

## **CARDIFF METROPOLITAN UNIVERSITY**

### **MEETING OF THE BOARD OF GOVERNORS: MONDAY, 9 JULY 2012**

#### **MINUTES**

**Present:** Miss B.Wilding (Chair), Professor.A.J.Chapman (Vice-Chancellor & Principal), Baroness Finlay of Llandaff (to 1344), Ms.M.Hassan, Mrs.Z.Harcombe (to 1344), Mrs.A.Hayes, Ms.N.James (to 1344), Mr.S.Jones, Rev.Canon R. Morrison, Mr.A.Piper, Dr.G.N.J.Port, Mr.J.F.Thomas, Dr.M.Waring, Mr.P.R.Williams (to 1347)

**Attendance:** Mrs.P.M.Ackroyd (PVC Operations), Professor D.Brooksbank (PVC Enterprise), Ms.R.Foster (Student President-Elect), Mrs.J.Hare (Deputy Vice-Chancellor), Professor S.Hanton (PVC Research), 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)

Before the commencement of formal business the Chair welcomed Ms.Ruth Foster, Student President for 2012/13, as an observer.

The following changes in the order of business were agreed:

the Item *Strategic Intent: Future Structure of Universities in Wales* (minute 1343) to be taken after *Standing Items* (minute 1341), and

the item *Estates Strategy* (minute 1346) to be taken after *Corporate Strategic Plan* (minute 1344)

#### **1337. Apologies for Absence**

Apologies for absence were received from Lord Boswell of Aynho (Vice-Chair), Dr.P.Easy, Mr.S.Mathur, Baroness Randerson, Dr.R.Smith and Mr.E.C.Thomas,

#### **1338 Declarations of Interest**

There were no declarations of interest.

#### **1339. Presentation by the Pro Vice-Chancellor (Research)**

The Pro Vice-Chancellor (Research) delivered a presentation entitled: *Achieving International Excellence & World Leading Recognition in Research*.

The presentation covered the strategic goal of increasing the amount of internationally excellent (3 star) and world leading (4 star) research, externally judged by REF 2014, in the next planning cycle. A review of research performance indicators in the current period of the research strategy was followed by discussion on research aspirations contained within the new Corporate Strategic Plan. The focus then turned towards the research excellence agenda, the generation of quality profiles and the importance of a strong performance for the University.

Particular reference was made to the University's current position and the predicted number of staff who would be returned in the exercise, those who might narrowly miss inclusion and those who are developing their profiles. Importantly, the presentation then addressed the twin-track mechanisms of continuing to develop the research base and also focusing on the pinnacles of research performance. The latter emphasised the need for understanding of the research landscape and indicators of 3 and 4 \* research, the need to re-educate researchers, the importance of research leaders and the opportunities EU funding presents. The presentation closed by suggesting the significance of challenging strategic research goals and the need to recognise flexibility in operating systems predicated on data management.

**Resolved** that the presentation be received.

**1340. Minutes of the Board of Governors:**

.1 Special Meeting 19 March 2012

The minutes of the special meeting of 19 March 2012, which had been tabled in draft form at the last meeting, were confirmed as a correct record and signed. There were no matters arising from the minutes.

.2 Meeting of 3 April 2012

The minutes of the last meeting were confirmed and signed.

Matters Arising

.1 Standing Items: Report of the Vice-Chancellor (min. 1325.2)

Arising from Academic Board minutes of 2 March 2012, a written report: *Summary of external examiner reports for all taught programmes 2010 to 2011: response by schools to paragraphs 6.3 and 6.4*, detailed the actions taken to ensure that External Examiners were given the opportunity to comment on and amend examination questions and coursework assignments. It was agreed that a further, oral report confirming adherence to procedures would be presented in July 2013.

.2 UWIC Foundation: Dissolution (min. 1330)

It was confirmed that the UWIC Foundation charity had been dissolved and that the limited company was to be dissolved during the Autumn Term 2013

**1341. Standing Items**

.1 Report of the Chair of the Board of Governors

The Chair's written report presented details of events attended since the last meeting and planned for the Autumn Term 2012 and the minutes of the two meetings of the Strategic Planning Committee during the Summer Term 2012, on 15 May and 26 June.

The Chair reported the following action:

waiving Standing Orders to allow the meetings of the Human Resources Committee on 12 June and the Strategic Planning Committee of 26 June to proceed in the absence of quorum.

on 11 June 2012, in accordance with delegated authority (Strategic Planning Committee min. 670 of 15 May 2012), approved revisions to the Fee Plan 2013/14 for re-submission to HEFCW.

