

UNIVERSITY OF WALES INSTITUTE, CARDIFF

MEETING OF THE BOARD OF GOVERNORS: 12 APRIL 2011

MINUTES

Present: Mr.J.W.Owen (Chair), Ms.A.Bounouri, Professor.A.J.Chapman (Vice-Chancellor & Principal), Dr.P.Easy, Mrs.Z.Harcombe (to 1259.3), Dr. D.E.Jones, Ms.M.Maxwell, Mr.A.Piper, Miss.C.Rafferty, Mr.D.Rosser, Dr.R.Smith, Mr.E.C.Thomas, Mr.J.F.Thomas, Miss.B.Wilding, Mr.P.R.Williams

Attendance: Mrs.P.M.Ackroyd (PVC Operations), Professor.R.Brown (PVC Research), Mr.R.Cummings (Dean of Students – for item 1256), Mrs.J.Hare (Deputy Vice-Chancellor), Mr.R.Moremon (Director of Marketing & Communications), Mr.D.C.Price (Director of Strategy Development), Mr.R.D.G.Walters (Clerk to the Governors), Mr.M.J.Warren (Director of Finance)

1252. Apologies for Absence

Lord Boswell of Aynho, Mr.B.Davies, Mr.R.Kemp, Dr.G.N.J.Port, Mr.N.Roberts, Mr.S.Mathur.

1253. Declarations of Interest

Declarations of interest were made as follows:

a direct, non-pecuniary interest by the Chair regarding his position as Chair of the University of Wales Alliance Partnership Board and member of the University of Wales Council;

a direct, pecuniary interest by the Pro Vice-Chancellor (Research - part-time) as the holder of a similar, part-time position at the University of Wales.

It was acknowledged that all governors and attendees had direct interests non-pecuniary and pecuniary respectively in any decision regarding organisational reconfiguration.

1254. Minutes of the Board of Governors :

.1 14 December 2010

The minutes of the meeting of 14 December 2010 were confirmed as a correct record and signed.

Matters Arising

.1 Governance Issues: TNE Sub-Committee (min. 1246.2.2)

It was reported that the new Transnational Education Sub-Committee had met for the first time on 8 April 2011 and was to report to the Strategic Planning Committee during the Summer Term 2011.

.2 7 February 2011

The minutes of the special meeting held on 7 February 2011 were conformed as a correct record and signed. There were no matters arising from the minutes.

1255. Standing Items:

.1 Report of the Chair of the Board of Governors

.1 Meetings and Events Attended Since the December 2010 Meeting

The report presented a list of recent meetings and events. Particular reference was made to:

the HEW/CHEW/HEFCW Strategic Dialogue meeting at Newport on 9 & 10 March at which issues discussed had included i) funding and graduate contributions, ii) WAG and HEW/CHEW Higher Education governance reviews, iii) Coleg Cymraeg Cenedlaethol, iv) HEW Shared Services Feasibility Project, v) a governor development update from the Leadership Foundation and vi) the future role of the Committee of University Chairs;

the annual Universities' UK Chancellors' Reception in London 23 March, attended with the Vice-Chancellor – this event had presented a useful opportunity for discussions with UUK and institutional leaders.

.2 Pending Meeting and Events

The list of forthcoming meetings included on 15 April 2011 the first formal meeting of the formation Committee, i.e. the Chairs and Vice-Chancellors of the University of Wales, University of Wales: Trinity St David, Swansea Metropolitan University and UWIC.

.3 Chair's Action: Finance & Estates Committee - Waiver of Standing Orders

It was reported that on 22 March 2011 the Chair had waived Standing Orders to allow the business of the Finance & Estates Committee to commence at 9.30 a.m. in the absence of quorum. The meeting had achieved quorum by 10.00 a.m.

.4 Stakeholder Forum Meeting: 5 April 2011

The report presented summary details of the seventh meeting of the Stakeholder Forum held on 5 April at which the main item for discussion had been the proposed reconfiguration. Professor Marc Clement, Vice-Chancellor of the University of Wales, had attended the meeting to discuss the model for the proposed new University of Wales.

