

## **CARDIFF METROPOLITAN UNIVERSITY**

### **MEETING OF THE BOARD OF GOVERNORS: TUESDAY, 17 DECEMBER 2013**

#### **MINUTES**

**Present:** Miss B Wilding (Chair), Mr.P.R.Williams (Vice-Chair), Professor.A.J.Chapman (Vice-Chancellor & Principal), Mr.A.Clark, Mr. I Davies, Baroness Finlay of Llandaff, Professor S. Fleming, Ms.R.Foster, Mrs.M.Hassan, Mrs.A.Hayes, Mr.F.Holmes, Rev. Canon R. Morrison, Mr.J.F.Thomas, Dr. M. Waring and Mr.G.Yorston.

**Attendance:** Professor D.Brooksbank (PVC Enterprise), Mr.J.Cappock (Chief Operating Officer), Mrs.J.Hare (Deputy Vice-Chancellor), Professor S.Hanton (PVC Research), Mr.D.Llewellyn (Director of Finance), Professor M. Loutfi (PVC International), Mr.D.C.Price (PVC Strategy & Performance), Mr.P.Thomas (Dean of the Cardiff School of Education, min. 1434 only) and Mr.R.D.G.Walters (Secretary & Clerk to the Governors).

#### **1431. Apologies for Absence**

Apologies for absence were received from Ms.K.Bees, Mr.P.Davies, Mr.G.Hardacre, Ms.S.Hay, Mr.S.Jones and Mr.S.Kidwai,

#### **1432. Declarations of Interest**

There were no declarations of conflict of interest.

#### **1433. Minutes of the Meeting of the Board of Governors: 15 October 2013**

The minutes of the meeting of 15 October 2013 were confirmed as a correct record and signed. There were no matters arising from the minutes.

#### **1434. Presentation on SEWCTET Action Plan**

The Dean of the Cardiff School of Education gave a presentation on the South East Wales Centre for Teacher Education and Training (SEWCTET).

The presentation summarised the history of the Centre from its establishment in 2009 as one of three centres in Wales for teacher education and training following reconfiguration of Initial Teacher Training provision to its inspection by Estyn over the period November 2012 to June 2013.

Estyn's findings following the recent inspection were that:

the Centre's current performance was adequate (that strengths outweighed areas for improvement);

the Centre's prospects for improvement were unsatisfactory;

the provision was compliant.

It was reported that the Centre's provision outperformed the other two Centres in three of the four HEFCW ITT Performance Data categories (the fourth being entry tariff for the u/g primary programme at the University of South Wales).

The meeting was informed that the Estyn Report had made seven recommendations which included, of particular relevance to the Board of Governors, the recommendation to strengthen the role of the governors in developing the Centre. To meet that specific recommendation it had been agreed, *inter alia*, that a group with governor members from both Universities would be set up to advise on and monitor the Centre's development; the Chair's appointment of a Cardiff Met governor representative to that group, recorded at minute 1435.1 below, refers. To meet the recommendations overall, an action plan addressing the seven recommendations had been developed for scrutiny by the SEWCTET Executive Board and subsequent submission to Estyn for comment. It was confirmed that action to address the recommendations had commenced.

It was noted that, with a focus on progress achieved against the recommendations, Estyn would re-inspect the SEWCTET provision during the academic year 2014/15.

**Resolved** that the presentation be received and the Estyn Report and the response to recommendations, including action taken to strengthen the role of governors in the development of the Centre, noted.

#### **1435. Standing Items:**

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

The meeting received the Chair's periodic written report.

The report gave details of meetings and events attended since 15 October 2013 and action taken under Standing Orders on 5 November 2013 to appoint Mr. Steve Jones, co-opted governor with experience of education, as the Board's representative on the body set up by this University and the University of South Wales to provide governor oversight of SEWCTET.