Particular reference was made to the following significant items of business at the meetings of the Strategic Planning Committee:

HE sector reconfiguration - The May meeting had received an oral report on discussions by the Chair and Vice-Chancellor with Sir Steve Smith, adviser to the Minister CELLS. The June meeting had received copies of a restricted Vision paper prepared for a meeting with the Minister's adviser which drew on the 2010/11 work of the Futures Group and developed proposals for more focussed and pan-Wales academic and organisational collaboration. Also tabled had been a draft statement suggested for use by the University in response to or as part of any statement issued on reconfiguration by the University of Glamorgan and the University of Wales, Newport. It was agreed that unless and until the Board of Governors reconsidered its response to HEFCW's proposal for reconfiguration in South East Wales, any statement in support of a new university in the region could do no more than welcome and support the establishment of the new institution and confirm Cardiff Metropolitan University's eagerness to work and collaborate positively with it.

Draft Agreement with the London School of Commerce for sponsorship of students - both meetings had given detailed consideration to the issuing of CAS in London in accordance with UKBA guidance. The June meeting had been informed that a draft agreement drawn up at the behest of the London School of Commerce, which required significant revision before it would be acceptable to this University, had been sent marked 'subject to contract' and without obligation to the UKBA for comment. The LSC reported on 5 July that UKBA was prepared to 'approve' the agreement and thus a special meeting of the TNE Sub-Committee had been called for earlier on 9 July to consider this development and agree on next steps. At this juncture the Chair of the TNE Sub-Committee reported that although concerns remained about the drafting of the agreement the Sub-Committee was content for the agreement (or preferably a skeleton thereof) to be signed and submitted formally to UKBA subject to an understanding that the agreement would be revised and resubmitted during the Autumn Term and that no actions would be taken under it until the parties had agreed outstanding operational and financial matters.

TNE Sub-Committee - The June meeting had received a report on the 12 June meeting of the TNE Sub-Committee. The business of that meeting had included a report on progress in meeting the TNE Provision Business Plan 2010-13. Noting the continuing pressures on student numbers and income, and on the advice of the TNE Sub-Committee, the Strategic Planning Committee recommended that student number targets for 2012/13 be revised downwards to 3,700 new students (giving revised figures for 2012/13 of income of £2,073k and contribution of £670k).

Proposed new Standards for the use of the Welsh Language - the June meeting received details of the Welsh Language Commissioner's proposed new Standards for the use of the Welsh Language. It was recommended that a response to the consultation exercise be co-ordinated by the Welsh Medium Provision Manager, approved by the Vice-Chancellor's Board and the Chair on behalf of the Board of Governors and submitted by 11 August 2012.

Strategic Planning and Performance Committee – the Strategic Planning Committee endorsed the recommendation of the Nominations & Governance Committee that consideration be given to establishing a Strategic Planning and Performance Committee. It was agreed that a report setting out formal proposals be submitted to the Committee and the Board during the Autumn Term 2012.

**Resolved** that:

- .1 the report be received;
- .2 Chair's Action be noted;
- .3 progress in the establishment of a London Campus be agreed;
- .4 the 2012/13 student number targets in the TNE Provision Business Plan 2010-13 be revised as recommended;
- .5 a response to the consultation exercise on Welsh Language Standards be co-ordinated by the Welsh Medium Provision Manager and approved by the Vice-Chancellor's Board and by the Chair on behalf of the Board of Governors;
- .6 proposals for the establishment of a Strategic Planning & Performance Committee be submitted to the Strategic Planning Committee and the Board of Governors during the Autumn Term 2012;

.2 Report of the Vice-Chancellor

The Vice-Chancellor presented his periodic report on progress made since the last meeting. Activities continued to be reported against the agreed Strategic Aims. Attached to the written report were the confirmed minutes of the Academic Board meeting of 4 May 2012 and the unconfirmed minutes of the meeting of 8 June 2012.

Particular reference was made to:

the national and local factors which had contributed to the University's 17.5% drop in 2012/13 full-time home/EU undergraduate applications (including the impact of HE reconfiguration and change of name), the potential financial implications and the actions being taken to limit the effect of such factors and optimise activity at 'clearing;

the development and submission to the REF of a Code of Practice on the fair and transparent selection of staff for submission to the REF;

review of the Research Degree Regulations, Researcher Handbook and Code of Practice - it was agreed that the revised regulations would be attached to the next presentation of Academic Board minutes and that the draft Self

Evaluation Document for the next QAA Institutional Review would be presented to members for information;  
the planned signing on 12 July 2012 of a partnership agreement with Santander UK and subsequent entry into the Santander Universities Global Network;

**Resolved** that the report be received.

### .3 Students' Union

#### (i) Report by the Student President:

The periodic written report by the Student President, the last to be presented by Ms. Nichola James, provided details of a review of the representation structure, the continued success of the Athletic Union in the BUCS League Tables, the new awards initiative of Student Lead Teaching Fellowships, developments under the Fee Implementation Plan and a meeting with the Minister CELLS on 30 May 2012.

