

## CARDIFF METROPOLITAN UNIVERSITY

### MEETING OF THE BOARD OF GOVERNORS: TUESDAY, 11 DECEMBER 2012

#### MINUTES

**Present:** Miss B.Wilding (Chair), Professor.A.J.Chapman (Vice-Chancellor & Principal), Mr.P.Davies, Dr.P.Easy, Ms.M.Hassan, Mrs.A.Hayes, Mr.S.Kidwai, Rev.Canon R.Morrison, Dr.G.N.J.Port (to 1378), Dr.R.Smith, Mr.E.C.Thomas, Mr.J.F.Thomas, Mr.P.R.Williams

**Attendance:** Mrs.P.M.Ackroyd (PVC Operations), Mr.J.Barrow (Director of Human Relations – for 1376), Professor D.Brooksbank (PVC Enterprise), Dr.C.Connor (Dean of Learning & Teaching - for 1378 only), Mrs.J.Hare (Deputy Vice-Chancellor), Professor S.Hanton (PVC Research), Professor.M.Loutfi (PVC International), 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)

#### **1371. Apologies for Absence**

Baroness Finlay of Llandaff, Ms. R. Foster, Ms. A. Hutchinson, Mr. S. Jones, Mr. S. Mathur and Dr. M. Waring

#### **1372. Declarations of Conflict of Interest**

There were no declarations of interest.

#### **1373. Minutes of the Board of Governors: 9 October 2012**

The minutes of the meeting of 9 October 2012 were confirmed as a correct record and signed. There were no matters arising from the minutes.

#### **1374. Standing Items**

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

The Chair's written and oral report provided details of meetings and events attended since the last meeting and to be attended during the Spring Term 2013.

It was reported that in accordance with authority delegated at the last meeting (min. 1367.1.1 refers) the Chair had approved the appointment of Mr. Adrian Piper, former independent governor and Chair of the Audit Committee, as an external co-opted member of the Audit Committee until 31 July 2013.

The report provided details of the business of the meeting of the Strategic Planning Committee (SPC) held on 20 November 2012, the draft minutes of which were tabled for information. It was reported that all but one of the items considered by the SPC were substantive items on the Board's agenda. The outstanding item was the report 'League Table Review 2012' which presented the annual review of the University's rankings in the four newspaper league tables, the i-grad survey and the People &

Planet Green League 2012. It was noted that the key focus of attention for future league tables was the improvement of overall performance in the NSS.

The report demonstrated that Cardiff Metropolitan University had been ranked as top university in Wales in three of the four 2012 league tables and in fourteen of the last twenty league tables (over a five-year period since 2008). In this context it was reported that on 5 November 2012, Mr. Mick Antoniw, the Assembly Member for Pontypridd, had written to the Advertising Standards Agency (ASA) claiming that Cardiff Metropolitan University's use of the term "top new university in Wales" was "misleading and bogus". On 19 November the ASA had announced its determination that there were insufficient grounds for it to pursue further action or a formal investigation.

**Resolved** that:

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

.2 Report of the Vice-Chancellor

The Vice-Chancellor's periodic report summarised progress made since the Board's last meeting. Activities continued to be reported in the context of the Strategic Plan. Appendix 1 to the report contained a first report on progress against targets set out in the Corporate Strategic Plan 2012-17. Attached to the report were the unconfirmed minutes of the Academic Quality and Standards Board (AQSB) meeting of 10 October and of the Academic Board meeting of 16 November.

Particular attention was drawn to:

analysis of the most recent NSS scores and discussions with HEFCW at the Institutional Visit on 9 October 2012 on the various factors contributing to performance which, exceptionally, was significantly below the institutional benchmark;

actions to improve the profile of the University in the First Destination Survey which were to be enhanced by additional elements of employer engagement;

a pilot scheme through QuScient, Chennai, to provide marketing support including management of telephone and email services for the International Office – progress was to be examined by the next meeting of the TNE Sub-Committee;

the continuing need to publicise positive developments and 'good news' stories internally and externally.

The suggestion was made that the National Centre for Product Design and Development Research be renamed to incorporate the word 'International'.

