

CARDIFF METROPOLITAN UNIVERSITY

MEETING OF THE BOARD OF GOVERNORS: TUESDAY, 26 MARCH 2013

MINUTES

Present: Miss B.Wilding (Chair), Professor.A.J.Chapman (Vice-Chancellor & Principal), Mr.P.Davies, Baroness Finlay of Llandaff, Ms. R. Foster Mrs.A.Hayes, Rev. Canon R. Morrison, Dr.G.N.J.Port, Dr.R.Smith, Mr.J.F.Thomas,Dr. M. Waring and Mr.P.R.Williams

Attendance: Mrs.P.M.Ackroyd (PVC Operations),Ms. K. Bees (Students' Union Vice-President elect), Professor D.Brooksbank (PVC Enterprise), 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)

Welcome: Before the commencement of formal business the Chair:

welcomed as an observer Ms Katie Bees, Students' Union Vice-President elect and *ex officio* co-opted governor for the academic year 2013/14;

reported that Ms. Ruth Foster had been re-elected as Students' Union President for 2013/14, a second and final year of office;

reported that Mr. Elfyn Thomas had resigned from the Board of Governors for personal reasons with effect from 20 March 2013 - Mr. Thomas's term of office as an independent governor would have expired on 31 July 2013.

1387. Apologies for Absence

Apologies for absence were received from Dr.P.Easy, Ms.M.Hassan, Ms.A.Hutchinson, Mr. S. Jones, Mr.S.Kidwai and Mr. S. Mathur.

1388. Declarations of Conflict of Interest

There were no declarations of conflict of interest.

1389. Minutes of the Board of Governors: 11 December 2012

The minutes of the meeting of 11 December 2013 were confirmed as a correct record and signed. There were no matters arising from the minutes.

1390. Presentation by PVC (Enterprise)

Professor David Brooksbank, PVC (Enterprise), gave a presentation on progress made under the Enterprise Strategy. The presentation described the scale, scope and direction of enterprise-related activities at Cardiff Metropolitan University.

The presentation provided the following definitions: enterprise - a company or undertaking; entrepreneurship - the pursuit of opportunity beyond the resources controlled by the company or undertaking. The characteristics of “enterprising behaviour” included a willingness to take risk and undertake new ventures, and a capacity to take the initiative and be resourceful and industrious.

For students the enterprise portfolio included access to the developing entrepreneurship hub and a curriculum based on learning outcomes designed to enhance employability and encourage the creation of spin-outs and incubation. For staff this agenda required a business-facing approach and the development of staff competences relevant to revenue generation, knowledge transfer and identification of international enterprise opportunities.

Enterprise activity was to be drawn together in the five-year plans of the Cardiff School of Management and its units and in a new five-year Enterprise Strategy from 2014 (currently the Innovation & Engagement Strategy).

The meeting noted the benefits of the Moffat Centre at Edinburgh Napier University, an incubator space for students and graduates of that University who wanted to set up and run their own businesses; all Edinburgh Napier students and graduates were encouraged to consider self-employment as a realistic career choice. The development of a similar facility at Cardiff Metropolitan University would be possible given the provision of sufficient resource and the requisite strategic intent.

Resolved that the presentation be received.

1391. Standing Items

.1 Report of the Chair of the Board of Governors

The report provided details of meetings and events attended by the Chair since the last Board meeting which had included, with the Vice-Chancellor and the Director of Strategy Development, a series of meetings with staff on strategic direction.

Chair's Actions were reported for information as follows:

- i) an invitation to Dr. Jim Port, independent governor whose term of office was to end on 31 July 2013, to sit as an external co-opted member of the Strategic Planning & Performance Committee during the academic year 2013/14 – the invitation had been accepted;
- ii) the waiving of quorum for the Human Resources Committee to allow the business of the meeting of 19 March 2013 to be conducted by the Committee Chair and one member.

The report included a summary of the business of the Strategic Planning & Performance Committee's two meetings during the Spring Term 2013, viz. 15 January and 18 March. The confirmed minutes of the first meeting and draft minutes of the second meeting were provided for information.

