

UNIVERSITY OF WALES INSTITUTE, CARDIFF

MEETING OF THE BOARD OF GOVERNORS: 12 JULY 2011

MINUTES

Present: Mr.J.W.Owen (Chair), , Professor.A.J.Chapman (Vice-Chancellor & Principal), Ms.A.Bounouri, Dr.P.Easy, Mrs.Z.Harcombe, Dr.D.E.Jones, Mr.S.Mathur, Mr.A.Piper, Dr.G.N.J.Port, Miss.C.Rafferty, Mr.D.Rosser, Dr.R.Smith, Mr.J.F.Thomas, Mr.P.R.Williams

Attendance: Mrs.P.M.Ackroyd (Pro Vice-Chancellor, Operations), Mr.T.Andradi (Managing Director, London School of Commerce – item 1270), Professor.R.Brown (Pro Vice-Chancellor, Research), Mrs.J.Hare (Deputy Vice-Chancellor), Mr.R.Moremon (Director of Marketing & Communications), Mr.LI.Powell (Head of Collaborative Provision – item 1270), Mr.D.C.Price (Director of Strategy Development), Mr.R.D.G.Walters (Clerk to the Governors), Mr.M.J.Warren (Director of Finance)

Before the commencement of formal business the Chair welcomed Mr.T. Andradi, Managing Director of the London School of Commerce, who attended to give a presentation on the School's organisation, operation and strategic intent (min 1270 refers).

1268. Apologies for Absence

Apologies for absence were received from Ms.B.Wilding (Chair-elect), Lord Boswell of Aynho (Vice-Chair), Mr.R.Kemp, Ms.M.Maxwell, Mr.N.Roberts and Mr. E.C.Thomas.

1269. Declarations of Interest

There were no declarations of interest.

1270. Presentation by the Managing Director of the London School of Commerce

Mr.Tim Andradi gave a presentation on his strategy for the development of the London School of Commerce (LSC), a part of Globe Education (GB) Ltd and UWIC's Associate College. It was explained that the LSC was a division of the London School of Commerce Group of Companies which also included the School of Technology and Management (an Affiliate College of the University of East London) and the School of Business and Law (an Associate College of the University of Gloucestershire). It owned six internationally-based campuses, in Kenya, Serbia, Bangladesh, Malaysia, Sri Lanka and Vietnam, and was a founder member of the Association of Independent Higher Education Providers, a consortium established to promote quality education within the UK and transparency with the UK authorities.

The presentation emphasised the LSC's focus on academic rigour, quality assurance procedures and the student experience, which resulted in high pass rates on all university programmes and a high retention rate, and the Group's creation of a charity called Combating Poverty Through Education. The marketing process was founded on alumni who maintained contact with students and provided feedback from the student community.

It was noted that the Group had applied for taught degree awarding powers and that LSC had been short-listed for the Times Higher Education Leadership and Management Awards 2011 in the Outstanding International Strategy Category. In the context of the LSC Group's strategic intention to become a global university and the largest independent private education provider in the UK, it was suggested that UWIC could seek to become an independent institution delivering under its own university title and the 'UWIC' brand operating without dependence on the Funding Council. With a strategy for growth founded on its centre in Wales and its alliance with the LSC and other strategic partners, consideration could be given as a first step to the establishment of a campus in London.

The Chair expressed the meeting's appreciation for the presentation and for the LSC's continued work with and support for UWIC.

Resolved that the presentation be received.

1271. Minutes of the Board of Governors : 12 April 2011

The minutes of the last meeting were confirmed as a correct record and signed. There were no matters arising from the minutes.

1272. Standing Items

.1 Report of the Chair of the Board of Governors

The Chair's last written report before his retirement from the Board of Governors on 31 July 2011 provided details of meetings and events attended since the last meeting and to be attended before 31 July.

The report presented an overview of the business of the Summer Term 2011 meetings of the Strategic Planning Committee at which the main item had been 'Reconfiguration' (min. 1274 below refers). The minutes of the Strategic Planning Committee meetings of 26 May 2011 (confirmed) and 14 June 2011 (unconfirmed) were presented for information.