It was reported that the Chair had attended the Plenary Meeting of the Committee of University Chairs on 18 October 2013 which, *inter alia*, had:

received presentations on case studies by the Chairs of the University of South Wales and the University of Wales Trinity St David respectively on the creation of a new University;

noted progress in the review of the Governance Code;

given consideration to the relationship between the executive (Universities UK/Higher Education Wales [HEW] in Wales) and governance (CUC/Chairs of Higher Education Wales [CHEW] in Wales).

The latter item had been considered in greater detail at the CHEW meeting held on 5 December with a focus on the provision of appropriate professional and administrative support to CHEW and the role of CHEW generally. Given the advice received from CUC that provision of direct financial and administrative support by HEW to CHEW did not accord with good practice, it had been agreed by the Chairs present at the meeting that CHEW would look to retain 5% of the funding provided to HEW for the provision of administrative support. Although there was a view that HEW had primacy in matters of policy and relations with government, members of

CHEW, particularly those representing post-92 institutions, maintained that governing bodies had a role in such matters which flowed from statute and the responsibility in the Articles Instrument of Governance for "determination of the educational character and mission of the University and for oversight of its activities". It was the Chair's position, therefore, that CHEW's periodic meetings with the Minister and others would continue on areas where governors had primacy.

Other matters discussed at the CHEW meeting, and at a subsequent meeting of CHEW with the Minister for Education, had included the Minister's recent speech, review of fees and funding, widening access, the equalities agenda, employability and the "living wage", and the Wales Audit Office Report on HE Finance in Wales.

It was noted that the review of HE in Wales announced by the Minister on 18 November was to "focus on a range of issues including the promotion of social mobility and widening access to higher education; the funding of higher education; full-time and part-time tuition fees policy; student finance arrangements; cross-border HE funding policy and the Higher Education Funding Council Wales' role in the delivery of student finance."

The Chair reported that the Stakeholder Forum had met for the first time under its revised model and with new membership on Wednesday, 4 December. That meeting had received and discussed a report on developments since the last meeting, in July 2013, and a presentation on the University's engagement with schools. It was confirmed that activity by the Membership Executive to recruit additional members continued and that suggestions for membership were always welcome and should be directed in the first instance to the Clerk. The dates of the two remaining meetings for 2013/14 were Tuesdays, 11 March and 24 June 2014.

With regard to the Engagement and Collaboration agenda it was reported that the next meeting of the Cardiff Met & CAVC Strategic Partnership Board was scheduled for 14 January 2014. Disappointingly it was reported that, repeated approaches notwithstanding, the University of South Wales had not been persuaded to re-establish bilaterally the formal, annual tripartite meetings held between the Chairs, Vice-Chancellors and Clerks of the University of Glamorgan, the University of Wales, Newport and this University. The University of South Wales had confirmed, however, that it would continue with current collaborative activities with this University and would consider appropriate new collaborative ventures as they arose.

Details were provided of the further round of meetings between the Chair, Vice-Chancellor and staff which had been arranged for 7 and 9 January 2014. These meetings were to discuss, within the context of student experience and the Minister's agenda, a range of issues including estate development, leverage and investment, strategy and performance and enhanced engagement with stakeholders.

The report included a summary of the business of the Strategic Planning & Performance Committee meeting of 26 November 2013. The unconfirmed minutes of that meeting were provided for information. It was confirmed that the Committee had received and considered a report on activity since the Governors' Away-Day in September 2013 and the Board's last meeting and a report on the Students' Unions' utilisation of additional funding.

It was noted with approval that the Chair intended to call a meeting early in the New Year of governors with the requisite financial skills and expertise to give detailed consideration to leverage, investment and related matters (min. 1438 below refers).

**Resolved** that:

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

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

The Vice-Chancellor's report summarised progress made since the meeting of the Board in October 2013 within the context of the Corporate Strategic Plan 2012-17. Attached to the report were the confirmed minutes of the Academic Board meetings of 13 September 2013 and 15 November 2013 and the unconfirmed minutes of the meeting of 6 December, and the confirmed minutes of the Academic Quality and Standards Board meetings of 15 May 2013, 3 July 2013 and 9 October 2013.