The work of the Reconfiguration Sub-Committee had been a significant item of Committee business and was a substantive item on the Board's agenda. The Committee had reviewed progress in the Stakeholder Engagement Exercise and, acting through the Chair, endorsed the Stakeholder Engagement Plan (min. 1392 below refers).

Matters not on the Board agenda, and reported more fully in the Strategic Planning & Performance Committee's minutes, included:

the Committee's endorsement of a written report which proposed that non-academic sport activities and facilities - 'Cardiff Met Sport' - should be managed and developed through a discrete business plan overseen by a specially formed Board (following the TNE Sub-Committee model but reporting to the Vice-Chancellor) – the meeting was invited to note the appointment of Mr. Phil Davies, independent governor, as the governor member of Cardiff Met Sport Board;

receipt of reports on enrolments and applications;

receipt of reports from the TNE Sub-Committee which included details of good progress in meeting the targets in the TNE Provision Business Plan and work with the London School of Commerce on the issue of Confirmations of Acceptance to Study (CAS) for overseas students based in London – members supported the Sub-Committee in emphasising that protection of the University's Tier 4 licence was paramount and should in no way be jeopardised. It was noted that consideration was being given by the LSC to withdrawing from the CAS arrangement; the matter was under close review;

consideration of a report on the arrangements for an annual sustainability assessment, and agreement on the harmonisation of the timing of the annual report on the University's KPIs and the progress report on the Corporate Strategic Plan so that both are made available in the autumn of each year;

consideration and comment on the Employability Strategy and Action Plan;

comment and agreement on proposals for the establishment of a framework to facilitate the Committee's engagement with the 'performance' agenda.

Resolved that:

- .1 the report be received;
- .2 Chair's Action be noted;
- .3 the work of the Strategic Planning & Performance Committee be noted.

.2 Report of the Vice-Chancellor

The Vice-Chancellor's periodic report set out details of progress made across the University's operation since the December 2012 meeting. Since the last report the Academic Quality and Standards Board (AQSB) had met on 5 December 2012 and the Academic Board on 1 March 2013. The unconfirmed minutes of the former meeting were tabled and the minutes of the latter meeting were appended to the report.

It was reported that the QAA was currently undertaking a review of foundation degrees in Wales and had conducted its formal review of this University in February 2013. It was agreed that the formal report of the review would be attached to the next set of AQSB minutes and presented to the Board of Governors for information.

Details were provided of:

discussions to extend and enrich the University's relationship with the Cardiff and Vale College (CAVC) primarily through the development of a portfolio of HE provision for delivery at CAVC;

applications for 2013 entry from prospective full-time home/EU undergraduate students showing a 4.8% increase over the figure at the same period in 2012;

successful international recruitment activity in a challenging environment for UK HE in generally and this University in particular with a 37% increase in international students studying in Cardiff from September 2012 in comparison with the previous year;

preparations for the 2014 Research Excellence Framework;

developments in internationalisation and partnership work evidencing *inter alia* the advantages of engagement in the Tempus scheme;

a recent review of the effectiveness of the Academic Board – it was agreed that the outcomes would be presented to the Strategic Planning & Performance Committee during the Summer Term 2013;

a reduction in staff absenteeism since the introduction in 2008 of the Workplace Health & Well-Being Strategy – it was suggested that consideration be given to the provision of benchmarking data on sickness absence in the periodic Staff Monitoring reports presented to the Human Resources Committee.

It was agreed that the final paragraph of the report, which summarised the business of the most recent meeting of the Joint Consultative Committee (JCC), would be revised and an amended version presented to the next meeting after confirmation of the JCC minutes.