It was reported that the 26 May meeting had approved the Fee Plan for 2012/13 for submission to HEFCW (min. 1273 below refers) and received an oral report on progress in the reconfiguration project. The meeting had noted limited progress in merger discussions and had regretted a general absence of transparency and an apparent lack of due regard to governance procedures, the absence of Formation Committee minutes and the failure to share legal advice particularly in relation to the recently-introduced concept of a Trust Company. The meeting had agreed that a paper entitled "A new University of Wales - Outline Proposals for Discussion" (later renamed "A University for the 21st Century") would be drawn up for the Formation Committee and UWIC's Project Merger Group setting out UWIC's suggestions for the values, vision, mission, culture, strategic objectives and organisational design of the new university and its contribution to regional coherence.

The 4 June meeting had given detailed consideration to a letter received that day by the UWIC Chair from the Chair of UW and the Vice-President of UW: TSD requesting confirmation before the end of the day:

that the governing body had now taken a formal resolution that categorically confirmed UWIC's commitment to the creation of a single unitary UW through irreversible constitutional change in accordance with the proposal presented to the governing body on 7 February 2011 ; and

that the resolution of 7 February fully endorsed the structure and leadership model.

It was presumed that the letter had been written in response to the "A new University of Wales" paper. The Committee's response, drawn up after consultation with the Merger Project Group, had re-affirmed the resolution of 7 February and stated that it was UWIC's intention to pursue a due process to secure the establishment of a new institution under the Charter of the University of Wales. The Committee was firm that the resolution of 7 February 2011 was as strong a commitment as could have been given at that time and was consistent with the 'in principle' resolutions passed by the other three governing bodies; no progress had been made in negotiations since that date to permit a stronger resolution and no such resolution could be passed until progress had been made on matters such as due diligence (including into subsidiary companies and overseas activity) and the establishment of a business case.

It was reported that the Merger Project Group meeting of 14 June 2011 had discussed the anticipated business of the Formation Committee meeting of 17 June and UWIC's position in relation to the issues raised in and implied by the correspondence and UWIC's participation in the proposed Trust Company (the University of Wales Trust). It was noted that the Merger Project Group had not been helped in its deliberations by the lack of agenda or papers for the succeeding Formation Committee meeting. Developments on and since 17 June (specifically the meeting of the Formation Committee on 17 June and the meeting of the four Chairs and four Vice-Chancellors on 29 June) and the reasons for the ending of UWIC's participation in merger discussions were set out in the Reconfiguration Report (min. 1274 below).

The Chair reported on the business of the meeting of the University of Wales Council held on 11 July and, in particular, the exclusion of representatives of the merger partners from the first part of the meeting during which the Council had discussed merger developments.

Resolved that the report be received

.2 Report of the Vice-Chancellor

The Vice-Chancellor's report presented an overview of progress since the April 2011 meeting in the context of the governing body's strategic aims. Appendices to the report presented the confirmed minutes of the Academic Board meeting of 6 May 2011 and the unconfirmed minutes of the meeting of 17 June.

The report covered *inter alia* student applications, with an assurance that UWIC remained on course to achieve its student recruitment (including overseas recruitment) objectives and salary savings in excess of £5m through staff change initiatives and natural wastage. The report addressed the emergence of a degree of variability in league table performance with retention of the position of top new university in Wales in the Times Good University Guide and the Independent's Complete University Guide but decline in the Guardian University Guide to second place; targeted initiatives were being implemented in areas of relative deficiency. Improved performance in waste management and reductions in carbon emissions

and water consumption had contributed to UWIC's improved ranking as the 20th most 'green' university in the UK and the 'greenest' university in Wales in the *People & Planet Green* League table; improvements were planned in the use of renewable energy.

It was noted that the new Cardiff School of Management building was one of seven constructions in Wales to be recognised with a design award by the Royal Institute of British Architects.

