

## UNIVERSITY OF WALES INSTITUTE, CARDIFF

### MEETING OF THE BOARD OF GOVERNORS: 11 OCTOBER 2011

#### MINUTES

**Present:** Miss B. Wilding (Chair), Professor.A.J.Chapman (Vice-Chancellor & Principal), Dr.P.Easy, Mrs.Z.Harcombe, Ms.N.James, Mr.S.Mathur, Mr.A.Piper, Dr.G.N.J.Port, Baroness Randerson, Dr.R.Smith, Mr.J.F.Thomas, Dr.M.Waring, Mr.P.R.Williams

**Attendance:** Mrs.P.M.Ackroyd (Pro Vice-Chancellor, Operations), Professor.R.Brown (Pro Vice-Chancellor, Research – to item 1291.1), Mrs.J.Hare (Deputy Vice-Chancellor), Ms.E King (Student System Project Manager, for item 1288 only), Mr.R.Moremon (Director of Marketing & Communications), Mr.D.C.Price (Director of Strategy Development), Mr.P.Riley (Head of Library Services, for item 1288 only), 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 Ms Nichola James (UWICSU President), Baroness Randerson (independent member) and Dr Matt Waring (Academic Staff representative) who were attending their first meeting as members of the Board of Governors.

The meeting was advised that Ms. Marcella Maxwell (independent member since August 2008) and Dr. Dylan Jones (co-opted member since August 2010) had tendered their resignations from the Board of Governors for work-related reasons. Their contributions to the work of the governing body and its Committees were acknowledged.

#### **1286. Apologies for Absence**

Apologies for absence were received from Lord Boswell (Vice-Chair), Mr.B.Davies, Mrs.A.Hayes (new Support Staff representative), Rev. Canon R. Morrison (new independent member) and Mr.E.C.Thomas.

#### **1287. Declarations of Interest**

Professor Robert Brown, part-time Pro Vice-Chancellor (Research) made a direct pecuniary declaration regarding his similar part-time position at the University of Wales and left the meeting before consideration of the item at minute 1291.1.

#### **1288. Presentation on the Student System**

The meeting received a presentation on the implementation of the new Student System in accordance with the project plan commenced in 2009. It was noted that the project had overseen the delivery of the admissions system in 2010 and online enrolment in August 2011. For reasons of complexity the project duration had been extended by twelve months to July 2013 with an increase in budget from £2.5m to £2.7m. The presentation gave details of the enhanced facilities provided by the new system for students and staff and the 'value added' functionality from August 2012 which would culminate in the provision of curriculum management by July 2013.

Members noted progress under the project and the Audit Committee's receipt of a satisfactory amber/green internal audit review thereon in April 2011. It was agreed that further details of its implementation would be presented during the Autumn Term 2012.

**Resolved** that the presentation be received and further details of progress in the project's implementation be presented during the Autumn Term 2012.

#### **1289. Minutes of the Board of Governors: 12 July 2011**

The minutes of the last meeting were approved as a correct record and signed.

##### Matters Arising

##### .1 Corporate Strategic Plan (min. 1277)

It was confirmed that the updated Corporate Scorecard would be presented to the December 2011 meeting.

#### **1290. Standing Items**

##### .1 Report of the Chair of the Board of Governors

The Chair's written report provided details of meetings and events attended since 1 August 2011 in addition to meetings and telephone conversations with individual governors, the Vice-Chancellor, the Clerk and members of VCB.

The report directed members' attention to the unconfirmed minutes of the Strategic Planning Committee meeting of 27 September 2011 and summarised items of significant business, in particular the committee's detailed consideration of UWIC's emerging strategic options and the tenor of UWIC's submission to the Minister's consultation exercise on the HEFCW report: *The Future Shape of Higher Education in Wales*.

Details were provided of the significant items of business of the annual Strategic Dialogue Meeting between Higher Education Wales, the Chairs of Higher Education Wales and HEFCW held on 15 and 16 September 2011 in Cardiff. A written summary of the meeting was to be distributed when released by HEFCW.