Particular reference was made to the following items:

the University's application to Coleg Cymraeg Cenedlaethol for funding for a further three posts in the fields of Education, Business and Art & Design;

the development of the University's partnership with the International College of Business & Technology, Sri Lanka and that institution's recent receipt of a series of international awards affirming its status across Asia;

completion of the review of the Level 2 structure with the appointment on 1 October of Mr. John Cappock as Chief Operating Officer;

continuing discussions with the University of Wales (UW) on i) the level of fee to be paid for the administration of UW awards and ii) this University's concern at UW's cancellation of meetings of its Academic Board and the potential consequences for the quality of awards and the student experience - it was confirmed that appropriate assurances would be sought from UW and that Cardiff Met students studying for UW awards would be given a further opportunity to transfer to Cardiff Met awards;

the need for clarification on the legal position of gender segregation and of the advice thereon from ECU and UUK - it was agreed that developments would be monitored and the matter discussed at the January 2014 meeting of the University's Equality & Diversity Engagement Group;

With regard to minute 28.13/14 Reports of Registry Services: Undergraduate Degree Award Outcomes of the Academic Board minutes of the meeting of 15 November 2013, it was agreed that a note would be produced clarifying the assertion that there had been "a small increase in awards, although the University remained below benchmarks in each classification".

**Resolved** that the report be received.

.3 Students' Union President:

.1 Written Report

The Students' Union's President's written report provided details of:

progress in the recruitment process for Course Representatives and of training, social events and the recruitment of five Interns funded by HEFCW;

preparation for the 2014 NSS;

initiatives funded from the new fee planning arrangements (Strategic Planning & Performance Committee minute 763 of 26 November 2013 refers) - initiatives were to be reviewed during the Spring Term 2014 and the next phases of development identified;

progress in the Students' Union's written submission to QAA for submission to in January 2014;

the launch of Student-Led Teaching Fellowships for students studying in London - similar awards were to be inaugurated for Cardiff-based students after completion of the NSS campaign in January 2014.

**Resolved** that the report be noted.

.2 Annual Audited Accounts 2012/13

A written report, which had been presented to the Finance & Estates Committee in November 2013, presented the consolidated annual audited accounts of the Students' Union and its subsidiary trading company, Futura Marketing & Promotions Ltd. It was reported that the accounts had been approved by the Students' Union's Finance & Services Committee and that, excluding restricted funds, the Students' Union had achieved a surplus outcome for the year of c. £26k (compared with c. £15k in the previous financial year).

It was reported that the Students' Union had maintained its commitment to the delivery of a range of commercial services to students alongside a greatly enhanced commitment to the provision of recreational and support services centred on UMAX initiatives. Surplus outcomes continued to improve the Balance Sheet which was anticipated to move into a net assets position at the end of 2013/14.

**Resolved** that the Annual Audited Accounts for 2012/13 be approved.

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

The meeting received oral reports from the Committee Chairs on significant items of business of the Human Resources Committee and Finance & Estates Committee meetings of 5 and 19 November 2013 respectively not presented as substantive items on this meeting's agenda.

##### i) Human Resources Committee

The oral report included reference to three significant items of business.

##### Review and Monitoring of the Human Resources Strategic Framework Staff Performance Agenda

In relation to the identification in the Corporate Strategic Plan of the need to shift the emphasis of Human Resource management from achievement of service delivery to a focus on performance and the alignment of people to plans, current activity was focused through three initiatives, viz. the Academic Workload Model, the Staff Performance Review Scheme and the Staff Profiles System, which were intended for full implementation for the academic year 2014/15;

a Level 3 Management and Professorial Pay Review based on the Hay Method had been concluded and new pay structures and policies agreed;

the trade unions had rejected the employers' final offer of 1% on all points across the JNCHES pay spine and voted in favour of two days of planned action during the Autumn Term 2013; UCU had instructed members to work to contract from 1 November 2013.