Resolved that the report be received

.3 **Report of the Students' Union President and UWICSU: Financial Outturn 2010/11 and Provisional Budget 2011/12**

Ms Claire Rafferty presented her final report as UWICSU President before the end of her term of office on 31 July 2011.

The report provided details of student representation and Sports Awards. At the date of the meeting UWIC held 14th place in the BUCS league rankings maintaining its top 20 ranking. This performance was recognised as a significant achievement for an institution of UWIC's size, particularly as part of the basis for points allocation was based on participation as well as success.

Members acknowledged the Students' Union's positive contribution to the Fee Plan submission to HEFCW which on full implementation would lead to a significant improvement in the student experience, enhanced by the contribution of the activity fee from 2011/12.

The appendix to the report presented the Students' Union's year-end projection for 2010/2011 and budget for 2011/2012. The meeting noted the projected surplus for the current financial year of £26k and commended the officers and staff of the Students' Union for their hard work in achieving these results in difficult economic circumstances.

Ms Rafferty thanked members for their support and their recognition of the importance that the student voice played at this level of UWIC governance.

Resolved that:

- .1 the report be received;
- .2 the UWICSU projected outturn for 2010/11 be noted and the budget for 2011/12 approved.

1273. Fee Plan

The meeting was advised that HEFCW had on 11 July 2011 announced the approval of Fee Plans for 2012/13 for all HEIs in Wales. In consequence, UWIC's full-time undergraduate fees for 2012/13 had been set at £9k.

Resolved that the Funding Council's approval of the Fee Plan for 2012/13 be noted.

1274. Reconfiguration with University of Wales Alliance Partners

A written report presented a narrative of merger discussions from 14 June 2010 as continuation of the Chair's report at min. 1272.1 above and made proposals regarding UWIC's future engagement in the Welsh Government's reconfiguration agenda. Appendices to the report presented:

- 1 – A New University of Wales: Outline Proposals for Discussion – June 2011;
- 2 – Letter dated 14 June 2011 from the University of Wales Chair and the University of Wales: Trinity St David to UWIC's Chair;
- 3 – Letter dated 14 June in response by UWIC's Clerk on behalf of the Strategic Planning Committee;
- 4 - QAA Institutional Review of the University of Wales, October 2010;
- 5 - QAA report: concerns about standards and quality in higher education – University of Wales, June 2011;
- 6 - QAA report: Audit of overseas provision – University of Wales and TCA College, Singapore, January 2011;
- 7 - Higher Education Wales Statement dated 1 July 2011 on the Future of Higher Education in Wales;
- 8 - Email dated 4 July 2011 from UWIC's Clerk to the Clerks/Secretaries of the merger partner institutions;
- 9 - statement dated 4 July from UWIC's Chair and Vice-Chancellor to staff, students and stakeholders giving notice of the end of UWIC's participation in merger discussions.

Copies of the HEFCW Chief Executive's letter dated 5 July to the Chair of the University of Wales requesting *inter alia* the Action Plan to be submitted by the University's Council to the QAA and a copy of the QAA's response were tabled for information.

The report provided details of the Formation Committee meeting of 17 June following which the UWIC representatives had assumed that the intention of the issue of the "A new University of Wales - Outline Proposals for Discussion" paper had been understood and accepted and that the merger process was set to continue.

The report provided details of the issue on 21 June 2011 of three QAA reports relating to the University of Wales as follows:

Institutional Review which provided a judgement of 'confidence' in UW's management of academic standards, and in the quality of learning opportunities available to students but identified weaknesses in the UW's external validation processes and recommended that it should immediately begin a series of reviews of all its existing collaborative partnerships;

Report of Concerns investigation which found serious shortcomings in the operation of the University's management of its collaborative arrangements;

Audit of overseas provision report which identified weaknesses in the University of Wales' external validation arrangements.