**Resolved** that the report be received.

#### (ii) Cardiff Met SU Financial Outturn 2011/12 and Provisional Budget 2012/13

A written report, which had been endorsed by the Finance & Estates Committee, presented the projected outturn for the financial year 2011/12, with a deficit of £45.5k, and the provisional budget for the 2012/13 financial year, with a projected surplus of c. £2k.

**Resolved** that the projected outturn for 2011/12 be noted and the budget for 2012/13 endorsed.

### .4 Reports by Committee Chairs

The meeting received the unconfirmed minutes and oral reports of the Summer Term's meetings of the Audit, Human Resources and Finance & Estates Committees.

#### .1 Audit Committee: 3 July 2012

Internal Audit and Risk Appetite - the meeting had received receipt eight positive internal audit reports. As an outcome of an advisory review on risk maturity it had been agreed that further targeted training would be provided to risk owners to help embed risk management as a management task and provide better understanding of aspects such as risk appetite and inherent/residual risk. As endorsed by VCB and the Audit Committee, it was agreed that risk appetite would be determined and recorded on a project-by-project basis.

Internal Audit Annual Report for the Year Ended 2012 - the meeting had received the near final draft of the Annual Report which provided a positive opinion. The final version was to be presented to the to the Board of Governors and the Committee during the Autumn Term 2012.

External Audit - the Committee had approved proposals for a competitive tendering process for the appointment of external auditors from 11 December 2012.

.2 Human Resources Committee: 12 June 2012 (presented by Baroness Finlay, Committee member)

Human Resources Strategy - Level 3 Management Salaries (including professorial salaries) – the Committee had received written details of the number, types of post and salary ranges for positions at level 3 and within the professoriate as at 16 May 2012. It had been noted that, acting on advice from legal advisers on equal pay issues and on consideration of a proposal for the creation of a banding system for the professoriate, VCB had recommended the introduction of job-evaluation for level 3 and professorial staff.

Periodic Staff Monitoring Report - there were no significant issues to be brought to the Board's attention.

Health & Safety Committee Minutes - the Committee had received the minutes of the meeting of 24 May 2012 in respect of which there were no significant issues to be brought to the Board's attention.

Business Plan for 2011/12 - confirmation was given that the Committee has completed the business set for 2011/12

.3 Finance & Estates Committee: 19 June 2012 (presented by Mr. J.F. Thomas, Committee Vice-Chair)

Corporate Strategic Plan: HEFCW Financial Forecasts – the Committee had endorsed the financial forecasts required by HEFCW to support the new five-year Corporate Strategic Plan.

Home/EU Student (Full Time) Applications Update 2012-13 Entry – the Committee had examined the factors contributing to a 17.5% drop in Home/EU full-time student applications in comparison with 2011 and the actions being taken to limit their effect including work during clearing.

Staff Restructuring – the Committee had received a report marking the successful conclusion of the two voluntary severance rounds.

Business Plan for 2011/12 - confirmation was given that the Committee has completed the business set for 2011/12.

**Resolved** that the Committee Chair's oral reports be received.

[At this stage the meeting considered *Strategic Intent: Future Structure of Universities in Wales* min. 1343 ]

**1342. Risk Register: Periodic Review**

A written report presented the most recent iteration of the corporate risk register for members' consideration.

The Audit Committee reviewed recent changes to the risk register and noted changes to two risks, the deletion of two risks and the addition of one risk. It was agreed that consideration would be given to inserting a risk recognising the impact of the actions and determinations of HEFCW and its Council members collectively.

As recommended by the Audit Committee, it was agreed that consideration would be given also to the format of the risk register to show better the ownership of risks and timetable for actions.

**Resolved** that the most recent iteration of the Corporate Strategic Risk Register, recent changes to risk definitions and a suggestion for a new risk related to the Funding Council be noted.

