstrated: i) the consistent achievement of an operating surplus at or in excess of £1m for the last three years (on the exclusion of exceptional costs); ii) the continued delivery of an historic cost surplus of above 1.5% of turnover (again on the exclusion of exceptional costs); iii) the maintenance of total liquid assets well above the minimum requirements for working capital; and iv) the exceeding of the current ratio targeted to be higher than 1.25.

It was confirmed that no significant issues arose from the ISA 260 report or from the report's internal control recommendations.

It was noted that a capital reduction had taken place in the subsidiary companies to create distributable reserves and thus permit the companies to continue to benefit from tax efficient Gift Aid payments of their taxable profits into the university.

Members congratulated the executive on another successful financial year for UWIC providing a firm foundation for the more challenging years to come.

Resolved that the report be received.

.4 **Outturn 2010/11: First Review**

The final report presented the first review of the major elements of the budget for 2010/11 and the identified areas of risk. Appendices presented the Income and Expenditure Account 2010/11, cashflow performance August 2010 to September 2010 and forecast 2010/11, draft consolidated balance sheet and capital budget 2010/11.

It was reported that as a result of a positive actuarial FRS17 adjustment and an improving contract with the London School of Commerce the forecast had been revised to a surplus of £5,226k compared to the budget figure of £4,280k (which included an assumed £4m as net profits following the sale of the Colchester Avenue site). It was noted that the anticipated outcome would allow further investment in staff change during the current year.

Resolved that the report be approved.

1241. Regional Strategy

The meeting received the Strategy for Higher Education in South East Wales as endorsed by the Strategic Planning Committee on behalf of the governing body on 30 November 2010 subject to one matter for clarification.

The matter for clarification related to a late insertion into the draft by the University of Glamorgan to the effect that that university was "at an advanced stage of development with Cardiff and the Vale College over a new capital project for South Cardiff, part of [that] development [to] include the sharing of services between the University's Atrium Campus and the new development". It was reported that since the Committee's meeting the University of Glamorgan had confirmed the accuracy of the insertion although there were differing understandings of the stage the project had reached. In these circumstances the Committee had expressed its disappointment at this development based on the reasonable expectation that UWIC would be invited to participate in discussions between the University of Glamorgan and the Cardiff and the Vale College referenced in the Strategy. The Committee's views had been conveyed to partner institutions and to HEFCW in the covering letter that accompanied the Strategy.

The Strategy and actions required under it were to be considered by the Strategic Planning Committee and Academic Board during the Spring Term 2011.

Resolved that the Regional Strategy be approved.

1242. UWICSU

.1 Financial Statements for the Year Ended 30 June 2010

A written report, which had been endorsed by the Finance & Estates Committee, presented the annual audited accounts of UWIC Students' Union and its subsidiary trading company Futura Marketing & Promotions Ltd. The accounts had been fully consolidated in accordance with the provisions of the Statement of Recommended Practice "Accounting and Reporting by Charities" issued in March 2005. It was noted with approval that the Students' Union had generated a surplus of £38,198 for the financial year 2009/10.

Appendices to the report presented Notes to the Accounts, Liabilities Trend Report and consolidated management accounts 2009/10

Resolved that the report be approved

.2 Student Activity Fund

The meeting approved the proposals in a written report from UWICSU officers which presented detailed amended proposals for the introduction of a voluntary Student Activity Fund (SAF) of £300 from 2011/12. The report included for information the initial report on the SAF submitted to the Finance & Estates Committee in March 2010. Other appendices presented referendum results and key feedback, the views of current and prospective students and a reminder of key areas of expenditure. It was noted that the referendum had provided UWICSU Officers with a mandate from the student body to introduce an Activity Fee with effect from 2011/12.