**Resolved** that the contents of the report be noted.

.3 Students' Union President

i) Written Report

The contents of the report were taken as read in the absence of the Student President. The report commenced with an appreciation of governors' activity with regard to the reconfiguration agenda and recognition of an enhanced working relationship with the University. It continued with a description of representation mechanisms, progress with the UMAX implementation plan, responses to NSS 2012, activity regarding the student-led Teaching Fellowships, developments in respect of clubs and societies, plans for Zen refurbishment, recent, current and planned campaigns and the development of the Union's own strategic plan.

**Resolved** that the report be noted.

ii) Students' Union Annual Audited Accounts 2010/2011

A written report, which had been endorsed by the Finance & Estates Committee, presented the fully consolidated annual Audited Accounts of Cardiff Met Students' Union and its subsidiary trading company Futura Marketing & Promotions Ltd. Explanatory notes provided additional information on key elements of the accounts.

In an improvement on the projected Financial Outturn presented to the Finance & Estates Committee on 19 June 2012, at which time the outturn was projected to be a deficit of £45.5k, the audit accounts showed a surplus of £15k. It was reported that this outcome reflected a range of cost saving measures implemented since January 2012 to compensate for lost revenue and better than anticipated trading in the last three months of 2011/12.

Recognising the transitional stage in the Students' Union's development brought about by the new student fee regime, it was agreed that a paper on Students' Union funding would be presented to the next meeting of the Finance & Estates Committee with a view to examining the scope for the Union to be more active in the areas of educational and pastoral support.

It was noted that arrangements were being made for two of the more recently-appointed independent governors to 'walk' the student experience during the Spring Term 2013.

**Resolved** that:

- .1 the Annual Audited Accounts be approved;
- .2 a paper on the funding of the Students' Union be presented to the Finance & Estates Committee during the Spring Term 2013;

.4 Summary Reports by Committee Chairs:

i) Strategic Planning Committee

This oral report was presented as part of the Board Chair's report at min. 1374.1 above.

ii) Human Resources Committee

The minutes of the meeting of the Human Resources Committee held on 6 November 2012 had been distributed in advance of the meeting. The Committee Chair's oral report drew members' attention to significant items of business not included in the Board's agenda:

a) receipt of a report on progress made during 2011/12 against targets in the HR Strategic Framework and endorsement of:

i) the intention to establish more accurate and timely recording of the proportion of staff professionally recognised by the Higher Education Academy and academic staff holding PhDs;

ii) the objective to achieve 100% Staff Performance Reviews and the intention to review the Staff Performance & Review Scheme with a view to improving mechanisms for compliance monitoring;

and noting of the decrease in the proportion of income spent on staff to 56% against a target of 60%;

b) receipt of a presentation on the engagement and HSE stress management aspects of health & well-being;

c) notification that national pay negotiations for 2012/2013 had resulted in a final offer of 1% across all pay points which had been rejected by the staff side - the trade unions had balloted their members but no industrial action was anticipated;

d) receipt of the periodic Staff Monitoring Report, which had demonstrated that the underlying make-up of the staff profile remained relatively constant by comparison to the corresponding reporting period in 2011, and which had contained the following significant issues:

i) a drop in turnover from 17% for the year ending 30 September 2011 to 8.8% at 30 September 2012, a decrease attributed mainly to the second round of voluntary severance which had taken place during the third quarter of 2011.

ii) an increase in staff numbers overall from 959 on 30 September 2011 to 981 on 30 September 2012 - the need to control numbers was emphasised;

iii) a decrease in staff absence figures from 3.7% ( 2.4 days per fte employee) per quarter for first quarter of 2012 to 2.4% (1.6 days) for the second quarter of 2012 - the same figures as for second quarter of 2011.