### **1343. Strategic Intent: Future Structure of Universities in Wales**

The meeting received an oral report on meetings and discussions between the Chair, Vice-Chancellor, Professor Sir Steve Smith (special adviser to the Minister for Education and Skills) and Mr. Owen Evans (Director Skills, Higher Education & Lifelong Learning). As at the last meeting of the Strategic Planning Committee, copies were tabled for information of a restricted Vision paper prepared for a meeting with the special adviser which drew on the 2010/11 work of the Futures Group and developed proposals for more focussed and pan-Wales academic and organisational collaboration consistent with the new Corporate Strategic Plan (min. 1344 below refers). Also tabled were copies of an association chart showing the various and related positions of key figures in the Welsh HE sector over the last decade.

Given the announcement on 4 July 2012 that the University of Glamorgan and the University of Wales, Newport had entered into merger discussions and the Statement by the Minister CELLS to the Welsh Assembly anticipated for 17 July, it was agreed that the Board needed to reach a definitive resolution of its position on the University's future within the higher education sector in Wales.

Taking account of the Minister's expressed acceptance of the Funding Council's recommendation that there be one post-92 university in the South-East Wales region, and the three routes for the achievement reconfiguration identified by the Minister at his meeting with the University's representatives on 19 March 2012 (and discussed more recently by the Chair, Vice-Chancellor and the Minister's adviser) the meeting considered three strategic options and the risks inherent in each of them. The identified options were:

Option 1: to join the University of Glamorgan and the University of Wales in merger discussions forthwith with a view to merger at the earliest opportunity;

Option 2: to join the merger discussions with a view to a merger with an already established new university in 2014;

Option 3: to remain an independent, autonomous institution working in collaboration with other institutions in the South East Wales region, Wales and beyond.

It was noted that, numerous written requests notwithstanding, no information had been provided on such matters as the consideration of options for reconfiguration, and the vision, business plan, risk assessment or funding for the proposed new university. In this regard it was noted that the Strategic Planning Committee in June 2012 had concluded that nothing had been produced by way of argument, business plan or promise of resource which acted to change the University's preferred course of continued autonomy and collaborative

working. As yet there was no evidence to show that the proposed new university would be strong or could thrive.

It was reported that in discussions with the special adviser it had been stated that the added complexity occasioned by this University's immediate participation in merger talks would not be welcomed by the two other universities but that the University would be disadvantaged should it decide not to join the new institution in 2014. Members acknowledged that joining a new institution in 2014, when matters such as structure, corporate strategy and educational character and mission would have been settled, would not be in the interest of this University, its students or its staff.

Although it was not known whether Professor Smith's report to the Minister would be published, it was anticipated that the author would be constrained by his terms of reference and by the Minister's acceptance of the HEFCW recommendation for the creation of a single post-92 Higher Education institution in South East Wales.

It was acknowledged that the Minister had expressed his willingness to use powers of dissolution under the Education Reform Act 1988 despite the Welsh Assembly vote in favour of collaboration. It was argued that a forced merger by way of dissolution would be an inappropriate exercise of ministerial power open to challenge by way of judicial review but acknowledged that an application for judicial review could be harmful to the institution and its regional partners.

The meeting considered the implications of adherence to Option 3, such implications being identified as including detriments to funding and access to student numbers now and after enactment of the new FE & HE Wales Bill and the implementation of the recommendations of the McCormick Review. It was acknowledged that such a course would require ever greater effort to compete with any new merged institution and avoid detriment. It would be necessary to preserve and enhance the student experience and work under the new corporate strategic plan, monitoring performance thereunder to secure the achievement of the ambition to be within the top ten post-92 institutions in England & Wales within five years. Mechanisms would need to be created to achieve the targets in the new corporate strategic plan and better monitor performance through the use of KPIs and the work of the proposed Strategic Planning & Performance Committee (min. 1341.1 above refers).

The contrary view was put that, acknowledging that all three options had risks, the greatest risks were attached to Option 3 which would set the University against long-established political policy. Some at least of the academic staff, it was reported, had concerns about the implications for this University of the alignment of the University of Glamorgan and the University of Wales, Newport and were of the view that this University's interests would be best served by joining merger discussions at the earliest opportunity to have maximum influence on the shape and strategy of the new institution. Although the Minister had been unable to provide assurance that there would be no compulsory redundancies, it was confirmed that it was the position of the UCU Branch that support for merger was dependent upon there being no compulsory redundancies. The UCU Branch had been consistent in its support for merger for some ten years and it was explained that its policy had been reached through the formally constituted Branch democratic processes of debate, discussion and voting at Branch meetings and not by a ballot of members. Conversely it was reported that a recent vote of Unison members had resulted in a small majority on a low turnout voting in favour of continued autonomy. It was a matter of regret to members that the views of staff overall were not known.



