

CARDIFF METROPOLITAN UNIVERSITY

MEETING OF THE BOARD OF GOVERNORS: 15 OCTOBER 2013

UNCONFIRMED MINUTES

Present: Miss B Wilding (Chair), Mr.P.R.Williams (Vice-Chair), Professor.A.J.Chapman (Vice-Chancellor & Principal), Ms.K.Bees, Mr.A.Clark, Mr.P.Davies, Professor S. Fleming, Ms.R.Foster, Mr.G.Hardacre, Ms.S.Hay, Mrs.A.Hayes, Mr.F.Holmes, Mr.S.Jones, Rev. Canon R. Morrison, Mr.J.F.Thomas, Dr. M. Waring and Mr.G.Yorston.

Attendance: Professor D.Brooksbank (PVC Enterprise), Professor S.Gill (Director of Research, CSAD, item 1421 only), Mrs.L.Griffin (Head of Student Recruitment & Marketing, item 1424 only), Mrs.J.Hare (Deputy Vice-Chancellor & Director of Student Experience), Professor S.Hanton (PVC Research), Professor G. Kavanagh (Dean of CSAD, item 1421 only), Mr.D.Llewellyn (Acting Director of Finance), Professor M. Loutfi (PVC International), Mr.R.Morris (Director of Enterprise, CSAD, item 1241only), Mr.D.C.Price (Director of Strategy & Performance), Mr.R.D.G.Walters (Clerk to the Governors) and Mr. M. Williams (Resources Manager, CSAD, for item 1421 only).

Welcome: A welcome was extended to Mr. Graeme Yorston, independent governor, who was attending his first meeting since appointment as a governor on 1 August 2013.

1419. Apologies for Absence

Apologies for absence were received from Mr. I Davies, Baroness Finlay of Llandaff, Mrs.M.Hassan and Mr.S.Kidwai.

1420. Declarations of Interest

There were no declarations of interest.

1421. Presentation on FabLab

The meeting received a presentation on the Cardiff School of Art & Design's Massachusetts Institute of Technology (MIT) accredited Fabrication Laboratory (FABLab) which was scheduled for launch in September 2014.

The FabLab was defined as a fully kitted fabrication workshop intended to give everyone in the community, from small children through to entrepreneurs and businesses, the capability to turn ideas and concepts into reality. It was explained that, overseen by the School's Dean, Management Planning Team and FabLab Management Committee, the FabLab would operate through the three School Directors co-ordinating four organisational groups (research, collaborations, global networking; schools and colleges; industry, inventors and training; student experience), each with a group leader and operating to a set of annual targets. This facility would significantly enhance the student experience by providing the opportunity to access world-class facilities and functions.

Members welcomed this initiative which would make the Cardiff School of Art & Design a full member of the global FabLab network and, as understood at the date of the meeting, provide the only UK MIT FabLab attached to a university.

Resolved that the presentation be received.

1422. Minutes of the Board of Governors: 8 July 2013

The minutes of the meeting of 8 July 2013 were confirmed as a correct record and signed. There were no matters arising from the minutes.

1423. Standing Items:

.1 Report of the Chair

The meeting received the Chair's periodic written report.

The report gave details of meetings and events attended since 11 July 2013 and action taken under Standing Orders on 17 September 2013 to appoint Mr. David Llewellyn, Deputy Director of Finance, as Acting Director of Finance from that date until the new position of Chief Operating Officer became effective.

A summary was provided of the business of the Strategic Planning & Performance Committee (SPPC) meeting held on 24 September 2013, the unconfirmed minutes of which had been distributed for information. Included in the Committee's business had been the development of a partnership agreement with Cardiff and Vale College (CAVC) and, in partnership with CAVC, the development of an office in Beijing to identify and secure partnerships with Chinese universities.

It was noted that SPPC had identified the following issues for further consideration by the governing body and the executive, commencing at the recent Away-Day and continuing as required at the Committee's next meeting:

expectations regarding the balance between admissions of students from England and from Wales and the resource implications of any change;

the allocation and effectiveness of resource to FE franchising and its function as a balance to the University's international work;

the development of stronger relationships with local authorities, particularly for the Vale of Glamorgan and Bridgend;

the development of scenario planning in financial and student-number forecasting and the need for strategic discussions on the staff/student ratio and the ratio between staff costs and total income – in respect of the latter it was suggested that more focussed investment targeting could provide scope for improvement in the former ratio without an increase in total staff spend.