- e) receipt of the Annual Staff Development Report 2011/12 which had examined performance and developments in induction, probation and staff performance review and identified issues in data collection of staff performance reviews and the need to encourage managers in the undertaking and recording of such reviews.

iii) Finance & Estates Committee

The minutes of the meeting of the Finance & Estates Committee held on 13 November 2012 were tabled. The Committee Chair's oral report drew members' attention to significant items of business not included in the Board's agenda:

- i) a written report on Home/EU Student Recruitment 2012/13 which had given enrolment at 94.2% of target (2794 against 2965) against a figure of 97% at enrolment;
- ii) a written report on Capital Schemes confirmed good progress in the re-provision of the Howard Gardens facility at Llandaff in accordance with timescale and budget and gave assurance that provision of a permanent link between 'N' block and the new building remained live and in the absence of an alternative budget source would be considered against any remaining contingency sum;
- iii) endorsement of the proposal to proceed with the remainder of the residences refurbishment programme at Cyncoed over the next 4 years, with an anticipated payback of the investment within 4-5 years of completion;

**Resolved** that the oral reports be received.

**1375. Strategic Intent**

.1 Future Structure of Universities in Wales

A written report, which had been presented to the Strategic Planning Committee and its Reconfiguration Sub-Committee presented: i) formal notification of the Minister's Statement of 6 November 2012 cancelling formal, statutory consultation, ii) a summary of Questions to the Minister on 7 November, iii) information on the Minister's announcement on 6 November of a referral to HEFCW and iv) certain legislative provisions which could provided an opportunity for the Minister and/or HEFCW to intervene in the University's affairs.

The report included details of correspondence from the Welsh Government's Higher Education Division on the Minister's referral to HEFCW which, contrary to the impression given in Plenary on 6 November and as subsequently confirmed by the Minister's office, did not concern new matters but rather related to the Sunday Times University Guide 2013 and the NSS, matters which had been raised at an earlier Plenary during October 2012.

**Resolved** that the contents of the report be noted

## .2 Forward Planning

The meeting considered the nature of the University's future involvement in the Welsh Government's reconfiguration agenda and agreed that dialogue about the University's involvement should be premised on complete and accurate information. To this end work was underway through the Strategic Planning & Performance Committee's Sub-Committee to agree narratives of both the recent past and the future, the former to establish and promulgate a correct record and the latter to describe corporate strategy and the examination of options.

The meeting approved the contents of a written report which proposed the establishment of a mechanism for identifying and evaluating the University's options premised on a structured programme of engagement with a wide range of stakeholders. Given the complexity of a well-designed and useful stakeholder engagement exercise, it was envisaged that the exercise would be facilitated by external advisors. It was agreed, as recommended in the report, that the Strategic Planning & Performance Committee (SPPC), working through its Sub-Committee, would have oversight of this work and that management responsibility for the conduct of the work would be vested in the Clerk to the Governors. Members of the Vice-Chancellor's Board would be kept abreast of developments and decisions through their participation in meetings of SPPC and the Board of Governors.

The report emphasised the need for the continuation of partnership work in keeping with the objectives outlined in the Corporate Strategic Plan 2012-17 and acknowledged the importance of engagement with the new university to be created in 2013 through the merger of the University of Glamorgan and the University of Wales, Newport. It was noted that both Universities had signalled their inability to engage with this University until Summer 2013 at the earliest.

In considering the proposals in the report members were referred to the contents of the speech made by the Minister for Education and Skills to the Leadership Foundation's Conference held in Cardiff on 7 December 2012. It was noted that the mechanism for work approved in this item would take account of the Minister's intention *inter alia*: i) to bring forward a Further and Higher Education Bill in 2013 giving HEFCW "new powers and functions to ensure that a strong accountability and quality assurance framework continues to operate in Wales within the context of the new tuition fees and d=funding regime"; ii) "to impose terms and conditions of funding on HEFCW in its next remit letter to ensure that the Council seeks to promote regional coherence in the provision of higher education throughout Wales when exercising its functions to allocate funding to institutions"; iii) to take forward the McCormick Review recommendations and iv) "to produce a new HE policy statement in the new year, building on *For our Future*, but moving beyond it, in partnership with the sector".

**Resolved** that the proposals in the report be approved.

### 1376. Presentation on Human Resource issues

The meeting received a presentation from the Pro Vice-Chancellor (Operations) and the Director of Human Resources on the Human Resources Strategic Framework.

The presentation covered: i) the cross-cutting themes and key activity areas set out in the Corporate Strategic Plan 2012-2017; ii) the elements of and activity under the employment policy framework; iii) the agreed HR strategic framework and Mission for the period 2012-2017 together with the current HR strategic objectives; and iv) the spectrum of strategic HR.