After a comprehensive debate and in the absence of a robust rationale for a single post-92 university in the region or evidence of its viability, the meeting moved to a vote on the three options listed above. With one member dissenting and no abstentions it was resolved, on the information currently available, that Cardiff Metropolitan University would remain an independent, autonomous institution working in collaboration with other institutions in South East Wales, Wales and beyond (Option 3).

In determining to stand alone on the basis of information currently available, it was agreed that this University would welcome and support the establishment of the new merged institution and confirm its eagerness to work and collaborate positively with it. In this regard it was agreed that a proposal would be put to the University of Glamorgan and the University of Wales, Newport for the establishment of a working group of three governors from each of the three universities to consider options for meaningful collaboration.

The meeting agreed that media releases on the University's position regarding reconfiguration, strategic direction and other significant matters of business would be issued to staff, students and stakeholders as soon as practicable after the meeting. These media releases would be supported by open meetings for staff in September 2012.

**Resolved** that:

- .1 on the basis of information currently available and with one member dissenting, the University would remain an independent, autonomous institution working in collaboration with other institutions in South East Wales, Wales and beyond (Option 3);
- .2 a proposal be put to the University of Glamorgan and the University of Wales, Newport for the establishment of a working group to consider options for collaboration.

#### **1344. Corporate Strategic Plan**

Subject to further minor amendments, the meeting approved (in full and summary versions) the Corporate Strategic Plan for 2012-17 which incorporated changes suggested by the Strategic Planning Committee and through internal consultative mechanisms. The Board also approved, subject to amendment of a typographical error, the five-year Financial Forecasts as endorsed by the Finance & Estates Committee.

It was reported that an action plan and monitoring arrangements for the new Plan were to be developed for the Board's consideration during the Autumn Term 2012. Similarly, the final annual progress report on the current Strategic Plan was to be presented during the following term.

The new Plan was to be sent to HEFCW before the end of July 2012.

**Resolved** that subject to minor amendments the Corporate Strategic Plan 2012-17 and Financial Forecasts be approved.

[At this stage the meeting considered the item *Estates Strategy* min. 1346]

#### **1345. Finance Reports**

- .1 Outturn 2011/12: Third Review

A written report, which had been endorsed by the Finance & Estates Committee, provided details of the current anticipated Outturn for 2011/12 and identified and quantified risks and issues related to the delivery of that Outturn. Appendices presented: 1. actual income and costs to the end of April and a revised forecast for the year; 2. and 3. analysis of the cash position; 4. re-forecast Balance Sheet for the year-end; 5 capital budget and spend to date.

The report presented a revised forecast for the year of £4,068K marking a doubling of the previous forecast of £2,009K; the original budget forecast had been a surplus of £508K. Confirmation was given that the third review presented a prudent estimate for the year on the basis that any further variance towards the year-end was anticipated to be positive.

**Resolved** that the report be approved

.2 Budget Proposals 2012/13

A written report, which had similarly been endorsed by the Finance & Estates Committee, provided proposals for the establishment of the budget for 2012/13. Schedules to the report presented: 1 Income & Expenditure Account; 2. Cashflow Forecast 2012/13; 3. Consolidated Balance Sheets; 4. Capital Budget and 5. Analysis of Expenditure by Area.

It was reported that although financial projections provided earlier in the business year had included an expectation that the budget for 2012/13 might need to be prepared on a deficit basis, and student numbers and reduced MBA income remained a factor, the announced HEFCW Grant Allocations and the calculation of Home and EU Fee Income had both improved to provide a positive impact upon the budget. In these circumstances, a budget had been constructed which provided a breakeven position for 2012/13 which was deliverable but was subject to major risks of potential clawback of HEFCW grant, shortfalls in recruitment and retention, a fall in the current level of overseas fee income, a failure to contain the level of spend on staff to below the 60% target and an increase in pensions liability.

Assurance was given that production of a breakeven outturn would generate sufficient cash from operations to secure that funds were available for the planned capital developments. It was confirmed that the budget as proposed met the financial strategy requirement to provide a surplus and that the projected Balance Sheet at 31 July 2013 continued to meet the financial strategy targets.

**Resolved** that the proposed budget be approved

**1346. Estates**

.1 Estates Strategy 2012- 2022

A written report, which had been considered by the Finance & Estates Committee, set out progress in the development of a new Estates Strategy which had been formulated in accordance with HEFCW guidance, the advice of the University's consultant and the decision to dispose of the Howard Gardens site and relocate its provision at Llandaff. Summary details were provided of the four key strategy principles, viz. accommodating six identified strategic priorities, upgrading condition, maximising effective use of the estate and maximising flexibility. A draft outline of the strategy principles was presented in the report's appendix.