It was acknowledged that the contents of the QAA report would inevitably have given the governing body cause for concern and of themselves precipitated consideration of the appropriateness of the continuation of merger discussions. However, at a meeting of the four Chairs and four Vice-Chancellors on 29 June, called without the provision of agenda or papers, UWIC's representatives had been informed that on 27 June a communication had been sent to HEFCW on behalf of the other three universities regarding UWIC's continued participation in the merger discussions; a copy of that communication was not produced at

the meeting and had yet to be provided to UWIC. Although the form and content of the communication remained unclear, it was clear that at the behest of the three partner universities merger discussions towards a new University of Wales unitary system were to proceed without any further participation by UWIC.

UWIC's Merger Project Group met on 4 July and agreed the content of statements to the former merger partners and to UWIC's students and staff announcing that UWIC was no longer a participant in merger discussions.

The meeting was referred to the contents of the HEW statement of 1 July 2011 which *inter alia* had signalled the Vice-Chancellors' corporate commitment to:

“...working to fulfil the goals, including on reconfiguration, outlined in the Funding Council's Corporate Strategy for 2010-11–2012-13. In this process we are pleased to have the support of colleagues in Universities UK, the wider representative body for Britain's universities.”

The report recommended a short period for reflection and, as UWIC could no longer have confidence in the leadership and management of UW, anticipated that the Board would wish to consider beginning a process of disassociating UWIC from UW. It was suggested that a process of disassociation would entail leaving the University of Wales Alliance, activating UWIC's new legal name, 'Cardiff Metropolitan University', awarding UWIC's students qualifications other than UW degrees, and discontinuation of involvement of UWIC staff in UW collaborative activity.

Members gave detailed consideration to recent developments and expressed disappointment at the inadequacies of the merger process and its unsatisfactory outcome. The meeting noted the expectation that on 13 July, building on its statement of 21 December 2010 that there should be no more than two HE institutions in South East Wales by March 2013, HEFCW would issue a report to the Minister on the Welsh sector's shape and size. Positive statements were to be prepared in readiness for issue to staff and students (and media if required) in response to announcements by HEFCW and the Minister. In anticipation of this development, the Board agreed that work would commence over the summer months 2011 to identify strategic options commensurate with the Welsh Government's agenda. Identified options were to be the subject of consultation with staff, students and stakeholders with a view to a firm decision being reached at the Away-Day on 29/30 September for confirmation at the Board's next formal meeting. The identification of options was to be led by the new Chair and the Vice-Chancellor in consultation with the Merger Project Working Group.

Having in mind the end of UWIC's participation in merger discussions and recent QAA findings into the work of UW, the meeting was minded to disassociate UWIC from UW but resolved that consideration of such action, including consideration of whether and if so how and to what extent UWIC should so disassociate itself, would be included in the range of strategic options to be identified; any such disassociation was to be made with due regard to the consequences for UWIC, its partner institutions and Wales. Determination of the continued participation of staff in UW collaborative and other activities was an executive matter pending further resolution by the governing body.

It was emphasised that in UWIC's deliberations the longer-term interests of students were of paramount importance.

Resolved that UWIC commence to evaluate its options in consultation with students, staff and other stakeholders at the earliest opportunity with a view to determining its strategic direction during the Autumn Term 2011, such options to include consideration of disassociation from UW.

1275. Strategic Risk Register 2010/11: Periodic Review by Governors

Following the Audit Committee's detailed consideration of the Corporate Strategic Risk Register on 28 June 2011, a restricted report presented a further iteration of the Register as revised by the Vice-Chancellor's Board. Assisted by a cover report prepared at the instigation of the Audit Committee, the meeting noted and discussed movements, additions and deletions.

Resolved that the most recent iteration of the Corporate Strategic Risk Register be noted.

1276. Finance Reports

.1 Outturn 2010/11: Third Review

A written report, which had been endorsed by the Finance & Estates Committee, provided details of the current anticipated outturn for 2010/11 and identified and quantified related risks and issues. Appendices presented actual income and costs to the end of April 2011 and a revised forecast for 2010/11, analysis of the cash position, a re-forecast balance sheet for the year-end and capital budget and spend to June 2011.