Discussions had highlighted:

the need to articulate more clearly the added benefits to UWIC and its students of reconfiguration into a new University of Wales;

the need to simplify and explain better the proposed model for the new UW and to evidence both the costs and the benefits for the individual institutions, staff, students and Wales;

that the University of Ulster provided a UK model worthy of consideration;

the potential for additional public funding to make the new UW more accountable than the present institution;

that growth would not be achieved by waiting for action by WAG/HEFCW;

the underfunding of the sector by WAG over the last five years by c. £400m and that lack of economic growth in Wales could not be attributed to the HE sector;

the need for the sector and individual institutions to work more clearly for the benefit of Wales;

that the reconfiguration project offered the potential for a better future for all the institutions involved but that benefits would only be delivered if the process were properly driven and governance-led.

.5 Review of Higher Education Governance in Wales

It was reported that the McCormick Report 'Achievement and accountability' had been issued during March 2011; copies were distributed at the meeting.

It was noted that the report made six recommendations regarding national governance, twelve regarding institutional governance and three regarding the University of Wales. Although it was understood that WAG was not in a position to respond to the report until after the May 2011 elections, it was agreed that the report made a number of recommendations which merited careful attention at an early opportunity. In particular, as identified by the Chair of CUC, the report proposed changes which would alter the legal basis for Welsh HEIs relative to the rest of the UK; the importance for Welsh HEIs to be seen to be on a par with other institutions in the UK to ensure international recognition and maintain competitiveness was noted.

.6 Work of the Strategic Planning Committee: Spring Term 2011

The Chair provided a written and oral overview of the business of the three meetings of the Strategic Planning Committee held during the during the term. The minutes of the Strategic Planning Committee meetings of 11 and 25 January had been distributed prior to the meeting; the minutes of the Committee's meeting of 29 March were tabled at the meeting.

It was reported with regard to the proposed reconfiguration (min. 1257 below refers) that the first meeting had received a comprehensive written report which amongst other things had summarised members' responsibilities as governors and examined 19 strategic options available to UWIC. At that stage the Committee had resolved to recommend that the preferred strategic position for UWIC was to remain an autonomous institution operating independently with other institutions.

The second meeting, held on 25 January, had received a further iteration of the written report presented to the last meeting. However, by the date of the second meeting the landscape had changed. In addition to the written report the meeting received oral details of discussions held since the last meeting by UWIC's representatives with representatives of the UW and UWTSD and summary details of discussions between representatives of UW and SU. The meeting had also received oral presentations from the Vice-Chancellors of UW and UWTSD on the recent history of UW and exploratory merger discussions held by UW with SU and separately with UWTSD. It was agreed that the Committee would recommend to the Board of Governors that UWIC should seek involvement in any discussions UW was to hold on merger and would advise the Board that the Committee was particularly attracted to a proposal based on the development of the UW Alliance.

The third meeting, held on 29 March, received a written overview of progress on reconfiguration discussions since the special meeting of the Board of Governors on 7 February 2011 and took steps to encourage the merger partners to adopt a positive and governance-led approach to negotiations. The meeting endorsed a letter written by the Clerk on behalf of the Chair to the Chairs and Vice-Chancellors of the three partner universities on 21 March 2011 setting out a list of priority actions and recommending the adoption of a project management process and the appointment of a project manager. The Committee formally affirmed the resolutions of the Board of Governors on 7 February and agreed that a further letter would be written to the Chairs and Vice-Chancellors re-emphasising that it was essential for all four participating universities to enjoy parity of esteem from the outset and to have ownership of the change process and the new structure. This letter, dated 1 April 2011, expressed concern at the lack of substantive progress in merger negotiations and at recent developments concerning the University of Wales by way of the Minister CELL's statement of 15 March 2011 on matters relating to overseas validations and the contents of the McCormick Report. The letter recommended that, in addition to a project management approach and the appointment of a project manager, a senior and nationally-respected figure, such as a recently retired Vice-Chancellor, should be appointed to work with the Foundation Committee to steer the reconfiguration process and the development of the business case. A request had been made for a response to both letters after the first formal meeting of Chairs and Vice-Chancellors on 15 April.