**Resolved** that the report be received.

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

A written report presented details of progress made across UWIC since the last meeting of the Board of Governors in July 2011. The report reflected some of the achievements of the last academic year and served as a signpost for developments and initiatives expected in the coming months. Activities were reported against the agreed Strategic Aims. An appendix to the report presented the minutes of the Academic Board meeting of 9 September 2011 for information.

Particular reference was made to:

UWIC's positive performance in the National Student Survey;

work being undertaken on a review of the Student Charter (with a view to the presentation of a revised version during the Spring Term 2012;

the establishment of a working group to ensure that the University meets the graduate employability targets set out in the Fee Plan's Implementation Plan;

enrolment against student number targets;

HEFCW's 2011/12 regional planning expectations;

the outcomes of actions taken during 2010/11 to reduce staffing costs by a figure in excess of £5m p.a. through a combination of natural wastage and voluntary severance (without an adverse affect on core functions);

the sale of the Colchester Avenue site;

performance in annual large tables as reported to the Strategic Planning Committee;

League Table performance 2011.

The report referred to the minutes of the last meeting which recorded that the governing body was minded to disassociate UWIC from the University of Wales (min. 1274 of the meeting of 12 July 2011 refers). As recommended by the Strategic Planning Committee at its meeting on 27 September 2011, and taking account of the recent announcement by the University of Wales of a new academic strategy whereby that University would only award degrees to students on courses it designed and fully controlled, it was agreed that twelve months' notice would be given of UWIC's withdrawal from the Alliance. In practice this would mean, the Alliance having been effectively moribund for a number of months, that staff would cease engagement with the Alliance and its working groups with immediate effect. In similar vein it was agreed that no new University of Wales collaborative provision activity would be undertaken but that, subject to consultation with staff and Academic Board, UWIC would continue to participate in academic activities which protect the interests of students studying for University of Wales Awards pending utilisation of UWIC's own degree-awarding powers (see min. 1291.2 below).

**Resolved** that:

.1 the report be received;

.2 the University of Wales be given notice of withdrawal from the University of Wales Alliance.

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

This report was the first report presented by the new UWICSU President. The report provided details of the Week One Welcome (WOW), the UWICSU submission to the Minister's consultation exercise, recruitment of student representatives, provision of student interns and work placements, and initiatives to improve the student experience and retention and employability rates in the context of a new fee structure.

The Chair stated her intention to write to thank those responsible for WOW arrangements and encouraged all governors to engage with WOW in 2012 *et seq.*

**Resolved** that the report be received;

## 1291. Strategic Intent:

### .1 Future Structure of Universities in Wales

A written report provided formal notification of the issue of the HEFCW Report to the Minister of Education and Skills: *The Future Structure of Universities in Wales* and the Minister's consultation exercise thereon. Members were advised that members present at the Away-Day held on 29 & 30 September had been minded collectively but not unanimously (three members dissenting) to base UWIC's submission to the consultation exercise on statements to the effect that "*UWIC has been and continues to be committed to strengthening pro-actively the higher education system in South East Wales for the benefit of learners and other stakeholders. The Board is of the view, however, that the HEFCW report does not evidence a beneficial case for UWIC merging with the University of Glamorgan and the University of Wales, Newport. The Board advocates, therefore, the development of alternative options premised on a closer association of higher education delivery in the city of Cardiff with the objective of balancing the city's international and business agendas with an improved impact on the city's health, community and social justice issues.*" This formulation and the University's written response to the consultation exercise submitted on 4 October were formally ratified.

Assurance was given that the submission reflected advice received from legal advisers and that further legal advice would be sought as appropriate on the outcomes of the consultation exercise as they applied to UWIC.

It was agreed that work was required to develop and articulate UWIC's strategy, particularly as it met the Welsh Government's wider agenda, taking account of comments made at the 5 October meeting of the Stakeholder Forum. An opportunity would be sought to discuss UWIC's ambitions and its submission in detail with the Minister's officials before the announcement of the outcomes of the consultation exercise.

**Resolved** that the outcome of the Governors' Away-Day and the University's submission to the Minister's consultation exercise be ratified.