It was considered that the revised forecast surplus of £4,715K was prudent and could be obtained by year-end with a strengthened balance sheet and improved liquidity measures.

Resolved that the report be approved

.2 Budget Proposals 2011/12

A further written report, which had also been endorsed by the Finance & Estates Committee, provided proposals for the establishment of UWIC's budget for the financial year 2011/12 and examined the key components and risks associated with its delivery. Schedules presented the Income and Expenditure Account; cashflow forecast 2011/12; consolidated balance sheets; capital budget and an analysis of expenditure by area.

The proposals included an historical surplus of £508K and an operating surplus, after taking into account the FRS17 pension provision, of £12K. It was confirmed that the proposals met the financial strategy requirement to provide a surplus (although one equivalent to 2% of turnover rather than the 3% target in the strategy) and provided the basis for the setting of a balanced budget for 2012/13.

It was acknowledged that the budget was to be viewed in the context of a significant reduction in grant funding and a cap on home and EU full-time undergraduate students, removing some £3.5m of income. Proposals for a balanced budget were secured by reductions in core staffing costs of £3m through a targeted severance programme and pursuit of income from international sources. Thus the risk areas in the delivery of the budget proposals were identified as the maintenance of growth in international-related activities and the ability to provide and maintain quality provision for students within reduced staffing resource.

Members were informed that although the Funding Council traditionally asked for five-year financial forecasts exceptionally for 2011/12, in view of the uncertainties regarding future funding, universities were required to submit financial forecasts for the three-year period 2010/11 to 2012/13 only. The financial forecasts for 2012/13 were to be based on the Fee Plans for that year.

Resolved that the budget proposals for 2011/12 be approved

1277. Corporate Strategic Planning:

.1 Corporate Strategic Plan

In accordance with the recommendation of the Strategic Planning Committee, a written report proposed that the current Corporate Strategic Plan be extended by one year to July 2012 to satisfy HEFCW's condition of grant and provide the opportunity for UWIC to engage in the Welsh Government's reconfiguration agenda. It was agreed that the Corporate Strategic Plan would be so extended and a copy sent to HEFCW by 29 July 2011 together with (as presented in the report's appendices):

a brief Strategic Update on significant developments and updated strategies for Learning, Teaching & Assessment, Widening Access and Innovation & Engagement as presented below;

For our Future Targets Forecasts reflecting the targets contained in the Fee Plan for 2012/13;

Financial Forecasts for the three-year period up to 2012/13;

Student Number Forecasts for the two-year period ending in 2012/13 and Staff Number Forecasts for the three-year period ending in 2012/13

It was agreed further that an updated version of the Corporate Scorecard would be provided to the Board's October 2011 meeting prior to its submission to HEFCW by 31 October and that, as was customary, the Annual Monitoring Statement in respect of the Fee Plan would be submitted directly to HEFCW during the Autumn Term 2011.

Resolved that:

.1 the Corporate Strategic Plan be extended for one year to 31 July 2012;

.2 the following documents be approved for submission to HEFCW:

Strategic Update;

For Our Future target forecasts;

Financial Forecasts and associated commentary;

Student & Staff Number Forecasts.

.2 Learning, Teaching & Assessment Strategy

A written report presented a draft revised Learning, Teaching & Assessment Strategy which, it was confirmed, was wholly congruent with the content and targets in UWIC's

Institutional Fee Plan 2012/13 and had been the subject of consultation with the Learning & Teaching and Academic Boards. The Chair was authorised to approve the final version of the Strategy for submission to HEFCW.

It was noted that monitoring of achievement against this and the following two Strategies would continue to be undertaken by HEFCW through the Annual Monitoring Statement process.

Resolved that the report be noted and authority given to the Chair to approve the final version of the Learning, Teaching & Assessment Strategy for submission to HEFCW.