Following debate at the last meeting of the Finance & Estates Committee the Student Union had given further consideration to the issues raised in respect of the proposed compulsory nature of the charge and, acknowledging the Executive's opposition to the introduction of a compulsory fee, had decided to seek the governing body's approval and support for the introduction of an optional fee. It was noted that the optional SAF would be included as part of the online enrolment process and student portal but would sit *post* enrolment as a direct link. Wherever possible the marketing function would provide supporting information on the benefits of the fee to prospective students. Confirmation was given that in all respects the SAF would be operated in accordance with the provisions of the Education Act 1994 and that students who did not pay the fee would not be unfairly disadvantaged in accessing students' union facilities, clubs and societies.

Resolved that proposals for the introduction of a voluntary Student Activity Fund of £300 from 2011/12 be approved.

1243. Audit Committee Business

The Audit Committee Chair reported on the business of the Committee's meeting held on 7 December 2010.

.1 Audit Committee's Annual Report 2009/10

The Audit Committee's Annual Report presented a summary of the Committee's work during the business year 2009/10 and its opinions on the university's risk management, internal control system and governance arrangements, and its arrangements for economy, efficiency and effectiveness.

Members were advised that the Audit Code of Practice required the provision of the Audit Committee's opinion, drawing on the work of Internal and External Audit and other related work, on the extent to which the Board of Governors, in discharging its responsibilities, may rely on the institution's risk management and internal control systems and governance arrangements. In this context it was reported that the Audit Committee believed that UWIC's arrangements for risk management, control and governance and its internal and external audit functions were appropriate and effective and could be relied upon by the Board of Governors in its management of the achievement of corporate objectives.

A further requirement was for the Audit Committee to provide an opinion on the adequacy and effectiveness of UWIC's arrangements for economy, efficiency and effectiveness. In this regard, drawing on the work of Internal and External Audit, the Procurement and Finance Units, the review into the effectiveness of the allocation of resources and other related activity, the Audit Committee was of the opinion that UWIC had satisfactory arrangements to provide the required level of economy, efficiency and effectiveness.

Resolved that the report be received and approved for submission to the Funding Council.

.2 Annual Re-Appointment of External Auditors

It was reported that in October 2007 the Board of Governors had appointed PricewaterhouseCoopers (PWC) as External Auditors for a further three-year term commencing 12 December 2007 subject to annual renewal; the contract had included scope for two further one-year extensions at UWIC's discretion subject to continued satisfactory performance. The Audit Committee had received a written report assessing the performance of PWC against approved performance indicators for the Business Cycle 2009/10 and recommended that PWC be re-appointed as External Auditors from 12 December 2010 for the first of two additional discretionary years under the current contract.

Resolved that PricewaterhouseCoopers be reappointed from 12 December 2010 for the first of the two additional discretionary years under the current contract for external audit provision.

.3 Committee Chair's Oral Update

.1 Effectiveness of the Allocation of Resources

The Committee Chair reported that the meeting had received an oral report on progress under the recommendations of The Innovation Partnership's report presented to the Committee on 23 March 2010. It was confirmed that, in accordance with the key next steps set out in

the minutes of the Committee's March 2010 meeting, a group had been set up under the auspices of Academic Board to pursue the recommendations in The Innovation Partnership's report including lean process mapping work and closer integration across Schools.

The Committee had considered the difficulties and challenges presented by this initiative, its use of resources in terms of cost and staff time and the limited usefulness of the outcomes and advised the Board of Governors that further such reviews would not provide efficient or effective use of UWIC's resources at this time. Nevertheless the Committee recognised that, particularly in a time of financial stringency, it was important to achieve and monitor the effective use and allocation of resource. It was noted that HEFCW was to issue guidance on meeting the requirement in the revised Audit Code of Practice for the Committee's provision of an opinion on the adequacy and effectiveness of arrangements for economy, efficiency and effectiveness. In these circumstances it was agreed that no further work would be undertaken under the effectiveness of the allocation of resources project *per se* but that work would continue by the Audit Committee to measure the effectiveness of the allocation of resources by other means within the context of its work to measure the university's level of economy, efficiency and effectiveness.