The presentation addressed the relationship between organisational performance and HR interventions and the elements of a proposed strategic HR bundle to enable and encourage improved performance.

Members noted in particular the strategic objective to use performance review as a strategic tool to drive performance, progress in the adoption of a workload allocation model for academic staff and the generally positive employee relations with a focus on the support and well-being of staff.

**Resolved** that the presentation be received

## **1377. Corporate Strategic Planning:**

### **.1 Performance**

Following discussions at the Governors' Away-Day in September 2012 and subsequent discussions by Management Board and VCB, it was recommended in a written report that the University's performance agenda be encapsulated within an overarching framework and associated programme of action. It was intended that such a methodology would facilitate an integrated approach to making changes that built upon and strengthened the University's performance system and would serve to give this change programme high visibility and importance.

It was explained that the design of the proposed programme was premised on two further precepts: i) that performance was dependent upon attention to detail across the University and ii) that changes to the performance system should focus on making the improvements that would have the greatest impact on actual performance and assist in the ambition to be recognised as a top ten new university within five years. It had been identified that such a performance programme would result in Governors having more direct oversight than had previously been the case over academic programme review and development, research and enterprise performance and impact, and staff competencies. Such holistic oversight would enhance the ability of Governors to scrutinise Senior Management and determine direction and would be consistent with the Minister for Education & Skills' agenda for strengthening governance. It was acknowledged, however, that involving Governors in details that had hitherto been the responsibility of Senior Management would require the development of a new understanding of the interface between governance and management and a recognition that of necessity there would be some areas of overlap.

In approving the methodology set out in the report, members emphasised that timing, an incremental approach and presentation were critical. It was noted that the programme's major risk was potential damage to industrial relations. In particular, proposals to define key competencies, introduce review and assessment of teaching, make changes to the performance review scheme, and change aspects of the Employment Framework would have a material impact on the culture and direction of the University and could be viewed as potentially threatening and thus resisted. It would be necessary, therefore, to support senior management for the duration of the performance change programme and at the same time work to maintain the current positive state of industrial relations.

It was suggested that priority could be given to: i) addressing the lessons learned from the most recent NSS survey (min. 1378 below refers) such as issues regarding students' assessments and feedback, ii) agreeing a revised and consistent workload allocation model across the University for implementation on 1 August 2013, to iii)

revision of the staff performance and development scheme and iv) the creation of a repository for academic staff cvs and academic achievements.

**Resolved** that the framework presented for strengthening the University's performance system be approved.

## .2 Strategic Planning & Performance Committee: Terms of Reference

To support the performance agenda the October 2012 meeting had agreed to reconstitute the Strategic Planning Committee as a Strategic Planning & Performance Committee with the same membership. A written report set out the proposed addition to the Committee's Terms of Reference which recognised the reformed Committee's new role in assisting governors to have more direct oversight than was currently the case in terms of learning and teaching review and development, research and enterprise performance and impact, and staff competencies. The change from the approved Terms of Reference for the current Strategic Planning Committee was set out in new clause 3:

*To consider the performance of the University with particular reference to the impact of learning and teaching, research and enterprise, and the development of staff competencies and skills.*

**Resolved** that Terms of Reference for the new Strategic Planning & Performance Committee be approved.

### 1378. Report on NSS Action Plans and Arrangements for NSS 2013

A written report provided the Corporate Action Plan addressing the NSS 2012, reported on School action planning and confirmed arrangements for the NSS 2013.

It was reported that progress on action plans were to be monitored by School Senior Management & Planning Teams and the Learning and Teaching Board and that reviews of progress would be presented to VCB in March 2013 and early September 2013 (following receipt of NSS 2013 outcomes).

**Resolved** that the report, action planning in response to the NSS 2012 and arrangements for NSS 2013 be noted.

### 1379. Risk Register: Periodic Review

The meeting considered a written report, previously submitted to the Audit Committee, which presented the most recent iteration of the Corporate Strategic Risk Register. The report described changes to strategic risks by way of decreases and increases in risk rating levels, the deletion of five risks and the addition of four risks.

No significant issues requiring the Board's attention had been identified by the Audit Committee.