Members welcomed the positive nature of the report overall and congratulated Dr. Colleen Connor, Dean of Learning & teaching, on her appointment as a Principal Fellow of the HE Academy

.3 **Resolved** that the report be received.
Report of the Students' Union President

The Students' Union President's report provided details of recent activity in eight discrete areas:

Election of sabbatical officers - Ruth Foster had been re-elected as President and Katie Bees, the current School Representative for the Cardiff School of Art & Design, had been elected as Vice President for the business year 2013/14;

National Student Survey – work had been undertaken to brief students on the importance of this survey;

UMAX Developments – details were provided of Job Shop and Training & Development;

Representation Structure Development – a Rep Awards Night had been introduced to recognise the contribution made by students, mainly in voluntary positions, in representing the student body;

International Developments – details were provided of a visit in December 2012 by the President and Vice President to a number of institutions in Morocco, co-ordinated by the international office – ways were being explored to improve links with international students;

Sport – Athletic Union clubs had reached a number of Championship Finals across a range of sports and the Campus Centre at Cyncoed had hosted the launch of the Olympics Wall of Fame event which recognised the contribution of staff and students to the London 2012 Olympics;

Campaigns – these had included promotion of the student-led teaching fellowships, work with the police on a safety campaign and fund raising for Tenovus;

Llandaff Student Centre refurbishment – work was proceeding with the Estates Department on refurbishment plans for the Student Centre at the Llandaff campus.

Resolved that the report be received.

.4 **Summary Reports by Committee Chairs:**

Minutes of the Strategic Planning & Performance, Human Resources, Finance & Estates and Audit Committees were presented for information and supplemented by the following oral reports from or on behalf of the Committee Chairs.

i) **Strategic Planning & Performance Committee**

This oral report was presented as part of the Board Chair's report at min. 1391.1 above.

ii) Human Resources Committee

Particular reference was made to the Committee's confirmation, on behalf of the Board of Governors, that the University would remain in UCEA-led collective bargaining arrangements for the 2013-14 pay round.

iii) Finance & Estates Committee

Particular reference was made to:

satisfactory progress regarding the new building at Llandaff to re-house the Cardiff Art & Design School's provision at Howard Gardens with anticipated completion by December 2013;

receipt of the Annual Report on Sustainability and the Environment and a positive progress report on recent and pending initiatives related to environment and sustainability;

receipt of a written report providing an overview of the Students' Union's current funding and a projection of how that funding could change to meet the future strategic objectives of the University and the Students' Union – confirmation was given that the level of Grant plus Fee Plan funding provided sufficient resource for the Students' Union to develop and enhance its provision;

receipt of a written report providing a summary of the various pension schemes that operated within the University – confirmation was given that action was being taken to address the deficits in two of the three schemes, that the deficits currently had no detrimental effect on the University and that contribution rates were affordable

iv) Audit Committee

Particular reference was made to:

the Internal Audit review of the *Student Journey* – it was agreed that this report, a potentially useful tool for monitoring performance and quality, would be presented to the Deans' Forum for consideration:

the review of *Equality Impact Assessments* and emphasis of the need for staff to undertake such assessments and maintain a central record thereof;

deferment of consideration of the annual report *The Governing Body's Responsibilities in Relation to Risk Management* pending the Risk Management Committee's further consideration of the Risk Management Policy and a number of matters raised by the Committee.

Resolved that the oral reports be received.

1392. Strategic Intent

.1 Report of the Reconfiguration Sub-Committee

The two meetings of the Reconfiguration Sub-Committee held during the Spring Term 2013 had reviewed progress in the Stakeholder Engagement Exercise and, acting through the Chair, had endorsed the Stakeholder Engagement Plan; copies of the Plan were tabled for information. The March meeting had been informed that letters inviting participation had been issued to a wide range of stakeholders, including local schools, employers, businesses, Cardiff Council officers, other universities in South East Wales, community groups/special interest groups, neighbourhood associations and alumni. Meetings with individual stakeholders were being scheduled for March to May with the intention of reporting outcomes to the Board of Governors on 8 July 2013.

Resolved that the oral report be received

1393. Risk Register: Periodic Review

A written report provided assurance that corporate strategic risks had been reviewed and strategic risks assessed in accordance with guidance in the Risk Management Policy.

A number of highlighted amendments had been made to the Strategic Risk Register: no risk rating levels had been increased, five rating levels had been decreased and one new risk had been added. Following discussion at the Audit Committee, amendments had been made to the definition, contributing factors and other aspects of the risk of detriment to the University from any Welsh Government direct and indirect targeted actions affecting Cardiff Met differentially.