.2 RSM Tenon - Internal Audit

The meeting had received a written report summarising the outcomes of work completed under the approved Internal Audit Plan and receipt of one final report. The advisory review of Counter-Fraud Arrangements had identified a number of areas where UWIC could improve its fraud or corruption awareness culture and its strategic approach to countering fraud. One recommendation meriting attention had been made and agreed

Subject to discussions with the executive on scope it was agreed that, as identified in the approved Plan for 2010/11, the risk-based audits would focus on funding, commercial activities and quality.

A further written report had demonstrated satisfactory progress in the implementation of recommendations since the Committee's last meeting.

Resolved that:

- .1 the oral report be received;
- .2 the effectiveness of the allocation of resources project be discontinued and work continue to measure the effectiveness of the allocation of resources by other means;
- .3 proposals for risk-based audits be approved.

1245. Review of Policies and Procedures:

.1 Information Governance and Related Issues

In response to recommendations made by the Internal Auditors, a review of UWIC's "information governance" policies and their supporting guidelines and procedures had led to the presentation of a set of revised documents for the Board's approval. It was confirmed that these documents had been endorsed by the Human Resources and Audit Committees. The following revised documents were presented for approval:

- Data Protection Policy
- Freedom of Information Policy
- Environmental Information Regulations
- Records Management Policy
- Electronic Communications Policy.

Resolved that the documents as revised be approved and further reviewed within a period of three years.

.2 Ethical Investment Policy

As endorsed by the Finance & Estates Committee, a revised Ethical Investment Policy, which took account of the most recent People and Planet Survey and other relevant developments, was presented for approval.

Resolved that the revised Ethical Investment Policy be approved and further reviewed within a period of three years.

1246. Governance Issues

The Clerk presented a written report on current governance issues.

.1 Appointment of Chair and Members of the Board of Governors from 1 August 2011

It was noted that in accordance with procedures approved by the Working Group and the Nominations Committee respectively the appointments procedures for a new Chair of the Board of Governors and independent governors from 1 August 2011 had commenced on 25 November 2010. In addition to advertisements in the Western Mail and Golwg, notice of the vacancies had *inter alia* been placed on the national Public Appointments website, sent for publication on various local community websites and disseminated to governors, staff, students and other stakeholders.

It was reported that as at 12 December 2010 there had been nine requests for information on the Chair vacancy and twenty for the governor vacancies. One application, for appointment of governor, had been received by the date of these notes.

2. Committee Arrangements: Strategic Planning Committee 30 November 2010

2.1 Terms of Reference

The Strategic Planning Committee on 30 November 2010 had conducted the annual review of its Terms of Reference. The Terms of Reference had been endorsed for continuing use subject to one amendment to describe more accurately the Committee's role and function. As recommended by the Committee it was agreed that the first Term of Reference be revised to read (additions in italics):

To consider within the annual planning cycle the overall strategic direction of the University in relation to the formal responsibilities of the Board and its members *and to make recommendations to or advise the Board as appropriate.*

2.2 Transnational Education Sub-Committee

The Strategic Planning Committee had received a written report which provided details of an enhanced mechanism for governor oversight of collaborative provision following discussions by the Committee on 11 May 2010 and by the Audit Committee on 29 June 2010 and 21 September 2010 and the Board of Governors on 11 July 2010.

The Strategic Planning Committee had welcomed the proposed mechanism but resolved that it should be made formal by the group's establishment as a sub-committee of the Strategic Planning Committee. Thus it was proposed that the Board of Governors should establish a Transnational Education sub-committee of the Strategic Planning Committee. This proposal being approved, it was agreed that that the membership of the sub-committee would be four governors, viz. Byron Davies, Barbara Wilding, Peter Williams (chair) and the Vice Chancellor, with attendance by the Deputy Vice Chancellor, the Dean of International Development, the Head of Collaborative Provision and the Clerk to the Governors (as Secretary to the sub-committee).

The proposed Terms of Reference as set out in the report were approved.