##### Annual Staff Development Report 2012/13

In the context of the QAA Institutional View scheduled for May 2014, the Committee received a report on the contribution Staff Development has made to the University's QAA Self Evaluation Document. It had been confirmed that:

the collective expertise of the staff was suitable and available for effective delivery of the curricula, for the overall teaching, learning and assessment strategy, and for the achievement of the intended learning outcomes;

appropriate staff development opportunities were available.

##### Staff Monitoring Report/KPI

The Committee had received a summary of headline staff monitoring information based on the 12 months ending 30 September 2013. The underlying make-up of the staff profile remained relatively constant although since the last voluntary severance round, in 2011, the FTE had started to increase; the turnover rate had stabilised at approximately 9%.

ii) Finance & Estates Committee

The oral report included reference to four significant items of business.

Student Recruitment 2013/14

The Committee had received a report on student numbers showing that at 30 September 2013 the University had had 3,055 students accepted for full time undergraduate courses, including PGCE, from Home/EU markets against a target of 3,122 - an 8% increase over the 2,829 acceptances in 2012 (subject to anticipated withdrawals).

Debtors

The termly Debtors Report had reviewed the University's debt position at 31 July 2013 and compared it with the position at 31 July 2012. It had been noted that an increase in total debt was related to the change in funding from grant to fees and the consequent increase in student income-related categories; there had been no significant rise in debt in percentage terms.

Environment and Sustainability Policy: Annual Review

With minor textual changes to the version approved in 2012, the meeting had approved the Environment and Sustainability Policy for 2013/14.

Subsidiaries and Company Investments

The Committee had received the annual report on the University's involvement in limited companies. This involvement extended to the one remaining subsidiary (UWIC Company Limited), the planned China office to be established by way of a Wholly Foreign Owned Enterprise (WFOE) and four spin out companies.

**Resolved** that the oral reports be received

**1436. Corporate Strategic Plan: Annual Progress Review 2012/13**

A written report provided details of progress made against the objectives and targets of the Corporate Strategic Plan 2012-17 during the 2012-13 academic year. Appendices presented Corporate SMART targets (quantitative progress) and a narrative overview of pertinent activities that had taken place during the year (qualitative progress). A draft Annual Progress Review had been provided to HEFCW in accordance with its stated deadline of 31 October on the understanding that the document had yet to be reviewed by the Governing Body.

The report presented seventeen performance indicators, of which twelve were considered to be SMART. Of these twelve SMART targets, one was within a single percentage point of being achieved and five had been met or exceeded in advance of the 2017 deadline. It was noted, however, that a volatile market provided the potential for current performance to dip before the end of the planning period in 2017.

Given its centrality to the achievement of Vision, Mission and Strategy, and reflecting the prominence afforded to it by the student body, it was proposed that there be an additional

target pertaining specifically to graduate employability. The report provided an overview of the graduate employability prospects of full-time Cardiff Metropolitan University undergraduates together with those graduating from the current top-ten new universities in the UK. It was agreed that there would be such a target and that a proposal for the level at which that should be set would be brought to a future meeting. Care would be taken to ensure that the construction of such a target would take account of factors such as the University's subject mix and differences between UK regions in terms of regional graduate employment opportunities.

**Resolved** that the report be noted

#### **1436. Research Excellence Framework 2014**

A written report confirmed that the University's return to the Research Excellence Framework (REF) 2014 had been completed on 22 November, 2013 with submissions being made to three Units of Assessment by the Cardiff Schools of Health Sciences, Sport and Management (tourism) and Art & Design. The Sport return was part of a joint submission with Bangor University and the Art return was a joint submission with the University of South Wales and the University of Wales Trinity St David through the Wales Institute of Research in Art and Design. The report covered the process for and composition of the 2014 submission and the strategy and action plans for the 2020 REF.