Other matters considered by the Committee during the term, all at the 29 March meeting, had been developments in HE Funding in Wales, Staff Changes and the Welsh Language Scheme's End of Year Monitoring Report (all being substantive items on this meeting's agenda).

Resolved that:

- .1 the report be received and
- .2 Chair's action be noted.

.2 Report of the Vice-Chancellor

A written report provided details of developments since the last meeting. Activities continued to be reported against the agreed Strategic Aims.

Appendices presented the Academic Board confirmed minutes of the meetings of 7 January 2011 and 4 March 2011 and the unconfirmed minutes of the meeting of 1 April 2011. Other appendices presented documents as follows: i) the letter from HEFCW Chief Executive to Cardiff University's Vice-Chancellor dated 7 February 2011 – Feedback on the Regional Strategy for South East Wales; ii) the letter from Cardiff University's Vice-Chancellor to HEFCW Chief Executive dated 14 February 2011 – Feedback on the Regional Strategy for South East Wales; iii) Regional Strategy: Strategic Outcomes; iv) Regional Strategy: Proposals for Additional Funding Credits; v) letter from Cardiff University's Vice-Chancellor to HEFCW dated 9 February 2011 – South East Wales Higher Education Regional Redistribution Exercise 2011/12; vi) UUK briefing paper on Competition Law; vii) letter from HEFCW Chief Executive to UWIC's Vice-Chancellor dated 24 March 2011 – Reconfiguration and viii) draft letter from HEFCW Chief Executive to UWIC's Vice-Chancellor – Institutional Risk Review Letter – May 2011 – change from 'low' to 'moderate' risk.

Particular attention was drawn to:

the 12.2% increase in applications from prospective full-time home/EU undergraduate students for 2011/12;

the implications of the UK Border Agency's tightening of regulations;

the outcome of the most recent International Student Barometer whereby UWIC's international students rated the university top overall in the UK and sixth worldwide;

the 2011/12 HEFCW grant letter under which 5% of teaching funding was top-sliced to support regional activities – initial analysis of the grant letter indicated that UWIC received back 90% of the top-sliced monies, equating to a loss to UWIC of c. £80k;

the accreditation in March 2011 by the Higher Education Academy for a further five years for a number of programmes for teaching staff;

Resolved that the report be received

.3 Report of the Students' Union President

The termly report from the UWICSU President provided the outcomes of the annual elections for the two sabbatical officers whereby Ms Nichola James and Ms Hannah Williams had been elected Students' Union President and Vice President respectively for 2011/12. The report provided details of the recruitment of School Representatives and Student Academic Representatives, the Student Unions' positive response to the merger initiative, and details of a letter to the merger partners' Chairs and Vice-Chancellors setting out how the Students' Unions proposed to make the merger process as efficient and effective as possible.

The Athletic Union was congratulated on success in the BUCS finals in Sheffield and on the men's first team's appearance against Durham in the BUCS Rugby Finals on Wednesday 27 April at Twickenham.

Resolved that the report be received

1256. Presentation by Dean of Students on the Student Complaints Process

The meeting received a report and presentation on the Student Complaints Process and its contribution to the achievement of UWIC's mission and to the meeting of student, parent and regulatory expectations.

The report provided an analysis and summary of all types of formal complaints and informal complaints received between 1 August 2009 and 31 July 2010 and provided a series of recommendations to maintain and improve performance.

Resolved that the report and presentation be received

1257. Reconfiguration

A written report provided details of progress on reconfiguration discussions involving the University of Wales (UW), the University of Wales Trinity Saint David (UWTSD), the University of Wales Institute, Cardiff (UWIC), and Swansea Metropolitan University (SMU). Appendices 1 to 4 to the report presented the relevant extracts of the minutes of the Board/Council meetings committing each of the universities to a reconfiguration process, viz. UWIC on 7 February 2011, UW on 11 February 2011, UWTSD on 11 February 2011 and SMU on 16 February 2011.