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

1394. Estates Strategy 2013 - 2023: Approval

A written report presented a summary of the proposed final draft of the new Estates Strategy; copies of the full Strategy and Implementation Plan had been presented to the Finance & Estates Committee and were available upon request.

The meeting was reminded that the last meeting had received the recommendation of the Finance & Estates Committee that certain options be pursued in depth with a view to selecting one option or a combination of options as appropriate for development; each option included provision for the most effective use of existing facilities at Llandaff. To those options the Board of Governors had added a further option (Option 6a) to explore the feasibility of moving all activity at Cyncoed to a green field site.

It was reported that an appraisal of the options had led to the selection of a preferred option (Option 5), a judicious mix of replacement and refurbishment at all three sites, which was considered to be deliverable, operationally desirable and financially feasible. The additional option, 6a, had been assessed as high risk in terms of the identification of a suitable site and the affordability of the capital cost. Discussions

had taken place with officers of the local authority's Planning Department who had indicated that no alternative sites were available within the city boundary other than those where the purchase cost of the site would significantly exceed the estimated value of the Cyncoed site.

Textual amendments to Section 2 *Context and Objectives* of the summary Estates Strategy were agreed.

Resolved that:

- .1 the report be received:
- .2 Option 5, a judicious mix of replacement and refurbishment at all three sites, be approved as the preferred option;
- .3 the draft Estates Strategy, with Option 5 as the preferred option, be approved.

1395. **Finance Reports**

.1 Outturn 2012/13: Second Review

A written report, which had been endorsed by the Finance & Estates Committee, provided an updated financial projection for the University's Outturn together with a commentary on performance during the first two terms of 2012/13.

It was noted that the forecast surplus for the year had been revised upwards to £960K from the previous forecast of £210K (and original budget £100K). The major component of the change related to the re-assessment of the fees collectible for the year, based upon enrolments achieved and the experience of collection to date.

Appendices presented the Income & Expenditure Account, Cashflow Forecast 2012/13; Cashflow Performance October 2012 to January 2013; Consolidated Balance Sheet and Capital Budget 2012/13.

Resolved that the report be approved

.2 HEFCW: Fee Planning

A written report described the Fee Planning arrangement set up by HEFCW to regulate tuition fee setting in excess of £4k p.a., presented information provided by HEFCW on changes to the fee planning process, and discussed the anticipated procedure for drawing up the Fee Plan for 2014/15.

Appendices to the report presented: *The Student Fees (Approved Plans) (Wales) Regulations 2011*; HEFCW Circular W12/38HE – *Maximum Fee Grant Arrangements 2013/14*; numbers and proportions of FT UG/PGCE new entrants; letter 18 February from the Vice-Chancellor to the HEFCW Chief Executive; HEFCW Circular W13/01HE – *Consultation – high level proposals for fee planning from 2014/15*; and the University's response to consultation under W13/01HE.

It was noted that Circular W12/38HE announced that HEFCW would no longer be using student number capping arrangements as a means of controlling the cost of student finance arrangements (i.e. primarily the loans for fees.) The Circular stated that HEFCW would define the 'maximum fee grant' that the University was permitted to realise through the recruitment of Welsh and EU students. The purpose of the new arrangements was to control the fee grant cost on the Welsh budget whilst incentivising universities to recruit additional students from England, Scotland and N. Ireland. HEFCW expected universities to at least maintain their numbers of Welsh domiciled students and had signalled its intention to monitor such activity closely.

Although HEFCW had yet to issue guidance for 2014/15 fee plans, it was expected that fee plans would be submitted in May 2013 with a view to HEFCW's approval of plans in July and provision for the consideration of appeals on rejected plans during August. Consideration was given to the procedure to be adopted for approval of the Fee Plan with a preference, if consistent with the Funding Council's timetable, for the matter to be delegated to the Strategic Planning and Performance Committee on 14 May 2013, a meeting to which all governors would be invited. The Committee was given delegated powers to approve a fee plan on behalf of the governing body subject to the submission of relevant documentation to all governors for attendance at the meeting or provision of written observations.