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

#### **1437. Quality Assurance Agency Institutional Review: Draft Self-Evaluation Document**

A written report presented for consideration and comment a working draft of the University's Self-Evaluation Document (SED) for the forthcoming QAA Institutional Review and information relating to context and the consultation process. It was confirmed that the SED, earlier drafts of which had been considered by Academic Quality & Standards Board, Academic Board and Learning & Teaching Board, followed the suggested structure in the Institutional Review (Wales) Handbook, April 2012 and would form part of the information base for the QAA Institutional Review.

It was noted that the suggested structure of the SED set out in the Institutional Review (Wales) Handbook: April 2012 was not aligned with the extant Quality Code. A consequence of this was that the expectations and factors to be used by the review team when reaching their judgements were also not aligned. Advice received from QAA had confirmed that QAA reviewers would be briefed on how to handle the misalignment.

Members were invited to advise and comment upon draft SED prior to the final version and supporting evidence being uploaded to the QAA secure folder by 20 January, 2014.

**Resolved** that progress in the preparation of the Self-Evaluation Document be noted.

#### **1438. Key Performance Indicators**

The Committee received the annual report on KPIs, summary versions of which had been presented to the Human Resources, Strategic Planning & Performance (SPPC) and Finance & Estates Committees (F&EC).

A written report presented a summary of the most important KPIs used for assessing the University's overall sustainability.

It was reported that no headline or subsidiary Cardiff Met KPIs had been assigned a 'red light' in 2012-13. There had, however, been three changes to traffic-light ratings of headline KPIs:

Academic Profile and Market Position had been down-rated from Amber-Green to Amber to reflect a diminished University performance across national league tables;

Financial Health had been up-rated from Amber-Green to Green to reflect the continuing effect of actions taken in recent years to streamline operations;

Estate & Environment had been down-rated from Amber-Green to Amber to reflect issues associated with the University's overall sustainability.

The meeting approved the SPPC's endorsement on 26 November of a proposal that the KPI methodology be reviewed during 2013/14 to take account of national developments and address matters such as the selection, presentation and use of indicators. It had been agreed also that particular regard would be had to the implications of the University's KPI methodology on the work and recommendations of the Financial Sustainability Strategy Group (FSSG). It was agreed, as endorsed by both SPPC and F&EC, that the University would participate in the FSSG's pilot exercise by completing the FSSG's Annual Sustainability assurance Report (known as the ASSUR report) and informing HEFCW accordingly. The contents of a draft ASSUR report, based on the recommended format, were endorsed.

It was agreed also, as endorsed by SPPC, that the opportunity would be created for Governors to give detailed consideration to the interplay between Financial Health KPIs and Estates KPIs and the degree of tolerance Governors could have for a lower level of financial health were that to enable the University to improve the estate, in particular the Cyncoed campus, in a relatively rapid and far-reaching manner. It was agreed, similarly, as endorsed by the Audit Committee on 3 December 2013, that the time was apposite for a review of the governing body's risk appetite towards financial planning.

In endorsing the establishment of a group of governors with the requisite financial skills and expertise to give detailed consideration to leverage, investment and related matters (the Chair's report at minute 1435.1 above refers), members noted the need to agree a long-term financial strategy, to obtain best value from current assets and to continue to achieve surpluses sufficient to satisfy borrowing covenants.

**Resolved** that

- .1 the report be endorsed
- .2 reviews be conducted of the KPI methodology and the govern body's risk appetite towards financial planning;
- .3 the view of the University's overall sustainability expressed in the ASSUR Report be endorsed.

**1439. Risk Register: Periodic Review**

The meeting reviewed and commented upon the most recent iteration of the Strategic Risk Register which had been submitted to the Audit Committee on 3 December. It was reported

that a number of amendments had been made to the Strategic Risk Register since its last presentation to encapsulate better the nature of the prevailing circumstances associated with certain risks.