The written report summarised the proceedings and outcomes of the Governors' Away-Day held on 26 and 27 September 2013 which had had the related themes of the University & Business and Stakeholder Engagement and had received presentations from Mr. David Docherty, Chief Executive of the National Centre for Universities and Business, and Mr. Kris Jones of Deloitte.

It was reported that the event's final plenary session on the Stakeholder Engagement Exercise undertaken earlier in 2013 had acknowledged that stakeholder engagement was part of the Corporate Strategic Plan but was not as 'overt' as it could be. It had been agreed, therefore, that further consideration was required, initially by the executive (which was asked to bring forward proposals), on the themes and conclusions of the Deloitte report and the issues identified during the Away-Day. In particular consideration was to be given to:

the optimum student/staff ratio (and amount of staff spend) and the scope for change;

staff capacity and capabilities for stakeholder engagement;

prioritisation of grounded and focussed (targeted and effective) stakeholder engagement and the development of stronger relationships with local authorities particularly with the Vale of Glamorgan, Bridgend and the new Cardiff City Region

As agreed at the Away-Day it was resolved that the SEE report would retain restricted status.

Resolved that:

- .1 the report be received;
- .2 Chair's Action be noted;
- .3 the work of the Strategic Planning & Performance Committee be noted;
- .4 the outcomes of the Stakeholder Engagement Exercise be noted and identified actions, including the bringing forward of proposals relating to the themes and conclusions in the Deloitte report and the issues identified at the Away-Day, be approved; and
- .5 the Stakeholder Engagement Exercise report retain restricted status

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

The meeting received and discussed the Vice-Chancellor's periodic report which summarised progress and developments since 8 July 2013 and presented the confirmed minutes of the Academic Board meeting of 14 June and the unconfirmed minutes of the meeting of 13 September. Also presented were the confirmed minutes of the Academic Quality and Standards Board meeting of 15 May and the unconfirmed minutes of the meeting of 3 July.

Particular reference was made to:

the NSS results (min. 1425 below refers), and positive performance in the Telegraph's ranking of students going straight into employment or further study and Lloyd's Bank's University Quality of Life survey;

performance under the amalgamated Times/Sunday Times Guide issued during September 2013;

the Estyn Review of the South-East Wales Centre for Teacher Education and Training and actions to address identified concerns;

the Higher Education Academy's latest Institutional Report which demonstrated that the University continued significantly to outperform sector averages in respect of the professional recognition of staff as indicated by HEA Fellowships;

provision and funding for projects to enhance employability;

improved student satisfaction as recorded in the HEA's Postgraduate Research Experience Survey 2013;

preparations for participation in the 2014 Research Excellence Framework;

the securing of EU funds for mobility exchange under the Erasmus Mundus Action 2 and similar programmes;

the launch during the Week One Welcome in September 2013 of a Buddy Scheme for incoming international students, a partnership between the International Office and the Students' Union;

progress in the new Transferable Skills for Business course run in partnership with HMP Cardiff;

the strategic intention to contribute to the development of the new Cardiff city region;

progress in Cardiff Met Sport and the linked initiative to develop the field at the rear of the Llandaff campus;

retention of accreditation for ISO14001, environmental management standards and system.

Resolved that the report be received.

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

The periodic written report covered:

the Students' Union's response to the 'offensive poster' incident of August 2013 with full acceptance of the findings of the investigation and the recommendations contained therein - the summary report was presented at appendix 1;

recruitment and training of the School Representatives for 2013/14;

contributions to the 2013 NSS survey and preparations for the 2014 NSS survey;

development of the student-lead Teaching Fellowships;

summary of spend of additional funding under the fee planning regime;

general updates on i) the refurbishment of the Llandaff Student Centre; ii) development of a Starbucks operation on the Cyncoed campus, iii) development of the Launchpad (student entrepreneurship initiative) and iv) meetings with Cardiff City Council's Director of Education Services and counterparts from Cardiff University to strengthen links and encourage student engagement.

Resolved that the report be received.

1424. Student Recruitment & Admissions 2013 (Home & EU)

A written report, an earlier version of which had been presented to SPPC on 24 September 2013, provided a preliminary indication of full-time home/EU student intake for 2013 entry against ambitious targets set to offset reduced income and reflect an allocation by HEFCW of an additional 157 student numbers. An oral update explained that at the date of the meeting intake was 67 short of the target; more complete data were to be presented to the next meeting.