It was reported that the Finance & Estates Committee had given initial consideration to a range of options for the level of fees to be charged under the 2014/15 Fee Plan. The Committee's initial preference was for changing the level of fees and/or introducing a recognition of inflationary pressure rather than setting differential fees (on the basis of discipline, student domicile or qualification level). It was suggested that the governing body's consideration of fee planning, which would take account of issues of risk and achievability, would be assisted by the presentation of a number of scenarios based on differing assumptions and fee-setting options.

With regard to the Funding Council's approach to fee planning generally, the meeting took particular note of the contents of the Vice-Chancellor's letter to the HEFCW Chief Executive dated 18 February 2013 and the reference to the need for "fee planning arrangements (to) flow from and relate to the underpinning statutory instrument."

Resolved that the report be noted.

1396. Policies and Procedures

.1 Staffing Changes Policy

A written report presented a revised Staffing Changes Policy for approval.

It was reported that an earlier draft had been received by the Board of Governors at its last meeting and referred back to the Human Resources Committee for consideration of a less restrictive approach to the return of staff who had left following a voluntary severance/redundancy exercise. The revised draft Policy allowed staff to return to work at the University subject to certain specified provisos.

Resolved that the revised Staffing Changes Policy be approved and further reviewed within three years.

.2 **Financial Regulations**

The meeting was advised that a first draft of the revised Regulations had been provided to the Finance & Estates Committee and the Audit Committee during the Autumn Term 2012. The revised Regulations had been endorsed by the Audit Committee and the Finance & Estates Committee at their meetings in March 2013 with a small number of amendments.

Resolved that the revised Financial Regulations be approved and further reviewed within three years.

.3 **Openness Policy**

The Openness Policy had been reviewed and assessed for impact on people with protected characteristics. As a result of the assessment it had been recognised that information may not always be readily available for people with disabilities or through the medium of Welsh. The Policy has been revised accordingly to make it clear that information would be provided in a format accessible to the individual user.

The revised Policy, which had been endorsed by the Nominations & Governance Committee on 18 March 2013, was approved subject to minor typographical amendments.

Resolved that the revised Openness Policy as amended be approved and further reviewed within three years.

1397. **Governance Report**

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

.1 **Board and Committee Membership**

.1 **Governor Vacancies**

It was reported that the terms of office of three independent members, Mr Satish Mathur, Dr Jim Port and Mr Elfyn Thomas (who for personal reasons had tendered his resignation on 20 March), were to end on 31 July 2013. It was reported also that Dr. Peter Easy, co-opted governor with experience in the provision of education, had given notice that, for personal reasons, he would not be seeking a further term as governor on the expiry of his current, three-year term on 31 July 2013.

There were currently four vacancies on the governing body, two vacancies for independent governors and two vacancies for co-opted governors providing that, unless vacancies were filled for the current year at this meeting, there would be a total of eight vacancies on 1 August 2013, five for independent governors and three for co-opted governors.

Following a search for new governors which had been undertaken

since the late Autumn 2012, the Nominations and Governance Committee, which had met on 18 March 2013, had considered applications received and made the following recommendations for appointment, all of which were accepted:

from 1 April 2013 as independent governors to 31 July 2016:

Ms Suzanne Hay, Education and Community Manager, BBC National Orchestra of Wales;

Mr. Frank Holmes, Chartered Accountant and Partner, Gambit Corporate Finance LLP;

from 1 April 2013 as co-opted governor to 31 July 2014:

Mr. Gareth Hardacre, Head of Workforce and OD, Caerphilly County Borough Council;

from 1 August 2013 as independent governor to 31 July 2016:

Mr. Adrian Clark OBE, Chairman of Cardiff and Co and former Chief Operating Officer, Legal & General, Cardiff.

.2 Committee Vacancies

On acceptance of the foregoing recommendations, the meeting made the following appointments to Committees:

to the Audit Committee from 1 August 2013: Mr. Adrian Clark

to the Finance & Estates Committee from 1 April 2013: Mr. Frank Holmes

to the Human Resources Committee from 1 April 2013: Ms. Suzanne Hay and Mr. Gareth Hardacre.