**Resolved** that the Estates Strategy 2012-2022 and its key strategic principles be approved.

.2 **Cardiff School of Art & Design Move to the Llandaff Campus**

A tabled written report summarised progress since the last meeting in the project to re-provide the Howard Gardens facilities at the Llandaff campus and presented a project risk analysis. It was noted in particular that B block at Llandaff was scheduled for demolition during the summer of 2012 and that, anticipating planning approval in mid July, the timescale for approvals required a letter of intent to be issued to the contractors by 23rd July. In this context it was agreed that authority would be delegated to the current Vice-Chair of the Finance & Estates Committee, that Committee's Chair from 1 August 2012, to sign the Approval Document on the Board's behalf. The matter was to be further reviewed by the Estates Strategy Steering Group and the VCB before further presentation to the Board of Governors in October 2012.

**Resolved** that:

- .1 the report be noted;
- .2 authority be delegated to the Vice-Chair of the Finance & Estates Committee to sign the Approval Document.

**1347. Key Performance Indicators and the HEFCW Information Toolkit**

The annual report provided updated KPIs, lists of comparators and the most recent 2011 HEFCW Information Toolkit for Higher Education Governors. It was reported that KPIs as appropriate have been submitted to Committees during the Summer Term. The two changes in the 'traffic lighting' ratings from the 2011 report were positive.

It was agreed, as recommended by the Strategic Planning Committee, that consideration would be given to the continuing use of existing or alternative KPIs to monitor academic staff development. Similarly, consideration would be given to the appropriateness of KPIs overall in the context of the new Corporate Strategic Plan and the proposal to establish a Strategic Planning & Performance Committee (min. 1341.1 above refers).

It was reported that the HEFCW Toolkit reflected the Funding Council's commitment to providing information to governors to help them to meet their obligations in respect of steering and monitoring overall strategic direction. The 2011 version included statistical information on the positioning and performance of universities in a UK context and in relation to the Welsh Assembly Government's Reaching Higher targets, together with a list of data and information sources produced by HEFCW or available more widely.

It was agreed that detailed discussion of KPIs would be referred to the 2012 Away-Day in conjunction with discussions on action plans and monitoring under the new Corporate Strategic Plan and the development of a Strategic Planning and Performance Committee.

**Resolved** that the report be noted and referred to the September 2012 Away-Day for detailed consideration.

**1348. Audit Committee Business:**

- .1 **Updated Strategy for Internal Audit 2009/10 – 2013/14**

With clarification of the scope of two audit reviews, the Audit Committee endorsed for the Board's approval proposals for the updated Internal Audit Strategy for 2009/10-2013/14 and the detailed Internal Audit Plan for 2012/13.

**Resolved** that the updated Internal Audit Strategy for 2009/10-2013/14 and the detailed Internal Audit Plan for 2012/13 be approved

.2 Re-appointment of Internal Auditors

On the recommendation of the Audit Committee, the Board agreed the re-appointment of RSM Tenon as internal auditors from 1 August 2012 for the two discretionary one-year extensions to contract.

**Resolved** that RSM Tenon's contract for internal audit provision be extended by the two discretionary one-year extensions to contract.

**1349. Policy and Strategy Development and Review:**

.1 Health & Safety Policy and Occupational Health Policy

A written report presented details of the outcomes of the periodic reviews of the University's Health & Safety and Occupational Health Policies. The revised policies, as endorsed by the Human Resources Committee, were approved..

**Resolved** that the contents of the report be noted and the revised policies approved.

.2 Risk Management Policy

It was reported that the Risk Management Policy had been amended as a result of recommendations made by the Internal Auditors as referenced in its report to the Audit Committee on 3 July 2012. A revised policy, as endorsed by the Audit Committee, was approved.

**Resolved** that the revised policy be approved.

.3 Relationship Agreement with Cardiff Met Students' Union

In accordance with HEFCW Circular W12/-9HE: *Guidance on good practice in funding of effective, democratic student unions, and student representation* issued on 28 March 2012, a proposed Relationship Agreement between the University and the Students' Union was presented for approval. The Agreement was approved with immediate effect.