It was reported that at 30 September there had been 3055 acceptances for full time undergraduate courses, including PGCE, from Home/EU markets against 2829 at the comparable time in 2012 – an increase of 8%. The report presented a breakdown by academic school and programme and early data on post-graduate and part-time recruitment.

Resolved that the report be noted.

1425. Report on the National Student Satisfaction Survey 2013

A written report, which had been presented to SPPC on 24 September, provided the results of the NSS 2013 and subsequent actions. It was reported that the overall institutional results showed a 3% increase in response rate over the 2012 survey (taking the response rate to 69%, the same rate as achieved in 2011) and an increase in overall satisfaction by 10%, the highest increase in satisfaction in any UK University. The University's overall satisfaction score was 1% above the average overall satisfaction achieved by Welsh universities.

Appendices provided:

the average score achieved for each theme of the NSS together with sector and Welsh sector average scores;

a summary of responses by question showing results since 2010 and the change from 2012 to 2013;

the full list of the overall satisfaction results for individual programmes;

comparator data in relation to other Welsh Universities, regional and reputational comparator Universities and the University Alliance.

Assurance was given that action planning continued with and in Schools and the Students' Union to maintain and build on the improved performance. It was reported that SPPC's next meeting was to receive a report on the Students' Union's utilisation of additional funding provided under the Fee Planning regime and the actions planned to maintain improved performance in NSS Surveys.

Resolved that the report be noted.

1426. Internal Audit Annual Report: Year Ended 31 July 2013

The Internal Auditors' Annual Report for 2012/13, which had been presented in draft form to the Audit Committee and the Board in July 2013 and had not changed in any respect since that time, was positive overall and thus marked another successful year for the University in terms of internal audit processes.

The Internal Auditors stated that they were satisfied that sufficient internal audit work has been undertaken to allow them to draw a reasonable conclusion on the adequacy and effectiveness of Cardiff Metropolitan University's arrangements. For the 12 months ended 31 July 2013, based on the work undertaken, the Internal Auditors' opinion regarding the adequacy and effectiveness of the University's arrangements for governance, risk management and control was as follows:

Governance - adequate and effective;

Risk Management - adequate and effective;

Control - adequate and effective.

The Audit Committee had noted an increase in areas identified as requiring improvement, hence the adequate assurance level only for 'control'. Acknowledging the need to improve performance, it was recognised that the adequate assurance was the outcome of a positive approach by the executive reflecting a broadening of the scope of internal audit review and the introduction of internal audit review to areas not hitherto examined.

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

1427. Governance

.1 Governance Report

.1 Remuneration Committee Chair

It was agreed on the recommendation of the Remuneration Committee that in accordance with recognised good practice the Vice-Chair of the Board of Governors would become *ex officio* Chair of the Remuneration Committee.

.2 Stakeholder Forum Membership

It was reported that the Stakeholder Forum's Membership Executive had identified 15 potential new members, drawn in the main from respondents to the Stakeholder Engagement Exercise, and that the next meeting would receive details of membership of the reconstituted Forum. The Forum was next to meet on Wednesday, 4 December 2013.

3. Level 2 Restructuring

It was noted that the appointment by the Board of Governors on 27 September 2013 of Mr John Cappock as Chief Operating Officer completed the Level 2 restructuring exercise commenced during 2012/13 (save for the completion of contractual and severance negotiations). Details were provided of the revised Level 2 structure.

The meeting approved changes to job title for the positions of Director of Strategy & Performance and Clerk to the Governors, as endorsed by the Remuneration Committee on 24 September 2013, to reflect changes in designation and portfolio respectively emanating from the Level 2 restructuring exercise:

from Director of Strategy & Performance to *PVC (Strategy & Performance)* to reflect and describe the position's status as a senior post with organisation-wide responsibilities;

from Clerk to the Governors to *Secretary & Clerk to the Governors* to reflect and describe the position's widened remit with responsibilities for Information Compliance, Health & Safety and Equality & Diversity, and management responsibilities for Academic Board as that Board's Secretary (for one year in the first instance).