### .2 Withdrawal from the University of Wales and Change of Name

A further written report addressed the issue of withdrawal from the University of Wales and examined the implications of the announcement by the University of Wales of a new academic strategy whereby that University would only award degrees to students on courses it designed and fully controlled. It was noted that the media release of 3 October 2011 stated that universities affected by the new strategy would be offered a notice period of one year before the changes came into effect at the start of the 2012/13 academic year (although in effect less than the required notice of one year had been given).

It was agreed that this development required UWIC to take immediate steps to activate its own degree-awarding powers and change its name. Confirmation was given that the former could be done by simple resolution of the governing body, as postulated in the written report, and that the latter required a request to the Privy Council to release forthwith the Order agreed in January 2011 changing UWIC's name to Cardiff Metropolitan University and issuing revised Instrument and Articles of Government. The Privy Council was to be asked to insert an effective date of 1 November 2011 for the change of name.

**Resolved** that:

- .1 resolutions placing UWIC's taught degree-awarding powers and research degree-awarding powers in abeyance be rescinded forthwith;
- .2 the Clerk be authorised to request the Privy Council to issue the Order changing UWIC's name to Cardiff Metropolitan University forthwith with an effective date of 1 November 2011.

**1292. Proposal for the Establishment of a UWIC Campus in London in Partnership with the London School of Commerce**

A written report, which had been considered at the last meeting of the Strategic Planning Committee, presented details of a proposal by the London School of Commerce (LSC) to establish a UWIC Campus in London for an initial period of three years. The proposal recognised that steps would need to be taken to avoid a detrimental effect on international recruitment at UWIC's Cardiff campuses.

The meeting was advised that the Strategic Planning Committee had endorsed in principle the proposal to proceed to the commencement of formal negotiations with the LSC to develop a valid Business Plan and Memorandum of Agreement. Assurance was given that UWIC would take appropriate steps to ensure that all UKBA Confirmations of Acceptance issued to students recruited by the LSC were in compliance with UKBA regulations and that academic activity would be directly under the supervision and ultimate control of UWIC. All such students were to be fully enrolled and registered as students of UWIC with the same rights and privileges as students directly recruited in Cardiff.

In the light of risk issues identified in the report the proposal had been referred to the Strategic Planning Committee's Transnational Education (TNE) sub-committee which had considered initial specialist legal advice that addressed the arrangements required to ensure that the proposal accorded with the requirements of the UKBA Tier 4 Licence regulations. The TNE sub-committee supported the resolutions of the Strategic Planning Committee and advised that work continued to develop the proposal in accordance with legal advice.

In accepting the recommendations and advice of the Strategic Planning Committee and the TNE sub-committee, the meeting emphasised that the safeguarding of UWIC's Tier 4 Licence and its good relationship with the UK Border Agency was paramount.

**Resolved** that:

- .1 the report be received;
- .2 it be agreed in principle to proceed to the commencement of formal negotiations with the LSC to develop a Business Plan and Memorandum of Agreement giving due regard to legal advice and the protection of UWIC's Tier 4 Licence;
- .2 further independent specialist legal advice regarding this development and its implications for the requirements of the UKBA be sought as necessary. (Check TNE)

**1293. Internal Audit Annual Report: Year Ended 31 July 2011**

The meeting was advised that the draft Internal Audit Report for the year ending 31 July 2011 had been presented to the Audit Committee in June 2011 prior to its submission to this meeting in final form.

As signalled in the draft report and reported to the last meeting, the final report stated that the Internal Auditors were satisfied that sufficient internal audit work had been undertaken to allow them to draw a reasonable conclusion on the adequacy and effectiveness of UWIC's arrangements.

The meeting welcomed the presentation of a positive report and noted the following Internal Auditors' Opinion:

*For the 12 months ended 31 July 2011, based on the work we have undertaken, our opinion regarding the adequacy and effectiveness of UWIC's arrangements for governance, risk management and control is as follows:*

**Governance:** Adequate and effective: Green

**Risk Management:** Adequate and effective: Green

**Control:** Adequate and effective: Green

**Resolved** that the Internal Auditors' Annual Report for 2010/11 be received and submitted to the Funding Council for information.