**Resolved** that changes to the Corporate Strategic Risk Register be noted.

## 1380. Audit Committee Business

### .1 Audit Committee Annual Report 2011/12

The Audit Committee's Annual Report presented a summary of the Committee's work during the business year 2011/12 and its positive opinions on the University's risk management, internal control system and governance arrangements, and on its arrangements for economy, efficiency and effectiveness.

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

### .2 Appointment of External Auditors

A written report presented the recommendation of the Audit Committee that PricewaterhouseCoopers (PWC) be re-appointed for a further term as external auditors. The Audit Committee proposed the issues of a new contract for a 3 year period, with an option to extend for a further period of up to 24 months, such an extension to be offered at the University's sole discretion and subject to satisfactory annual performance.

The meeting's attention was drawn to the outcome of the tender process and to the submission of a marginally lower cost proposal than that submitted by PWC. It was agreed, however, that it was appropriate to take cost of change into consideration in determining the tender process and to award the new contract to PWC (taking due account of consistent high performance).

**Resolved** that PricewaterhouseCoopers be re-appointed as External Auditors for a three-year term commencing on 12 December 2012 with provision for up to two one-year extensions.

### .3 Committee Chair's Summary Report

The unconfirmed minutes of the Audit Committee meeting of 4 December 2012 were tabled. The Committee Chair presented an oral report on significant items of the Audit Committee's business not before the Board.

#### .1 Committee Terms of Reference

The next meeting was to receive a proposal to add a paragraph to the Terms of Reference describing the Committee's Purpose.

#### .2 RSM Tenon – Internal Auditors

The Committee received formally the positive Internal Audit Annual Report for 2011/12 (the draft near-final report having been received in July 2012).

It was noted that at an early stage in the business year the Internal Audit Progress Report had not identified issues which could impact on the annual internal audit opinion. However, flowing from issues identified in the Internal Audit Review of Compliance with Policies and Procedures for Data Protection, Whistleblowing and Freedom of Information, it was agreed that as an element of the University's performance agenda a review of the continued appropriateness of complaints, grievance and disciplinary procedures would be included in the Internal Audit Plan at the earliest opportunity.

Good progress was noted in the implementation of Internal Audit recommendations.

.3 Risk Management Annual Report 2011/12

The Committee had received the annual Risk Management Report which enabled the Committee to assure the Board on the effectiveness of the risk management framework.

.4 Financial Year 2011/12: PWC: Audit of Further Education Funding Data 2012

A written report had presented the signed opinion of the External Auditors that the information contained in the 2012 End of Year Further Education return had been prepared in all material respects in accordance with Welsh Government guidelines and that there were no identified errors.

**Resolved** that the oral report be received

**1381. Finance Reports**

.1 Outturn 2011/12: Final Review

A written report represented the final Management Accounts for 2011/12 with an historic cost surplus of £5,091K against a budget figure of £508K. Appendices to the report presented the summary of the Management Accounts for the year-end, Cashflow Performance with a final year-end balance of £27.4M, the draft Balance Sheet for the year-end and the summary of the Final Capital Programme spend against budget.

It was noted that the outcome represented the best operating surplus achieved by the University since incorporation.

**Resolved** that the report be approved.

.2 Annual Report and Financial Statements for the Year End 31 July 2012

A further written report, which had been endorsed by Finance & Estates and Audit Committees, presented the Consolidated Statutory Accounts for Cardiff Metropolitan University together with the Statutory Accounts for the two UWIC Subsidiaries. The accounts reflected the result in the Final Outturn report of a historic cost surplus of £5,091K and an operating surplus of £1,810K which fully satisfied the University's financial strategy and targets.

It was noted that the Statutory Accounts included the report of the Board of Governors which had been compiled to meet the requirements of the Statement of Recommended Practice for the charity and Higher Education Sectors. This Statement contained the operating and financial review which provided commentary on the past and future financial positions of the University and an overview of financial performance.

The meeting was satisfied that the Financial Statements did not conflict with the University's charitable status and had been compiled on a "going concern" basis. Members approved the contents and tenor of the Report of the Board of Governors (including the Public Benefit Statement), the Responsibilities of the Board of Governors and the Corporate Governance Statement.

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

.3 **PricewaterhouseCoopers: Audit Findings Report Year Ended 31 July 2012**

The meeting received the External Auditors' annual report for 2011/12 which included an unqualified opinion on the financial statements for the last business year.