Other appendices presented: 5 - a chart illustrating the proposed organisation structure for the new UW and 6 - the Clerk's letter (on behalf of the Chair) of 21 March 2011 to the Chairs and Vice-Chancellors (copies of the second letter, dated 1 April 2011, were tabled - min. 1255.1.6 above refers);

It was reported that by the date of this meeting the Chairs and Vice-Chancellors had met together once, on 3 February 2011, and the Vice-Chancellors had met on four occasions and had held one meeting with the HEFCW Chief Executive. It was reported that the first formal meeting of the Formation Committee (comprising the four Chairs and the four Vice-Chancellors) was scheduled for 15 April 2011.

The meeting endorsed the contents of the Clerk's letters of 21 March and 1 April and noted with concern that, prematurely in UWIC's view, the UWTSD minutes recorded purported decisions on leadership. It was confirmed that such appointments, in common with all senior appointments, were subject to ratification by the Council of the new University of Wales when established. It was suggested that further consideration should be given to both the appointment procedure and the proposed job titles.

Concern was expressed also that the current model for the new UW seemed to imply that UWIC and SMU staff could be excluded from appointment to positions in the new University of Wales corporate structure thus making it difficult to implement in full the resolutions of the Special Board Meeting held on 7 February 2011. It was understood that other universities party to the proposed reconfiguration had taken their own legal advice on the proposed structure and its implications for staffing but had yet to disclose such advice to UWIC. It was agreed that at the appropriate time UWIC would seek its own legal advice on matters particular to its own interests; a range of such issues were set out in the report.

Members emphasised the requirements to avoid a drift into a 2 + 2 rather than a 4 into 1 configuration and to pursue UWIC's concerns with resilience. The following suggestions were endorsed for consideration by the Formation Committee:

that proper consideration be given to organisational design, starting with strategy and ending with structure;

that the project management approach be supported by or incorporate a planning officers' group and receive input from all Level 2 staff and senior academics;

that it be suggested to the UW Council that all four Vice-Chancellors are involved with QAA in the resolution of issues concerning UW's oversight of overseas provision;

that the recommendation that there be an independent Chair of the Foundation Committee be followed up by a suggestion that the individual appointed should be someone who very familiar with higher education but who is from outside Wales and has not worked or lived in Wales;

that urgent clarification was required on how the four partner universities were to deal with student applications for Autumn 2012;

that a secretariat be set up to service the Formation Committee;

In addition, members questioned whether, given the lack of progress since 7 February, August 2012 was a realistic target date for reconfiguration and recommended the drawing-up of a time-line with realistic target dates.

It was confirmed that, in accordance with the resolution of the meeting of 7 February, a project working group comprising governors and members of the executive had been established; the group would hold its first meeting during the Summer Term 2011.

Resolved that:

- .1 the report be noted;
- .2 when appropriate legal advice be sought on issues particular to UWIC, and
- .3 the Formation Committee be encouraged to take forward as matters of urgency the issues raised in the UWIC letters of 21 March 2011 and 1 April 2011 and the additional issues recorded above (and at min. 1255.1.6 above).

1258. Strategic Risk Register 2010/11 : Periodic Review by Governors

The most recent iteration of the strategic risk register, which had been subject to initial scrutiny by the Audit Committee on 5 April 2011, was presented for the governing body's consideration.

The meeting noted new and rising risks and, on the advice of the Audit Committee, endorsed the risk ratings recorded in the strategic risk register.

It was noted that the Audit Committee had considered the minutes of the last Risk Management Committee meeting and had no issues to bring to the Board's attention;

Resolved that the contents of the strategic risk register be noted

1259. Finance Reports

- .1 Outturn 2010/11: Second Review

A restricted written report, which had been endorsed by the Finance & Estates Committee on 22 March 2011, provided details of the current anticipated outturn for 2010/11, and identified and quantified risks or issues that related to the delivery of that Outturn. Appendices to the report provided: 1. actual income and costs to the end of January 2011 and a revised forecast for the year: 2. and 3. analysis of the cash position; 4 a re-forecast balance sheet for the year end and 5. capital budget and spend to the date of the report.