The meeting endorsed the intention to review the format and composition of the Strategic Risk Register to ensure closer alignment with the corporate strategic objectives and to provide a more useful management tool for linking management activity with planned actions.

**Resolved** that the contents of Strategic Risk Register and changes made to it since its last presentation be noted.

#### **1440. Audit Committee Business:**

##### **.1 Audit Committee Annual Report 2012/13**

The meeting received the Audit Committee's Annual Report for the year 2012/13 which provided the following positive opinions:

- i. that the University's arrangements for risk management, control and governance and its internal and external audit functions are appropriate and effective and may be relied upon by the Board of Governors in its management of the achievement of corporate objectives.
- ii. that the University has satisfactory arrangements to provide the required level of economy, efficiency and effectiveness.

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

##### **.2 Re-Appointment of External Auditors**

It was reported that on 3 December 2013 the Audit Committee had considered a report assessing the performance of PricewaterhouseCoopers (PWC) against agreed performance indicators. The Audit Committee was of the view that PWC's performance during 2012/13 had been satisfactory and recommended, therefore, that PWC be re-appointed as External Auditors for the second year of the current contract.

**Resolved** that PricewaterhouseCoopers be re-appointed for the second year of the current contract for external audit provision.

##### **.3 Committee Chair's Summary Report**

The Audit Committee Chair presented an oral report on the significant items of the Committee's business during the Autumn Term 2013. The oral report was supplemented by the unconfirmed minutes of the Audit Committee meeting of 3 December 2013 (min. 1447 refers).

##### **Terms of Reference**

These were to be reviewed to remove perceived duplications whilst maintaining compliance with HEFCW's Audit Code of Practice. This review was to encompass the outstanding report on mechanisms available to allow

the Committee to undertake appropriate oversight of the effectiveness of risk management and arrangements for the promotion of economy, efficiency and effectiveness.

#### Internal Audit

The Committee had received one green/substantial assurance report on Complaints. Satisfactory progress has been made in the implementation of recommendations since the Committee's last meeting, in July 2013.

#### Risk Management - Annual Report 2012/13

The Committee had received a report which had reviewed risk management activity during 2012/13. It had been agreed that there would be a formal review and revision of the Risk Management Policy and processes. This review was to identify mechanisms for strengthening links between risk management and internal audit provision and was to address risk appetite in the context of strategic objectives. It had been determined that the current Risk Management Policy would continue to apply pending the outcomes of the review.

**Resolved** that the oral report be received

#### **1441. Estates Strategy 2012-2018 Update**

A written report provided an update on activity under the Estates Strategy. Specific reference was made to the following schemes:

Howard Gardens Re-provision at Llandaff – completion had been achieved earlier in December in accordance with target;

Howard Gardens Disposal - the site had been placed on the market with a final bid stage planned for January 2014;

Residences Project at Cyncoed - the second phase of the scheme had been completed.

It was reported that the summary Estates Strategy document had been developed into a full master plan for the Cyncoed site and an outline financial plan for all campuses. The financial elements of the operational plan were to be presented to the Finance & Estates Committee during the Spring Term 2014.

It was noted that the planning application for the proposed development on the fields to the rear of the Llandaff Campus had attracted a number of objections and had thus been referred to the local authority's Planning Committee for decision.

**Resolved** that the report be received.

## 1443. Finance Reports

### .1 Outturn 2012/13: Final Review

A written report presented the final Management Accounts for 2012/13. The report showed an historic cost surplus for the year of £1,858k against an original budget surplus of £100k and a final forecast surplus of £1.1m.

Appendices presented a high level summary of the Management Accounts for the year, Cashflow Performance, Balance Sheet for the year-end and a summary of the Capital Programme spend against budget. It was agreed that presentation of future income and expenditure accounts would record European projects separately from other projects, grants and minor trading activity.