## 1294. Governance

### .1 Governance Report

#### 1. Board and Committee Membership for 2011/12

The report provided formal notification of the resignation of Ms Marcella Maxwell and Dr Dylan Jones from the Board of Governors. It was agreed that letters would be written recording the Board's appreciation of their contributions to the work of the governing body. The meeting was advised that the vacancy for a chair of the Human Resources Committee occasioned by Ms Maxwell's resignation would be addressed by the Nominations Committee and a recommendation made to the next meeting of the Board of Governors.

With the agreement of the governors concerned, it was recommended that appointments to Committees be made for the remainder of 2011/12 as follows:

Canon Robin Morrison to the Human Resources Committee:

Dr. Peter Easy to the TNE Sub-Committee.

#### 2. Review of Effectiveness

It was reported that the recent Governors' Away-Day had given general, informal endorsement to the findings of the Effectiveness Working Group. A proposed action plan with indicative timings was attached at Appendix 1 to the report for approval. Recommendations requiring specific resolution by the Board of Governors were:

- i) receipt of brief written and oral reports early in Board agendas from the Chairs of the Audit, Human Resources, Finance & Estates and Strategic Planning Committees - with the exception of the Audit

Committee, these periodic reports were to replace the annual reports at year-end;

- ii) revision of the name and Terms of Reference of the Nominations Committee to establish with immediate effect a Nominations & Governance Committee with enhanced Terms of Reference to provide additional responsibilities to review and make recommendations on the size of the governing body, committee membership and individual member attendance.

The Chair took the opportunity to introduce proposals for individual governors to be aligned with specific areas of organisational activity. It was agreed that this initiative would be developed during the remainder of the Autumn Term

3. Governor Training and Briefing Sessions 2011/12

It was noted that a date had yet to be announced for a pan-Wales basic training session for all new governors during 2011/12 and that briefing sessions were to be presented during the year on: i) roles, responsibilities and effectiveness in crisis; ii) equality and diversity; iii) the implication of the Welsh Government's response to the McCormick review.

4. Stakeholder Forum

Notification was given of the resignation by Mrs Margaret Evans from the position of Independent Chair of the Stakeholder Forum's Membership Selection Panel (MSP), a position held by Mrs Evans for some four years since the Forum's formation. The meeting acknowledged Mrs. Evans's contribution to the work of the Stakeholder Forum since its inception. It was agreed that proposals for the appointment of her successor and for a replacement on the MSP for Mr. David Rosser, who had retired from the governing body on 31 July 2011, would be brought to the Board in December 2011.

5. HEFCW Circulars

A list was provided of HE circulars posted on the HEFCW website since the last meeting.

**Resolved** that:

- .1 the report be noted;
- .2 proposals for Committee membership be approved;
- .3 the Effectiveness Working Group's Action Plan be approved and that in particular:
  - 3.1 Committee Chairs be asked to present brief written and oral reports to all meetings of the Board of Governors;
  - 3.2 with the exception of the Audit Committee, the requirement for committees to provide annual reports to the Board of Governors be rescinded forthwith;

3.3 the name and Terms of Reference of the Nominations Committee be revised to establish a Nominations & Governance Committee;

.4 proposals be brought to the next meeting for the appointment of an Independent Chair and Member of the Stakeholder Forum's Membership Selection Panel.

.2 Clerk's Annual Report (including Remuneration Committee's Annual Report)

The Clerk's Eighth Annual Report, for the year 2010/11, was presented for information and assurance of compliance with governance requirements. The report summarised the composition, structure and operation of the Governing Body and its compliance with the Instrument and Articles of Government during the last business session. It also presented an open summary report of the work of the Remuneration Committee during 2010/11.

Assurance was given that there were no governance issues to be brought to the Board's attention and that UWIC remained in compliance with the CUC Governance Code of Practice.

**Resolved** that the Clerk's Annual Report and the annual report of the Remuneration Committee be received.

**1295. Other Business**

.1 Restricted Items

**Resolved** that the following items would retain restricted status:

Proposal for the Establishment of a UWIC Campus in London;  
Internal Audit Annual Report 2010/11.

**1296. FOR INFORMATION**

The minutes of the Strategic Planning Committee of 27 September 2011 were presented for information.