It was noted that the anticipated core surplus had been increased marginally to £1,365K against an original budget minimum surplus of £280K, together with an anticipated windfall profit from the sale of Colchester Avenue. Planning for the budget for 2011/12 had identified the need to make significant staff savings in order to target a breakeven for that year. In consequence it was reported that a provision had been made in the current report for £3M of severance costs to be committed by the year-end giving a revised projected surplus of £2,365K (against a previous forecast of £5,266K).

Details were provided of the provision of 4% to meet HEFCW's announcement of reduction of grant in the current year and the consequent reductions in allocations to Schools (min. 1260 below refers).

Resolved that the report be noted

.2 Recurrent Grant

A written report presented an analysis of HEFCW's Recurrent Funding Circular W11/12HE Strategic Implementation Allocations 2011-12 and its implications for UWIC's budget. It was reported that the allocations incorporated adjustments for the regional agenda and related bids as a consequence of HEFCW's move from a resource-based recurrent funding approach to strategically applied funding. Taking account of UWIC's receipt of ITT funding remittable to UWN, the reduction in UWIC funding was 7.95% under the calculation in the Circular with a real effect of a cut of 11.73%. UWIC's teaching funding was to fall by 11% (c. £2.7M below the previous year's grant) and research funding by 25% (c. £400K).

It was noted that whilst some elements of the funding had benefitted UWIC, the overall allocation was broadly in line with the reduction levels expected, confirming the need to significantly reduce core costs and pursue the current policies associated with change.

Resolved that the report be noted

.3 HEFCW : Remit Letter 2011/12

The Minister's Remit Letter dated 16 March 2011 was presented for members' information.

Resolved that the contents of the Remit Letter 2011 be noted

.4 HEFCW : Changes to the Funding System for Higher Education in Wales

It was reported that HEFCW Circular W10/27HE set out changes to the funding system for Higher Education in Wales from 2011/12 following consultation with the sector and the publication of initial proposals set out in Circular W10/37HE. The changes responded to the requirement in the WAG Remit Letter for 2010/11 that the

Council should make greater strategic use of funding to achieve the changes and address the priorities identified in *For our Future*, and thus instigate a step change in the approach to funding. It was noted that final arrangements for 2011/12 would be confirmed in the 2011/12 grant allocations circular.

Resolved that the Circular be received

.5 **WAG Fees Regulations**

The meeting received a written report on the WAG Fees Regulations and details of HEFCW Circular W11/14HE Fee Plan Guidance 2012/13 issued on 5 April 2011.

It was reported that the Finance & Estates Committee on 22 March 2011 had noted that the construction of the fee plan had ramifications beyond the level at which fees were to be set and that it was for the governing body to determine how the Fee Plan was to be approved for submission to the Funding Council by 31 May 2011. The meeting agreed that authority to determine the Fee Plan and any subsequent modifications to it would be delegated to the Strategic Planning Committee acting in consultation with all governors. To this end it was agreed that a special meeting of the Strategic Planning Committee, to which all governors would be invited, would be held on 26 May 2011, preceded by a governors' briefing session on 17 May.

Resolved that:

- .1 the contents of the report and HEFCW Circular W11/14HE be noted;
- .2 authority to determine the Fee Plan for 2012/13 be delegated to the Strategic Planning Committee acting in consultation with all governors.

.6 **Analysis of the Financial Position of the HE Sector 2009/10**

The meeting received a report to which was attached HEFCW Circular W11/13HE: Analysis of the Financial Position of the HE Sector 2009/10. The Circular informed institutions of the Financial Health Performance Indicators for the Higher Education Sector in Wales drawn from the audited Financial Statements for 2009/10. The report examined UWIC's comparative position from data set out in the report and identified strong and consistent financial performance overall across the three-year period measured by the analysis.

Resolved that the report and UWIC's continuing positive financial position be noted.

1260. Staff Changes

A written report set out actions being taken to meet an in-year cut of 4% and reduced funding for 2011/12. The report examined the significant savings required from core institutional costs to achieve a balanced budget for 2011/12 and identified the need to make a significant level of staff change over a short time scale. The report was supplemented by a pie chart demonstrating the implications of the changes for academic provision.