It was noted with approval that the outturn represented another solid financial performance by the University.

**Resolved** that the report be approved.

### .2 Annual Report and Financial Statements for the Year End 31 July 2013

A written cover report presented the draft consolidated Statutory Accounts together with the draft Statutory Accounts for the subsidiary company UWIC Limited. The accounts reflected the result in the Final Outturn paper (min. 1443.1 above refers).

The Annual Report set out in detail for the Board's review: i) the Report of the Board of Governors (including the Public Benefit Statement), ii) the Responsibilities of the Board of Governors and iii) Corporate Governance Statement. It was confirmed that the specified elements of the Annual Report had been endorsed by the Finance & Estates and Audit Committees subject to minor amendments. The Report of the Board of Governors had been compiled to meet the requirements of the Statement of Recommended Practice for the charity and the Higher Education Sector. The report contained the operating and financial review which provided commentary on the University's past and future financial positions together with an overview of financial performance. The report of the External Auditors (min. 1443.3 below) recorded an analytical review of the financial performance in support of the Annual Report.

Assurance was given that: i) the Financial Statements did not conflict with the University's charitable status and had been compiled on a "going concern" basis; ii) the banking covenants relating to the long-term loans with Santander and Barclays had both been met by these financial results; iii) results for 2012/13 fully satisfied the University's financial strategy and targets.

**Resolved** that the Annual Report and Financial Statements be approved for submission to the Funding Council.

### .3 PricewaterhouseCoopers: Audit Findings Report Year Ended 31 July 2013

The External Auditors' annual report stated that Financial Statements and the major KPIs demonstrated the maintenance of the University's financial position. Particular reference was made to the achievement of operating and historic cost surpluses and the maintenance of the liquidity measures, with a year-end cash balance of £28.1m and a current ratio of 1.58.

It was confirmed that, subject to completion of formalities, the External Auditors would issue an unqualified audit opinion on the 2012/13 financial statements.

**Resolved** that the Annual Report and Financial Statements be approved for submission to the Funding Council.

.4 Outturn 2013/14: First Review

A written report advised members on progress towards delivery of the budget set for 2013/14. Given the timing of the meeting at an early stage of the financial year, the report provided the latest information regarding the delivery of the budgeted surplus without making any adjustment to individual budgets or the forecast.

The report addressed known issues and risks together with areas which had potential beneficial affect on the forecast. Confirmation was given that the target of a break-even position remained achievable.

Appendices to the report presented the Income and Expenditure Account (with actual expenditure to September), Cashflow Forecast and Performance to September 2013, Consolidated Balance Sheet dated 12 November 2013 and a summary of the Capital Budget.

**Resolved** that the report be approved.

#### 1444. Policy and Strategy Review

.1 Harassment & Bullying Policy and Procedure

A written report presented a revised version of the University's Harassment and Bullying Policy and Procedure which had been endorsed by the Human Resources Committee on 5 November 2013. The draft policy captured the outcomes of a consultation exercise and changes made in consequence of legislative change.

The meeting approved the document for adoption forthwith subject to further review during the current academic year to consider a number of issues raised by members.

**Resolved** that the revised Harassment and Bullying Policy and Procedure be approved subject to further review in the Spring Term 2014 and presentation of a further draft for consultation and approval before the end of the current academic year.

.2 Complaints Procedure

The meeting a revised version of the Complaints Procedure which was subject to annual review in accordance with best practice and the University's rolling review of policies and procedures. The version submitted to the meeting, which had been endorsed by the Learning and Teaching Board and Academic Board, incorporated minor improvements made since the last review and the outcomes of a consultation exercise.

It was reported that more recently the revised version had been presented informally to members of the Nominations & Governance Committee for comment. Although some reservations have been expressed regarding certain elements of the Policy, it was agreed that, for purposes of continuity, the Policy as presented would be

approved subject to a requirement for further review in the Spring Term 2014 and presentation of a further draft for consultation and approval before the end of the current academic year.