**Resolved** that the Relationship Agreement be approved.

.4 Information Strategy 2012 – 2015

A written report presented, after a consultation exercise, a draft of an Information Strategy 2012-2015 as successor to the Information Strategy 2007-2012. The new Strategy, which had been endorsed by the Strategic Planning Committee subject to agreed minor amendments, was approved.

**Resolved** that the outcomes of the consultation exercise be noted and the Information Strategy 2012-2015 approved.

.5 Student Charter

Further to the submission of the draft Student Charter to the last meeting, a revised version was presented for approval. It was confirmed that the revised version included the requested references to the maintenance of quality and standards in accordance with the QAA framework and the implementation of the Higher Education Achievement Record; these changes had been agreed with the Student Union and endorsed by Academic Board.

**Resolved** that the Student Charter be approved.

**1350. Governance Issues**

.1 Appointment of Vice-Chair of the Board of Governors

A written report set out the procedure for the appointment of Vice-Chair of the Board of Governors in succession to Lord Boswell of Aynho. One nomination had been received, in respect of Mr Peter Williams, independent governor, who had indicated his willingness to serve in that capacity for a period of one year in the first instance.

**Resolved** that Mr. Peter Williams be appointed as Vice-Chair of the Board of Governors for one year from 1 August 2012.

.2 Clerk's Report

The meeting received the Clerk's periodic governance report.

.1 Board and Committee Membership

.1 Independent Governors

On the recommendation of the Nominations & Governance Committee the Board approved the appointment as independent governors from 1 August 2012 for three years of Mr Phil Davies, Managing Director, Hospital Innovations Ltd., and Mr. Saleem Asghar Kidwai, accountant, consultant to SNK Associates.

Also on the recommendation of that Committee the Board agreed that the membership status of Baroness Finlay, appointed as a co-opted governor in February 2012, be changed to that of independent governor from 1 August 2012.

It was noted that these appointments left vacancies on 1 August 2012 for one independent governor and two co-opted governors. Further applications were to be sought and further recommendations for appointment made as soon as practicable during 2012/13.

.2 Staff Governors

In accordance with good practice and a recommendation of an Internal Audit Corporate Governance Report and following

consultation with staff unions, it was agreed, as endorsed by the Nominations & Governance Committee, that the terms of office of all Board members (with the exception of the Chair, Vice Chair and Vice Chancellor), including those elected by the University's staff, should be limited to two terms of three years.

### .3 Committee Membership 2011/12

The following recommendations of the Nominations & Governance Committee for Committee membership for 2012/13 were approved:  
Mr Peter Williams as Chair of the Audit Committee and *ex officio* member of the Strategic Planning Committee and member of the Remuneration Committee;

Mr John Foster Thomas as Chair of the Finance & Estates Committee and *ex officio* member of the Strategic Planning Committee and member of the TNE Sub-Committee;

Mrs Monnaza Hassan as Chair of the Human Resources Committee and *ex officio* member of the Strategic Planning Committee and member of the Remuneration Committee;

Mr Phil Davies as a member of the Finance & Estates Committee;

Mr. Saleem Kidwai as a member of the Finance & Estates Committee, the Nominations and Governance Committee and the Remuneration Committee;

the Student President as a member of the Honorary Fellowships Committee;

It was noted that a vacancy existed for an external co-opted member of the Audit Committee and that a recommendation would be brought to the next meeting.

It was agreed that the appointment of Committee Vice-Chairs would be referred to the Committees during the Autumn Term 2012 with a view to appointments being made by the Board of Governors in December 2012.

## 2. University President

It was reported that Cardiff City Councillors had voted to split the traditional functions of the Lord Mayor through the establishment of a Chair responsible for running council meetings and a Lord Mayor responsible for the performance of ceremonial functions. Although a Chair of Council had been appointed, it was understood that the appointment of a Lord Mayor awaited formal approval by the Privy Council of changes to the city's charter.

## 3. Stakeholder Forum

No names having been put forward for the position of Independent Chair of the Forum's Membership Selection Panel, the Nominations and Governance Committee had agreed to defer an appointment until a working group comprised of Mr Peter Williams and Rev Robin Morrison, assisted by the

Clerk, had had the opportunity to consider the Stakeholder Forum model and bring forward recommendations for its revision. The working group had met earlier on 9 July and was to present proposals to the Board during the Autumn Term 2012.

4. Governor Training 2012/13

The report set out proposals for governor training for the forthcoming year including a session on equality and diversity issues (and the implications of the Equality Act 2010) on 18 September 2012.

5. Effective Governance

The report detailed progress in fulfilling the outcomes of the most recent review of the Board's effectiveness.