Appendices presented the text of statements to staff, governors and the press in regard to the financial situation and sets of responses to frequently asked questions (directed at staff and students). Assurance was given that UWIC was working closely with the recognised trade unions and managers to identify areas for staff reductions, using voluntary means wherever possible.

Resolved that actions being taken to ensure UWIC can operate within its anticipated funding allocation in 2011-2012 be noted.

1261. **Strategic Estates Plan: Progress Report**

A written report confirmed that all capital schemes agreed under the Strategic Implementation Plan had been completed and that the major estates strategy work currently being undertaken related to work preparatory to the formulation of a new strategy.

It was reported that work was under way to complete the sale of the Colchester Avenue site and that the completion of a landscape strategy primarily for the Llandaff and Cyncoed campuses was imminent.

The meeting noted the value of backlog maintenance for the Howard Gardens campus and its deteriorating condition because of lack of significant investment; this estate was considered unsuitable for current and future needs without considerable investment. It was acknowledged that reductions in HEFCW funding generally and the future withdrawal of all capital funding rendered it unlikely that UWIC would be able to provide more than £1M per year of capital investment for the development of the Estate, a sum unlikely to be sufficient to cover the costs of long term maintenance and statutory compliance. Whilst currently the estate was functional, continued under-spend would not deal with the existing maintenance backlog and would accelerate the decline of the estate over the planning period. In these circumstances the retention of Howard Gardens was not sustainable and there was an urgent need to determine a strategy for the re-provision of the facilities at that site.

Members considered the recommendation of the Finance & Estates Committee, advised by the Estates Sub-Committee, that UWIC should plan to rationalise its facilities on two sites and plan for the closure of Howard Gardens. The governing body resolved that it was minded to reduce UWIC's estate to two teaching campuses and that the exploration of the options for such a change would take into account the economic and financial environment, reductions in staffing consequent upon changes in the staff profile and the views of the Cardiff School of Art & Design. It was agreed further that work would commence on a communications strategy for estate rationalisation.

Details were presented of the implementation of the Carbon Reduction Commitment.

Resolved that:

- .1 progress in estates matters be noted;
- .2 options be explored to rationalise provision on two sites at Cyncoed and Llandaff;
- .3 work commence on a communications strategy for estate rationalisation.

1262. **Audit Committee Business:**

The Chair of the Audit Committee reported on the business of the Audit Committee meeting held on 5 April 2011.

.1 **Governing Body Responsibilities in Relation to Risk Management**

The meeting was advised that a report was presented to the Audit Committee during each Spring Term to assist the Committee to assure the Governing Body that its

responsibilities for risk management were being met. In accordance with the responsibilities placed upon it, the Audit Committee had addressed the Board's risk management responsibilities and reviewed the corporate risk register and the University's approach to risk management.

Having considered the report, a positive Internal Audit report and the various mechanisms for meeting governors' responsibilities for risk management, the Committee was of the view that there were no recommendations to be made to the Board of Governors on changes or improvements to key elements of risk management processes and procedures. Thus the Board of Governors received assurance that its responsibilities for risk management were being met. In coming to this view the Committee endorsed the recent changes in Board practice whereby consideration of the corporate risk register was given higher priority in the order of business.

Resolved that the report and the continuing appropriateness and development of risk management processes be noted

.2 **Chairman's Oral Update**

.1 Internal Audit work: good progress had been made under the 2010/11 Plan with the presentation of ten reports;

.2 the Committee's consideration of risk management issues was evidenced by substantive items on the meeting's agenda, viz. revisions to the Risk Management Policy (12.1), paper on governing body responsibilities (above), strategic risk register (7) - the Committee had also considered the minutes of the last Risk Management Committee meeting and had no issues to bring to the Board's attention;

.3 the Committee had noted the provisions of the Bribery Act 2010 and agreed that during the Summer Term 2011 UWIC's policies, practices and procedures would be reviewed for compliance; a briefing session was to be arranged for governors and senior staff and a template introduced for recording hospitality and gifts received from partner organisations;

.4 the meeting had received positive annual Procurement and Health & Safety Annual Reports.