**Resolved** that the attached revised Complaints Procedure be approved subject to further review in the Spring Term 2014 and presentation of a further draft for consultation and approval before the end of the current academic year.

### .3 Development of Corporate Level Strategies

A written report provided an update on developments relating to four corporate level strategies/plans that were due for periodic review. The following proposals were approved;

that a new Research Strategy be developed and finalised during the current academic year;

that the current Collaborative Provision Strategy and Internationalisation Strategy be extended to the end of the calendar year 2014 and reviewed during 2014, with due account being taken of the outcomes of the QAA Institutional Review;

that the Welsh Language Scheme be reviewed after the Welsh Language Commissioner sets new requirements.

**Resolved** that the report be received and proposals regarding a new Research Strategy, the Collaborative Provision Strategy, the Internationalisation Strategy and the Welsh Language Scheme be approved.

## 1445. Governance Report

The Clerk to the Governors presented the periodic report on governance matters.

### .1 Board and Committee Membership

In the context of two current vacancies against establishment for two co-opted governors, it was reported that the Nominations & Governance Committee would bring recommendations for appointment and re-appointment to the next meeting, giving due regard to the need for better gender and ethnic balances.

On the recommendation of the Audit Committee, the Board appointed Mr. Adrian Piper, external co-opted member of the Audit Committee and former independent governor, as Audit Committee Vice-Chair for the remainder of the academic year 2013/14.

### 2. Committee Structure: Establishment of a Resources Committee

On the recommendation of the Human Resources and Finance & Estates Committees, the meeting approved the establishment of a Resources Committee in place of the Human Resources and Finance & Estates Committees from 1 January 2014 on a trial basis and authorised the Board Chair to set up a working group to oversee the change. It was noted that work will be required to draw up Terms of Reference and a Business Plan, agree meeting arrangements in consultation with members, and bring forward to the Chair recommendations for the appointment of an

interim Chair and Vice-Chair. Terms of Reference and membership would need to be the subject of Chair's approval for the Resources Committee's Spring Term meeting 2014 pending presentation of the working group's report to the Board on 1 April 2014.

It was acknowledged that the impact of the establishment of a Resources Committee on the Board's Committee structure would require monitoring to ascertain whether any consequent changes were required to the membership or constitution of other Committees or to the Committee structure.

3. Training

The report provided details of planned second stage induction training for governors appointed during 2013 and of the Leadership Foundation's governor development sessions for the Spring and Summer Terms 2014:

4. Review of Effectiveness

It was reported that reviews of effectiveness of the Board of Governors, Audit Committee and Nominations & Governance Committee would commence during the Spring Term 2014.

5. 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 Mr. Adrian Piper be appointed as Vice-Chair of the Audit Committee for the remainder of the business year 2013/14;
- .3 approval be given to the establishment on a trial basis from 1 January 2014 of a Resources Committee in place of the current Human Resources Committee and Finance & Estates Committee and to the formation of a working group to be set up under Chair's Action.

**1446. Any Other Business**

.1 Restricted Business

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

Corporate Strategic Plan: Annual Progress Review 2012/13  
Key Performance Indicators  
Re-Appointment of External Auditors  
Outturn 2012/13: Final Review  
Annual Report and Financial Statements 2012/13  
PWC Audit Findings Report 2012/13  
Outturn 2013/14: First Review

**1447. FOR INFORMATION**

The following documents were presented for information:

Rolling Calendar

Complaints Report 2012/13

Cardiff Met Sport Development Plan

Minutes of the Human Resources Committee: 5 November 2013

Minutes of the Finance & Estates Committee: 19 November 2013

Minutes of the Strategic Planning Committee: 26 November 2013

Minutes of the Audit Committee: 3 December 2013