It was reported that the internal audit corporate governance review for 2012/13 would examine the workings of the Remuneration Committee including the process for the setting of salaries for senior post holders and adherence to equal pay issues. To encourage consistency the review was to be extended to encompass salary setting for all staff above the 51 point pay spine.

In accordance with an internal audit recommendation and the endorsement of the Nominations & Governance Committee, the meeting agreed to the adoption of a system for mentoring or 'buddying' new governors. As a first step arrangements were to be made for 'buddying' new governors taking into account their existing experience of the HE sector and committee responsibilities. Arrangements for 'buddying' were to be supported by a programme of governor briefings focussed on key areas of HE development.

A rolling programme of effectiveness reviews was agreed as follows:

2012/13	Remuneration Committee, Audit Committee and Strategic Planning Committee;
2013/14	Board of Governors (including provision for 1:1 meetings of governors and an external facilitator/consultant) and Nominations & Governance Committee;
2014/15	Human Resources Committee and Finance & Estates Committee;
2015/16	Board of Governors

6. Governors' Away-Day: September 2012

Arrangements were confirmed for the 2012 Away-Day from 5.00 p.m. on Thursday, 27 September until lunchtime on Friday, 28 September.

7. Stakeholder Forum

It was confirmed that the next meeting of the Stakeholder Forum would be held at 3.00 p.m. on Tuesday, 2 October 2012.

8. HEFCW Institutional Visit

Details were awaited of a revised date for the HEFCW Institutional Visit. [The date was set after the meeting for the afternoon of Tuesday, 9 October 2012.]

9. Further and Higher Education (Wales) Bill

It was reported that a White Paper issued on 2 July 2012 set out the Welsh Government's legislative proposals in relation to further education and higher education reform and sought views on those proposals. A consultation exercise was to run from 2 July to 24 September and a consultation event was to be held at the Metropole Hotel, Llandrindod Wells on 10 September 2012. Copies of the White Paper were tabled.

It was agreed that a draft response would be drawn up for circulation and approval prior to its submission by 24 September 2012.

10. HEFCW Circulars

Details were provided of HE Circulars posted on the HEFCW website since the last meeting:

**Resolved** that:

- .1 the report be noted;
- .2 appointments of independent governors be made as set out above;
- .3 the maximum terms of office of all Board members (with the exception of the Chair, Vice Chair and Vice Chancellor) including those elected by Cardiff Met's staff be limited to two terms of three years;
- .4 proposals for committee membership for 2012/13 be approved;
- .5 a report of the Stakeholder Forum working party be presented during the Autumn Term 2012;
- .6 arrangements for governor training for 2012/12 be approved;
- .7 proposals for a 'buddying' scheme for new governors be approved;
- .8 proposals for a rolling programme of effectiveness reviews be approved;
- .9 a submission be made to the consultation exercise on the White Paper on the Further and Higher Education (Wales) Bill.

**1351. Any Other Business**

.1 Restricted Business

**Resolved** that the following items retain restricted business:

Future Structure: Vision paper



Corporate Risk Register  
Outturn Third Review

2. Retiring Governors

At the conclusion of formal business the Chair paid tribute to the following members who were to retire from the Board of Governors on 31 July 2012, viz. Lord Boswell, Vice-Chair, Mr. Adrian Piper, Chair of the Audit Committee, Mrs. Zoe Harcombe and Ms. Nichola James, Student President. Fuller tributes and presentations would be made at the Fellows Dinner on 12 July 2012.

**1352. FOR INFORMATION**

The following documents were presented for information:

- .1 Rolling Calendar of Meetings: 2012/2014
- .2 Minutes of the Strategic Planning Committee: 15 May 2012
- .3 Minutes of the Strategic Planning Committee: 26 June 2012
- .4 Minutes of the Human Resources Committee: 12 June 2012
- .5 Minutes of the Finance & Estates Committee: 19 June 2012
- .6 Minutes of the Audit Committee: 3 July 2012
- .7 Fee Plan 2013/14

**1353. Restricted Business**

The meeting was followed by a meeting of independent and non-staff/student co-opted governors which received a report on the business of the Remuneration Committee meeting of 9 July 2012. In particular the meeting: i) noted Level 2 assignments for 2012/13, ii) approved proposals for a review of Level 2 provision, iii) approved the extension of the temporary appointments of fractional Pro Vice-Chancellors Research and Enterprise to 31 July 2013 or the conclusion of the review of Level 2 provision whichever were sooner, and iv) approved proposals for the appointment of a temporary, fractional (0.2) Pro Vice-Chancellor (International).