.3 Widening Access Strategy

A written report presented the revised Widening Access Strategy for the period 2011/12 to 2013/14 which, it was confirmed, was wholly congruent with the content and targets in UWIC's Institutional Fee Plan 2012/13 and had been the subject of consultation with the Learning & Teaching and Academic Boards.

Resolved that the report be noted and the revised Widening Access Strategy approved for submission to HEFCW

.4 Innovation & Engagement Strategy

A written report presented the new Innovation & Engagement Strategy which built upon the approach of the former Third Mission Strategy. It was confirmed that the new Strategy had been the subject of consultation with the Learning & Teaching and Academic Boards.

Resolved that the report be noted and the Innovation & Engagement Strategy approved for submission to HEFCW

1278. Strategic Estates Plan: Howard Gardens Campus

The meeting received and approved a report on the future of the Howard Gardens site which had been endorsed by the Finance & Estates Committee on 14 June 2011.

The governing body noted the longer-term cost of maintaining the Howard Gardens site and was advised that relocation could be achieved within a cost envelope of £10m over 3 years and the ultimate disposal of the site. Assurance was given that relocation and the building of new facilities at Llandaff provided an affordable and sustainable solution which recognised reduction in student numbers, portfolio review and possible institutional reconfiguration and maximised the use of facilities on the remaining campuses. A Communications Plan was to be implemented for internal and external use.

Resolved, on the recommendation of the Finance & Estates Committee, that UWIC would reduce its estate to two teaching campuses through the disposal of the Howard Gardens site and re-provision at the Llandaff Campus within a cost envelope of £10m over 3 years.

1279. Key Performance Indicators and the HEFCW Information Toolkit

A written report provided updated Key Performance Indicators (KPIs) and a list of UWIC's comparators and presented and examined issue 2 of HEFCW's *Information Toolkit for Higher Education Governors*. The KPIs had been earlier presented for detailed

consideration to the Human Resources, Finance & Estates and Strategic Planning Committees as appropriate.

Of the eight KPIs, all had been assessed as amber green (signifying a satisfactory level of performance with the activity broadly on track with some concerns which needed to be addressed) save for Estates & Environment which had been assessed as amber (signifying a mixed level of performance with some significant concerns which could be damaging if not addressed and representing a medium level of risk).

It was reported that in 2010 Institutional Sustainability and Financial Health had been assigned Amber status in anticipation of the potential deleterious impact of future cuts in public funding on UWIC's operation. Since the KPIs had last been reported UWIC had streamlined its operation permitting the overall indicators for Financial Health and Institutional Sustainability to be assigned improved Amber/Green status.

Overall, the Estate and Environment KPI had again been assigned Amber status. Although many individual KPIs were suggestive of a satisfactory level of performance and the delivery of new building projects had occurred to schedule and budget, solutions to the estate deficiencies at Howard Gardens had not been identified at the date of the report. It was anticipated that the status of the Estate and Environment area would move to Amber/Green status as plans were drawn up and agreed for the disposal of Howard Gardens.

The latest, second iteration of HEFCW's *Information Toolkit for Higher Education Governors* included statistical information on the positioning and performance of universities in a UK context and relative to the Welsh Assembly Government's *Reaching Higher* targets, together with a list of data and information sources either produced by HEFCW or available more widely. A degree of overlap between UWIC's own KPIs and the *Toolkit* was noted. In contrast with the first edition, the 2010 *Toolkit* publication did not provide data or analysis in respect of institutional or sector performance against the high level *For Our Future* target measures reported in the HEFCW Corporate Strategy. It was reported by HEFCW that future editions of the *Toolkit* would include this performance data.

Resolved that the report be noted.

1280. **Audit Committee Business:**

.1 **Strategy for Internal Audit 2011/12-2013/14**

The meeting was informed that the Audit Committee on 28 June 2011 had received initial proposals for the Internal Audit Strategy for 2011 to 2014, including the Plan for 2011/12. It was confirmed that the Committee had addressed the matters set out in the report for its specific consideration and had agreed that a revised version of the proposed Strategy would be submitted to the Board of Governors for approval. The revised version included *inter alia* the number of days allocated to each review, provision for contingency and amendments to the planned corporate governance reviews.