4. Composition of Academic Board

It was reported that Level 2 restructuring had necessitated changes to Academic Board's composition to reflect the creation of two fractional PVC positions (Enterprise and International). The current composition, approved in October 2010, and the proposed revised composition were presented in Appendices 1 and 2 respectively. As endorsed by Academic Board, the proposed, revised composition, which included the new PVC positions and the new position of Director of Research and Graduate Studies, was approved.

5. Training

Details were provided of:

the 2013/14 pan-Wales Governors' Induction Session & Development Day to be held at this University from 12 noon to 4.00 p.m. on Tuesday, 26 November under the auspices of the Leadership Foundation;

a trustee shared learning seminar to be presented by the Wales Audit Office, the Charity Commission and Good Practice Wales in Cardiff on Wednesday, 6 November 2013.

6. Barclays Bank

The Board's consent was obtained for minor, technical changes to the Facility Agreement with Barclay's Bank dated 14 March 2008. The variation of the Facility Agreement in the terms set out in the Letter of Variation dated 13 September 2013, as approved, read as follows:

The clause 11.1 (b) was to be deleted in its entirety and replaced with the following:

- (b) copies of the management accounts for the Borrower following the finance committee meeting of the Borrower held in November, March and June each year, including (but not limited to):*
 - (i) the budget and actual figures for the current financial year to date;*
 - (ii) for comparative purposes, the budget and actual figures for the previous financial year to date; and*
 - (iii) commentary on the results (including an explanation of any significant deviations from the budget and/or the previous year's figures);*

as soon as they are available and not later than five days after the end of the relevant finance committee meeting.

It was agreed that the Acting Director of Finance and the Secretary & Clerk would be authorised to sign and return to the Bank the duplicate copy of the Letter of Variation thereby indicating the University's acceptance of its terms and conditions.

7. HEFCW Circulars

Details were provided of HE circulars posted on the HEFCW website since the last report.

Resolved that:

- .1 the report be noted;
 - .2 the Vice-Chair of the Board of Governors be appointed Chair of the Remuneration Committee *ex officio*;
 - .3 changes in job title for the positions of Director of Strategy & Performance and Clerk to the Governors be approved;
 - .4 proposals for revised Academic Board composition be approved, and
 - .5 variation of the Facility Agreement with Barclay's Bank dated 14 March 2008 be approved and the Acting Director of Finance and the Secretary & Clerk be authorised to sign and return to the Bank the duplicate copy of the Letter of Variation.
- .2 Clerk's Annual Report (including Remuneration Committee's Annual Report) 2012/13

The Clerk presents his tenth Annual Report, for the year 2012/13. The report summarised the composition, structure and operation of the Governing Body and its compliance with the Instrument and Articles of Government during the last business

session. It also presented a summary report of the work of the Remuneration Committee during 2012/13.

The report, supported by reviews of governance undertaken by the Funding Council and the Internal Auditors, provided assurance that Cardiff Metropolitan University remained in compliance with the CUC Governance Code of Practice.

Resolved that the Clerk's Annual Report be received.

1428. Any Other Business

.1 **Restricted Business**

Resolved that the Internal Audit Annual Report for 2012/13 retained restricted status.

1429. FOR INFORMATION

The unconfirmed minutes of the Strategic Planning and Performance Committee meeting of 24 September 2013 were presented for information.

1430. RESTRICTED BUSINESS

The meeting of the Board of Governors was followed by a private meeting of independent and non-staff/student co-opted governors and the Vice-Chancellor called to approve the minutes of the special meeting of the Board of Governors held on 27 September 2013, which had approved the appointment of the Chief Operating Officer, and to receive a report from the Remuneration Committee.

.1 **Minutes of the Special Meeting of the Board of Governors: 27 September 2013**

The minutes of the special meeting held on 27 September 2013 were approved as a correct record and signed. There were no matters arising from the minutes.

.2 **Report on the work of the Remuneration Committee Meeting of 24 September 2013**

The private meeting received a summary of the business of the Remuneration Committee held on 24 September 2013. That meeting had, in addition to matters recorded in open business above, i) conducted the annual review of the Senior Staff Severance Policy and approved its continuation without amendment, ii) approved level 2 assignments for 2013/14, iii) noted the development of Level 1 and 2 objectives for 2013/14 and approved the intention to establish a mechanism and timetable for the setting of annual assignments, the monitoring of Level 2 objectives and the assessment of performance, and iv) set salaries and terms and conditions for all senior post-holders for 2013/14.