The governing body took the opportunity, with his consent, to extend Mr. Adrian Piper's term of office as an external co-opted member of the Audit Committee for a further year from 1 August 2013.

.2 Committee Terms of Reference

.1 Audit Committee

On the recommendation of the Audit Committee, the governing body revised the Committee's Terms of Reference by the inclusion of a Purpose in the following terms.

Purpose:

On behalf of the Board of Governors, the Audit Committee's purpose is to oversee:

the effectiveness of the University's risk management, control and governance arrangements;

the effectiveness of the arrangements to promote economy, efficiency and effectiveness;

internal and external audit arrangements;

the audit aspects of the University's financial statements.

.2 Strategic Planning & Performance Committee

The last meeting had approved Terms of Reference for the newly-constituted Strategic Planning & Performance Committee. On the recommendation of the Committee, the governing body revised the Committee's Terms of Reference by amending the additional third term of reference from:

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.

to

to monitor progress towards the University's achievement of performance appropriate to a leading post-92 institution particularly in the areas of learning and teaching, research and enterprise, staff effectiveness and contribution to the regional agenda.

.3 Training

Details were provided of the Leadership Foundation's Welsh Governor Development Event to be held at Bangor University on 21 May 2013.

It was reported that proposals for Governor Briefing Sessions were to be presented to the next meeting of the Nominations & Governance Committee for a series of Governor Briefing Sessions to be presented during 2013/14.

.4 Charity Act 2011 s.333

The meeting conferred a general authority on the Chair and Vice-Chair of the Board of Governors and the Vice-Chancellor to execute charity documents, exercise of the authority to be reported to the next following meeting of the Board of Governors.

It was reported that at the end of January 2013 by email members had conferred specific and limited authority on the Chair and Vice-Chancellor to sign as charity trustees on behalf of all the charity trustees a lease of part of the ground floor of the Learning Centre at Llandaff in favour of Santander UK PLC for the provision of on-campus banking facilities. The lease was executed on 31 January 2013.

.5 Stakeholder Forum

It was noted that the next meeting of the Stakeholder Forum (SF) had been re-scheduled for 5.00pm on Thursday, 2 May 2013 at Llandaff (and subsequently further rescheduled for 2 July 2013).

The appointment of Mrs Fiona Peel, independent member of the SF, as the Co-Chair of the SF to 31 July 2014 was approved.

Proposals for additional independent (external) membership of and governor representation on the SF were to be submitted to the next meeting.

.6 HEFCW Circulars

The report presented details of HE circulars posted on the HEFCW website since the last report.

Resolved that

- .1 the report be noted;
- .2 recommendations for appointments to the Board of Governors and its Committees be approved;
- .3 the Terms of Reference of the Audit and Strategic Planning & Performance Committees be revised as recommended;
- .4 a general authority be conferred on the Chair, Vice-Chair and Vice-Chancellor pursuant to section 333 of the Charities Act 2011 to execute transactions on behalf of the charity trustees, and
- .5 Mrs Fiona Peel be appointed as Co-Chair of the Stakeholder Forum to 31 July 2014.

1398. Any Other Business

.1 Restricted Business

Resolved that the following items retain restricted status:

Risk Register: Periodic Review
Outturn Second Review
HEFCW: Fee Plan

1399. For Information

The following documents were presented for information:

Rolling Calendar
Staff Pensions

Minutes of the Strategic Planning & Performance Committee:

.1 15 January 2013

.2 18 March 2013

Minutes of the Finance & Estates Committee: 5 March 2013

Minutes of the Audit Committee: 19 March 2013

Minutes of the Human Resources Committee: 19 March 2013

1400. Private meeting of independent and non-staff/student co-opted governors

A private meeting of 'lay' governors and the Vice-Chancellor called immediately after the Board meeting received an oral report on the business of the Remuneration Committee meeting held earlier on 26 March 2013. The meeting had considered *inter alia* a progress report on the review of Level 2 structure which included summary details of early consultation meetings with all senior post-holders/members of VCB, and agreed proposals for its next steps.

Signed

Date