The report listed the major KPIs and demonstrated the continuing improvement of the University's financial position. In particular the report demonstrated a further decrease in staff costs and reduction of pay as a percentage of total income to under 56%, the achievement of operating and historic cost surpluses (the operating surplus being the highest achieved since Incorporation) and the maintenance and improvement of liquidity measures with £31.7M in year-end cash, and a current ratio in excess of 2.

It was noted that the one cause for concern related to the continued growth to £47.8M of the pension liability, assessed under FRS17, for the Local Government Pension Scheme which had occasioned a reduction in net assets from £50.8M to £42.6M. It was confirmed, however, that the banking covenants relating to long-term loans with Santander and Barclays Banks had both been adequately met at the year-end.

It was reported that a report on the pension deficit and options was to be presented to the Finance & Estates and Audit Committees during the Spring Term 2013.

**Resolved** that the report be noted.

.4 **Outturn 2012/13: First Review**

The final of four finance reports presented to this meeting gave details of progress towards the delivery of the budget for the year 2012/13. It was reported that at an early stage in the business year variances to the forecast related to new information regarding assumptions and estimates used in the budget alongside any accounting adjustments emanating from the closure of the previous year-end. The meeting was informed that the forecast for 2012/13 had been revised to £210K, against an original budget of £100K, and that it remained the prime objective to achieve a minimum breakeven and to maximise the surplus towards the financial strategy value of 3% of turnover.

Appendices presented the Income and Expenditure Account together with cash management, balance sheet and capital expenditure expectations.

The report had been endorsed by the Finance & Estates Committee on 13 November 2012.

**Resolved** that the report be approved.

1382. **Estates Strategy Update**

A written report presented a revised version of the report endorsed by the most recent meeting of the Finance and Estates Committee in relation to the developing Estates Strategy. The section of the report dealing with the development of strategic options had been refined to take account of discussions at the Committee meeting.

Members were advised that the Committee recommended the pursuit of, as itemised in the report, options 2 or 3 (the removal of the Cardiff School of Education to new accommodation at Cyncoed) - or a new, composite option predicated on the re-provision of the Cardiff School of Education on a site other than Llandaff or Cyncoed - or 5 (a mix of new build replacement and refurbishment of older buildings at Cyncoed and Llandaff and refurbishment at Plas Gwyn). Each option was to include provision for the most effective use of existing facilities at Llandaff.

It was reported that it was the intention that the full strategy would be developed before the end of the current term and presented to the Finance and Estates Committee during the Spring Term 2013.

To the options endorsed for appraisal by the Finance & Estates Committee the governing body added a further option, viz. to explore the feasibility of moving all activity at Cyncoed to a green field site. In agreeing to the inclusion of this option in the appraisal exercise it was noted that unnecessary delay in the finalisation of the strategy would not be in the interests of the Cardiff School of Sport or the development of sport across the University and that a new approved Estates Strategy was to be submitted to the Funding Council before the end of the Summer Term 2013.

**Resolved** that:

- .1 progress in the development of the Estates Strategy be noted;
- .2 the options appraisal exercise be extended by the inclusion of an exploration of the feasibility of moving all activity at Cyncoed to a green field site.

### **1383. Review of Policies and Procedures**

The governing body received recommendations from the Human Resources and Finance & Estates Committees respectively for revisions to the Staffing Changes Policy and the Environmental and Sustainability Policy (with a supporting new Sustainable Food Policy).

The meeting approved the new Sustainable Food Policy and revisions to the Environmental and Sustainability Policy but referred back to the Human Resources Committee for further consideration the proposed revision of the Staffing Changes Policy (relating to return to the University's employment following termination of employment under a voluntary severance scheme).

**Resolved** that:

- .1 the new Sustainable Food Policy and the revised Environmental and Sustainability Policy be approved subject to periodic review;
- .2 the proposed revision of the Staffing Changes Policy be referred back to the Human Resources Committee for further consideration.

## 1384. Governance Report

The Clerk to the Governors presented the periodic governance report.