Resolved that the oral report be received

1263. Review of Policies and Procedures:

.1 **Risk Management Policy: Revisions**

On the advice of the Audit Committee the meeting approved a revised version of the Risk Management Policy addressing risk awareness and its promotion across the organisation.

Resolved that changes to the Risk Management Policy be approved.

.2 **Disciplinary (Misconduct and Unsatisfactory Performance) Procedure**

On the advice of the Human Resources Committee, and following completion of a consultation process with trade unions, the meeting approved a combined revised Disciplinary (Misconduct and Unsatisfactory Performance) Procedure

Resolved that the new, combined Disciplinary (Misconduct and Unsatisfactory Performance) Procedure be approved.

.3 Grievance Procedures

On the advice of The Human Resources Committee, and following completion of a consultation process with trade unions, the meeting approved a revised Grievance Procedure.

Resolved that the revised Grievance Procedure be approved

1264. Annual Reports

.1 Equality & Diversity

As endorsed by the Human Resources Committee, the 2009/10 Equality and Diversity Annual Report (which provided details of student and staff populations, mechanisms for monitoring equality issues and actions taken during the year) was presented for approval.

The requirement to secure additional funding for growth in Welsh Medium Provision and the challenges to the achievement of targets in the Annual report and the Welsh Language Scheme were noted

Resolved that the Annual Report be approved.

.2 Welsh Language Scheme: Annual Monitoring Report

The meeting received the most recent iteration of the Welsh Language Scheme's Annual Monitoring Report which had been endorsed by UWIC's Use of Welsh Committee, VCB and the Strategic Planning Committee. Assurance was given that the Report complied with revised guidelines issued by the Welsh Language Board.

Resolved that the Annual Monitoring Report be approved for submission to the Welsh Language Board.

.3 Sustainability and the Environment: Annual Report 2009/10

In accordance with the requirement to develop an annual report on environment and sustainability issues as part of the process of achieving ISO14001, the 2009/10 Sustainability and the Environment Report had been endorsed by the Finance & Estates Committee and was submitted to the Board of Governors for approval.

Resolved that the Annual Sustainability and the Environment Report be approved.

1265. Governance Issues

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

[Miss Barbara Wilding left the meeting for this item.]

A written report set out the procedure followed by the working group established in accordance with the Board's resolutions of 14 October 2010 to undertake a search for a new Chair of the Board of Governors from 1 August 2011.

In accordance with adopted procedures the working group had met on 11 February 2011 to review the conduct and outcome of the search procedure and to interview one candidate, giving due regard to the approved job and person specification and issues of suitability and commitment. As a result of that meeting the working group was pleased to make a firm and unanimous recommendation for the appointment of Miss Wilding as the next Chair of UWIC's Board of Governors.

Resolved that Miss Barbara Wilding be appointed as Chair of UWIC's Board of Governors for an initial three-year term commencing 1 August 2011.

.2 Appointment of Members of the Board of Governors from 1 August 2011

.1 Report by the Clerk to the Governors

1. Nominations Committee Business

It was reported that the Nominations Committee had met on 9 November 2010 and commenced an internal and external search for candidates for Board membership from 1 August 2011 in accordance with approved procedures. Although the search to date had produced eleven applications, members' conflicts of interest had prevented the calling of a quorate meeting of the Committee.

It was agreed, therefore, to change the composition of the Committee forthwith by, with their consent, the removal from membership of Mr Nigel Roberts and Mr. David Rosser (whose terms of office as governors were to end on 31 July 2011) and their replacement by Miss Barbara Wilding, Mr. Adrian Piper and Mr. Peter Williams. The Committee was charged with determining whether it was appropriate to continue the search for new members from 1 August 2011 or whether the search should be postponed pending the outcome of merger discussions and, in the light of that determination, to bring forward to the next meeting of the governing body recommendations for Board and Audit Committee membership for the next business year.

2. UWICSU President

It was reported that Ms Nichola James had been elected UWICSU President and *ex officio* Student Representative on the Board of Governors for 2011/12.