3. Stakeholder Forum Membership

It was reported that the current three-year terms of office of the remaining ten founder independent members of the Stakeholder Forum expired on 22 January 2011. Taking account of attendance and contributions and introducing a degree of rotation, the Membership Selection Panel made proposals for re-appointment from 1 January 2011 which would introduce better membership rotation. Re-appointment of individual members was agreed as follows:

Dr D Legesse	2 years
Mr P J Wood	3 years
Dr B Kingston	3 years
Mrs T M Winkler	3 years

Mr M P Hayle	1 year
Mr G Talfan Davies	3 years
Mr T M A Andradi	3 years
Dr C Short	2 years
Mr R C Fletcher	1 year
Mr J Walter-Jones	1 year

4. Application for University Title and Change of Name

Following correspondence with the Senior Clerk of the Privy Council, the university had been advised that the Privy Council's advisers (DCELL) had no comments to make on the proposed new name. Draft revised versions of the Instrument and Articles of Government had been sent to the Privy Council Office in preparation for the application's formal submission to the Privy Council for approval.

5. Effective Governance

5.1 Governing Body: Leadership Foundation Project and Review of Effectiveness

In accordance with the approved timetable, the questionnaire based on the model in the Leadership Foundation's Framework had been issued in October 2010 shortly after the last meeting. It was noted that the Project Working Group working group was currently analysing the returns.

As it had not been possible to arrange a briefing session on the outcomes of the exercise during December it was agreed that a meeting of the Project Working Group and a representative of the Leadership Foundation would be arranged for early January 2011 to consider the issues raised in the questionnaires and prepare for the submission of a project evaluation report to the Leadership Foundation by 15 January 2011.

It was noted that representatives of the Project Working Group would be attending the Leadership Foundation's final workshop on the project on 27 January 2011 and that a report would be presented to the Board of Governors in April 2011 setting out proposals to improve effectiveness.

5.2 Ensuring Excellence: Higher Education Governance in Wales

The meeting was advised that HEW and CHEW had asked all HEIs in Wales to draw up a list of actions with accompanying timescales to ensure the recommendations of the *Ensuring Excellence* report were implemented within a period of six months. Responses to the Action Plan were to be submitted to the CHEW Secretariat in confidence by the end of December 2010 for implementation within 6 months. Members and the executive were invited to comment on UWIC's draft submission to this Ensuring Excellence report directly to the Clerk by 17 December 2010.

5.3 Review of Higher Education Governance in Wales – Institutional Governance Questionnaire

A completed Institutional Governance Questionnaire had been submitted to DCELL on 19 November 2010. On 30 November the Chair and Clerk had been interviewed separately on issues relating to the Minister's Review by a consultant commissioned to assist the Review with qualitative research exploring in more depth the issues covered in the questionnaire.

6. Charitable Status

Confirmation was given that work proceeded on UWIC's registration with the Charity Commission and that the Trustee Declaration Form would shortly be ready for signature by all governors.

7. HEFCW Circulars

The report presented a list of HE circulars posted on the HEFCW website since the last meeting.

Resolved that:

- 1 the report be noted;
- .2 the Strategic Planning Committee's Terms of Reference be revised as proposed in paragraph 2.1 above;
- .3 arrangements, membership and terms of reference for a Transnational Education Sub-Committee of the Strategic Planning Committee be approved;
- .4 proposals for the re-appointment of ten independent members of the Stakeholder Forum be approved.

1247. Any Other Business

.1 **Restricted Items**

Resolved that the following items retain restricted status:

Future Funding
Outturn 2009/10: Final Review
Outturn 2010/11: First Review

1248. FOR INFORMATION

The following items were presented for information:

Rolling Calendar of Meetings: 2010/2012

Minutes of the Strategic Planning Committee: 30 November 2010

Minutes of the Audit Committee: 7 December 2010

Minutes of the Finance & Estates Committee: 16 November 2010

Minutes of Human Resources Committee: 2 November 2010

Signed Date