Resolved that the Strategy for Internal Audit for the period 2011/12 to 2013/14 be approved.

.2 **Chair's Update**

The Chair's oral report provided details of the Committee's:

receipt of nine positive internal audit reports and a positive report on the implementation of recommendations – the internal audit reports had included

an advisory report into the operation and effectiveness of the Human Resources and the Finance & Estates Committees which, it had been agreed, would be considered at the September 2011 in conjunction with consideration of the outcomes of the current review of the effectiveness of the Board of Governors;

receipt of a positive draft Internal Audit Annual Report for 2010/11, the final version of which was to be submitted to the Board of Governors in October 2011;

receipt of a positive report on the performance of RSM Tenon as Internal Auditors during 2010/11 demonstrating significantly improved performance over that for 2009/10;

receipt of a report on UWIC's data security protocols and guidelines demonstrating an awareness of the importance of maintaining and reviewing data security;

receipt of the annual report on information compliance and of the Freedom of Information Officer's report for the calendar year 2010.

Resolved that the oral report be received

1281. Policy Development and Review

.1 Bribery Act 2010 Compliance

In accordance with the Audit Committee's resolutions of April 2011 that UWIC's existing policies and procedures should be strengthened to ensure full compliance with the Bribery Act 2010, a written report presented two new policies for approval, viz. an Anti Bribery Policy and a Gifts and Hospitality Policy. It was confirmed that both policies had been endorsed by the Finance & Estates and Audit Committees.

A briefing session on the implications of the Act had been presented to governors and members of the Management Board on 14 June 2011.

Resolved that:

.1 the report be noted;

.2 the Anti Bribery and Gifts & Hospitality Policies be approved and reviewed within a period of three years

.2 Electronic Communications Policy

A written report presented for approval a revised version of the Electronic Communications Policy which had been revised to include reference to new social media and networking sites and, subject to minor revision, had been endorsed by the Audit Committee.

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

1282. Annual Reports 2010/11

The annual reports of the Finance & Estates Committee, Human Resources Committee and the Strategic Planning Committee were presented for information.

Resolved that the annual reports be received.

1283. Governance Issues

The Clerk to the Governors presented the periodic report on current governance issues.

.1 Board and Committee Membership from 1 August 2011

1.1 Independent Governors

The report set out details of the three independent governors who were due to retire from the Board of Governors on 31 July 2011 (viz. Mr. John Wyn Owen (Chair), Mr. Nigel Roberts and Mr. David Rosser) at the end of six-year terms and the one independent governor (Ms Eve Piffaretti) who was not seeking a second three-year term because of professional commitments. A second independent governor (Ms Marcella Maxwell) had arrived at the end of her first three-year term and was eligible for and prepared to accept a further three-year term.

It was reported that the reconstituted Nominations Committee had met on 17 May 2011 and had resolved to continue the search procedure in part. In accordance with that resolution the Committee made recommendations for the appointment of two new independent governors, the Baroness Randerson and Rev Canon Robin Morrison, and the re-appointment of Ms Maxwell. Candidates for Board membership not the subject of these recommendations had been informed of the position and indicated their continuing interest in membership of the Board of Governors.

It was noted that acceptance of the two recommendations would leave vacancies for two independent governors and that the Nominations Committee had resolved to give further consideration to Board membership in the light of progress in merger discussions.

Resolved that the following appointments be made for independent membership of the Board of Governors from 1 August 2011:

for initial terms of three years:

Baroness Randerson and the Rev. Canon Robin Morrison

for a second term of three years:

Ms Marcella Maxwell

1.2 Staff Representatives

It was reported that the term of office of Ms Alette Bounouri as Support Staff Representative ended on 31 July 2011 at the culmination of a three-year term and that the term of office of Mr Ray Kemp as Academic Staff Representative

ended on the same date as a consequence of his retirement from UWIC's employment. Elections for both positions had been held in June 2011 and the successful candidates returned unopposed.