2. University Title and Change of Name

Given the decision on 7 February 2011 to enter into merger

discussions, it had been agreed with the Privy Council to place the application for change of name in abeyance subject to review every two months.

3. Charity Registration

It was noted with approval that UWIC's application for registration under the Charity Act 2006 had been successful and that the university had been entered in the Register of Charities under registration number 1140762 on 10 March 2011.

4. Effective Governance

.1 Governing Body: Leadership Foundation Project and Review of Effectiveness

It was reported that UWIC's participation in the project to develop and pilot a new approach to reviews of the effectiveness of governance continued with a presentation by the Vice-Chair and the Clerk to the Leadership Foundation's Annual Governance Summit in London on 10 May 2010.

.2 Review of Effectiveness

Appendix 1 to the report set out a list of issues identified by the Project Working Group from the responses to the effectiveness questionnaire issued to governors and senior staff in November 2010 and from UWIC's responses to the McCormick Review and the HEW/CHEW review of governing body practices.

The Board enhanced membership of the Project Working Group (initially the Vice-Chair, Ms Alette Bounouri and the Clerk) to include Miss Barbara Wilding and the Vice-Chancellor (or his nominee) and agreed that the Group would bring forward at the earliest opportunity proposals for change to enhance the governing body's effectiveness.

5. Level 2 Title

In accordance with the resolution of the Remuneration Committee on 29 March 2011, the meeting approved the change of title for the post of Director of Operations to Pro Vice-Chancellor (Operations) with immediate effect.

6. Guidance on the Relationship with Students' Unions

It was noted that in March 2011 CUC, in collaboration with the National Union of Students, had issued a *Guide for Members of Higher Education Governing Bodies: supplementary guide regarding the role of university governing bodies in relation to student's unions*. Arrangements had been made for the UWICSU President, UWICSU Chief Executive and the Clerk to meet early in the Summer Term to consider the guidance and bring forward any proposals for change.

7. Governor Briefing Sessions

The report set out proposals for briefing sessions for governors and senior staff during the Summer Term:

Equality & Diversity - responsibilities under the Equality Act 2010 (subsequently postponed to the Autumn Term 2011);

Bribery Act 2010;

Effective governance and governors' roles and responsibilities - generally and in the context of merger.

8. Barclays Bank

On 11 March 2008 UWIC entered into a facility agreement with Barclays Corporate for a £12m loan and a £6m revolving credit facility. A letter of variation had been issued by Barclays Corporate on 9 February 2011 (presented at Appendix 2). On the advice of the Director of Finance, the meeting approved the terms of the variation as set out in the Schedule to the letter.

9. HEFCW Circulars

A list of HEFCW Circulars issued since the last meeting was presented for information.

Resolved that

- .1 the report be noted;
- .2 membership of the Nominations Committee be changed as recorded above and the Committee charged with determining on behalf of the Board of Governors whether the search procedure for new governors from 1 August 2011 should continue in the context of merger discussions;
- .3 the election of Ms Nichola James as UWICSU President and Student Representative on the Board of Governors for 2011/12 be noted;
- .4 membership of the Effectiveness Project Working Group be changed as recorded above;
- .5 proposals for briefing sessions be approved;
- .6 a variation in the terms of UWIC's Facility Agreement with Barclays Corporate be approved.

1266. Any Other Business

.1 Restricted Business

Resolved that the following items retain restricted status:

Reconfiguration
Outturn: Second Review
Strategic Estates Plan: Progress Report
Appointment of Chair

1267. FOR INFORMATION

The following documents were presented for information:

- .1 Rolling Calendar of Meetings: 2011/2013
- .2 Minutes of the Strategic Planning Committee: 11 January 2011
- .3 Minutes of the Strategic Planning Committee: 25 January 2011
- .4 Minutes of the Strategic Planning Committee: 29 March 2011
- .5 Minutes of the Human Resources Committee: 9 March 2011
- .6 Minutes of the Finance & Estates Committee: 22 March 2011
- .7 Minutes of the Audit Committee: 5 April 2011