### .1 Board and Committee Membership

#### 1.1 Governor Vacancies

The meeting was informed that a search for new governors to fill current vacancies and vacancies arising on 1 August 2013 had commenced. The search, which included public advertisement, invited applications from persons who were able to contribute substantially to the work of the governing body of a higher education institution including from persons who have considerable experience in Human Resources and Estates. It was hoped that a number of positions would be filled by persons able to speak Welsh. The recommendations of the Nominations & Governance Committee would be presented to the Board in March 2013.

#### 1.2 Committee Vacancies

In accordance with recommendations from Committees the meeting approved the following appointments of Committee Vice-chairs for the remainder of 2012/13:

Human Resources Committee: Mr Elfyn Thomas

Finance & Estates Committee: Mr. Satish Mathur

Audit Committee: Rev Canon Robin Morrison

The meeting was reminded that there remained a vacancy on the Finance & Estates Committee.

#### 1.3 Governor Training and Skills Audit

Notice was given of i) a Leadership Foundation event "Governance in Wales for a New Era: Understanding the Business of Governors" to be held in Cardiff on Thursday, 28 February 2013 and ii) the intention to conduct a further audit of governors' skills and expertise during the Spring Term 2013.

#### 1.4 Biographies

Members were advised that work was underway on short biographies of all governors for inclusion on the University's website.

### 2. University President

Formal notification was given of the inauguration of the Lord Mayor of Cardiff, Councillor Derrick Morgan, as the University's President at the Awards Ceremony held at St David's Hall on Friday, 9 November 2012.

3. Reviews of Effectiveness

Members were advised that effectiveness reviews of the Remuneration and Audit Committees would commence during the Spring term 2013 and that the Remuneration Committee review would be informed by an internal audit corporate governance review of that Committee scheduled for January 2013.

4. HEFCW Institutional Assurance Review June 2012 and Institutional Visit 9 October

It was reported that the University awaited the outcomes and report of the periodic Institutional Assurance Review held in June 2012 and the notes of the Institutional Visit held on 9 October.

5. Informal Meeting with Professor Sir Steve Smith

Appendix 1 to the report presented a summation approved by Professor Sir Steve Smith of his informal meeting with governors on 2 November 2012.

6. Stakeholder Forum

Notice was given that the next meeting of the Stakeholder Forum had been arranged for Tuesday, 19 March 2013 at Llandaff.

it was reported that a working group comprising Mr Peter Williams and the Rev Canon Robin Morrison, assisted by the Clerk, had been considering the Stakeholder Forum's purpose, composition and meeting arrangements with a view to producing a simpler model with revised appointment procedures. Appendix 2 presented the outcomes of the consultation exercise commenced at the Stakeholder Forum meeting held on 6 November 2012.

The meeting approved the tenor of the outcomes of the consultation exercise and authorised the Chair and Vice-Chancellor in consultation with members of the working group to finalise new arrangements for the Stakeholder Forum and bring proposals for new independent members and governor representation to the next Board meeting.

7. HEFCW Circulars

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

**Resolved** that:

- .1 the report be noted;
- .2 recommendations for the appointment of Committee Vice-Chairs be approved, and
- 3 arrangements for the conclusion of the review of the Stakeholder Forum be approved.

**1385. Any Other Business**

.1 Restricted Business

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

Reconfiguration: Future Structure of Universities in Wales  
Forward Planning  
Report on NSS Action Plans 2012  
Risk Register: Periodic Review  
External Auditors: Appointment  
Outturn Final Review 2011/12  
External Audit Findings Report 2011/12  
Outturn First Review: 2012/13

**1386. For Information**

The following documents were presented for information:

Rolling Calendar

Annual Equality & Diversity Report

Complaints Reports 2011/12

Minutes of the Human Resources Committee: 6 November 2012

Minutes of the Finance & Estates Committee: 13 November 2012

Minutes of the Strategic Planning Committee: 20 November 2012

Minutes of the Audit Committee: 4 December 2012

The Board meeting was followed by a private meeting of independent and non-staff/student co-opted governors and the Vice-Chancellor. It was agreed that, overseen by the Remuneration Committee and advised by the Hay Group, a review would be carried out into the Level 2 structure and senior post-holders' portfolios to secure appropriate provision for the next stage in the University's development; any proposals for change were to be presented to the next meeting.