Resolved that the following appointments be approved for three-year appointments from 1 August 2011:

Support Staff Representative: Anna Hayes, Assistant Registrar
Enrolment and School Liaison, Llandaff Campus;

Academic Staff Representative: Dr Matthew A. Waring, Senior
Lecturer, Cardiff School of Management, Llandaff Campus.

1.3 Committee Membership 2011/12

The meeting was advised that the Audit Committee's membership structure provided for five members including two external co-opted members and that the terms of the current external co-opted members ended on 31 July 2011. Mr John F. Clarke was due to retire from the Committee at the expiration of his second term of office on 31 July. The Nominations Committee recommended the re-appointment of Ms Jacqueline Royall for a further one year term and the appointment of Ms. Monnaza Hassan for an initial three-year term.

The Appendix to the report set out proposals for initial Committee membership for the year 2011/12 subject to review during the Autumn Term.

Resolved that:

- .1 the following appointments be made for external co-opted membership of the Audit Committee from 1 August 2011:

Ms.J.Royall be re-appointed for a further one-year term;

Ms.M.Hassan be appointed for an initial three-year term;

- .2 proposals for initial Committee membership for 2011/12 be approved.

2. Governor Training 2011/12

The report set out proposals for training for 2011/12 including provision for induction and basic training sessions and a series of briefing sessions.

Resolved that proposals for governor training for 2011/12 be approved.

3. Effective Governance

.1 Effectiveness of the Governing Body

It was noted that the Effectiveness Project Working Group was to meet over the summer months 2011 to draft an action plan for discussion during the September Away-Day.

.2 Effectiveness of Committees

Details were provided of the completion of the Nominations Committee's review of its effectiveness and the postponement of the review of the effectiveness of the Human Resources Committee pending the outcomes of discussions at the September Away-Day on the Internal Audit Advisory Report into the committee structure (min. 1280.2 above refers).

4. Other Items for Information

It was noted that the 2011 Governors' Away-Day was to be held at the Llandaff Campus on Thursday, 29 and Friday, 30 September and that the next meeting of the Stakeholder Forum was to be held on Tuesday, 4 October 2011. Details were provided of HEFCW Circulars issued since 12 April 2011.

Resolved that the report be noted.

1284. Any Other Business

.1 Restricted Items

Resolved that the following items retain restricted status:

Reconfiguration
Corporate Strategic Risk Register
Outturn Third Review
Budget Proposals
Corporate Strategic Plan
Internal Audit Strategy

.2 Governors Retiring on 31 July 2011

It was noted that the following members retired from the Board of Governors at the end of the current business year:

Mr. John Wyn Owen – Independent Member since June 2005 and Chair since 1 August 2005;

Mr. Nigel Roberts – Independent Governor since 1 August 2005;

Mr. David Rosser - Independent Governor since 1 August 2005;

Ms. Eve Piffaretti – Independent Governor since 1 August 2008;

Ms Claire Rafferty – UWICSU President and Student Representative since 1 August 2009;

Ms Ayette Bounouri – Support Staff Representative since 1 August 2008;

Mr. Ray Kemp – Academic Staff Representative since October 2010.

Also retiring on 31 July was Mr. John Clarke, external co-opted member of the Audit Committee since January 2006.

The Chair extended the Board's thanks and good wishes to all members retiring on 31 July 2011.

1285. FOR INFORMATION

The following documents were presented for information:

- .1 Rolling Calendar of Meetings: 2011/2013
- .2 Minutes of the Strategic Planning Committee: 26 May 2011
- .3 Minutes of the Strategic Planning Committee: 14 June 2011
- .4 Minutes of the Human Resources Committee: 7 June 2011
- .5 Minutes of the Finance & Estates Committee: 14 June 2011
- .6 Minutes of the Audit Committee: 28 June 2011