

CARDIFF METROPOLITAN UNIVERSITY

MEETING OF THE BOARD OF GOVERNORS: TUESDAY, 1 APRIL 2014

MINUTES

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

Attendance: Mr.J.Cappock (Chief Operating Officer), Mrs.J.Hare (Deputy Vice-Chancellor & Director of Student Experience), Professor S.Hanton (PVC Research), Professor M. Loutfi (PVC International), Mr.D.C.Price (PVC Strategy & Performance) and Mr.R.D.G.Walters (Secretary & Clerk to the Governors).

The meeting was preceded by a tour of and presentation on the work of PDR.

1448. Apologies for Absence

Apologies were received from Mr. A. Clark, Mr. I. Davies, Ms. Ruth Foster, Mrs.M.Hassan, Ms.S.Hay and Mr.F. Holmes.

1449. Declarations of Conflict of Interest

There were no declarations of conflict of interest.

1450. Minutes of the Board of Governors: 17 December 2013

The minutes of the meeting of 17 December 2013 were confirmed as a correct record and signed. There were no matters arising from the minutes.

1451. Standing Items:

.1 Report of the Chair of the Board of Governors

The meeting received the Chair's periodic written report.

The report provided details of meetings and events attended since December 2013 including the series of meetings of the Chair, Vice-Chancellor and Chief Operating Officer with staff in January 2014; dates had been arranged for the next series of such meetings in January 2015.

Under Chair's Action, reported in accordance with Standing Orders, the meeting was informed of the following:

on 4 March 2014, waiving of quorum for the new Resources Committee to allow business to proceed in the presence of seven members but only one member of the former Human Resources Committee – achievement of quorum required attendance by four members including two from each of the two former Committees;

on 20 March 2014, approval of the annual Welsh Language Scheme Monitoring Report for submission to the Welsh Language Commissioner.

It was reported that CHEW was scheduled to meet on 9 April 2014 and CUC on 10 and 11 April - the CUC meeting was to be preceded by a briefing on the future of the Universities Superannuation Scheme and its impact on institutions.

The thirteenth meeting of the Stakeholder Forum had been held on 11 March. That meeting had discussed a report on developments since the Forum's meeting in December 2013 and received a presentation on work placements. Points discussed had included:

the need to keep up and resource the range of work placements to accommodate the whole range of student experience and aptitude, and demonstrate a coherent approach to employers and others;

the development of links with entrepreneurship for appropriate students;

a trawl of SMEs and other businesses about projects which could be undertaken by student placements, providing real benefit to both parties;

the sustainability of work placements from the employer's perspective;

the importance of good employer feedback and evidence that issues raised are addressed.

The next meeting was scheduled for 24 June at 5.00 p.m.

The Chair presented a summary of the business of the meeting of the Strategic Planning & Performance Committee held on 11 March 2014; the unconfirmed minutes of that meeting were presented for information (min. 1457.5 refers). The meeting scheduled for 14 January had been cancelled for want of business.

Significant items of the Committee's business not reported elsewhere in these minutes were:

following the meeting of the Financial Issues Group on 14 January (and for discussion at the September 2014 away-day), receipt of a presentation on a range of financial scenarios with a detailed examination of actual results and projections against financial performance indicators, the long-term borrowing profile and a number of options for financial projections;

receipt of a report on proposals for a review, with expert external support, of the efficiency & effectiveness of university-wide professional services;

agreement of fee planning assumptions as the basis for the preparation of the 2015/16 Fee Plan - arrangements were to be made, as soon as HEFCW announced the fee planning timetable for 2014, for the governing body to scrutinise and approve the Fee Plan before its submission to HEFCW;

agreement that the University's target for graduate-level employment would relate to data collected through the DLHE survey and be set at a level that reflected the median level of performance of the top-10 UK post-92 universities, at 70%;

with regard to the review of Key Performance Indicators (min. 776 of the SPPC meeting of 11 March 2014 refers), it was agreed that:

the Board would receive KPIs aligned to strategic imperatives and that broader, more focused KPIs would be provided to Committees as appropriate;

the Board of Governors would benefit from a single aggregated or proxy matrix but that Committees could benefit from a broader array of thematic matrices as appropriate;

KPIs would include textual analysis sufficient to depict how matrices interlinked;

benchmarking would be undertaken through revised bespoke institutional groupings;

endorsement of the annual Welsh Language Scheme monitoring report prior to the Chair's approval of the final version under Chair's Action (min. 1451.1 above and 1457.2 below) and subsequent submission to the Welsh Language Commissioner;

receipt of the minutes of the TNE Sub-Committee meeting of 3 February 2014.

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 presented the periodic report on progress made since the meeting of the Board in December 2013. Activities were reported in the context of the Corporate Strategic Plan 2012-17.

Appendices to the report presented the confirmed minutes of the meetings of the Academic Quality and Standards Board (AQSB) of 4 December 2013 and the Academic Board of 6 December 2013, and the unconfirmed minutes of the AQSB meeting of 22 January 2014 and the Academic Board meeting of 21 February 2014.

Particular reference was made to:

the separation of the Academic Registry from Student Services as a consequence of the restructuring of Level 2 during 2013 to provide improvements in both parts of the organisation;

the University's intention to follow UCEA advice in its response to industrial action by UCU in the form of a marking and assessment boycott from 28 April 2014;

preparations for the forthcoming QAA Institutional Review;

details of the strategic partnership entered into with Bridgend College of Further Education.

Resolved that the report be received.

.3 Report of the Students' Union President

In the unavoidable absence of the Students' Union President, the Vice-President presented the periodic written report on developments within the Student's Union.

The report provided details of:

the election of Josh Barnett and Stefan Kelly as President and Vice-President of the Students' Union for 2014/15 – minute 1455.2.1 below confirms their appointment as co-opted governors *ex officio*;

interviews to be held in May 2014 for all School Representative positions;

the adoption of a no platform policy applicable to all students, membership clubs and societies;

the Students' Union's contribution to the NSS campaign;

the call in February 2014 for nominations for Student-Lead Teaching Fellowship awards;

completion of the Students' Union's written submission to the QAA Institutional Review;

the successful application for funding from the Santander Scholarship scheme as a result of which one of the Students' Union's officers would be visiting a number of universities in the Boston area in May to research how they had developed their approach to student activities;

the planned review of representation structures to identify ways in which the Students' Union could continue to improve the structure - already identified was the need to improve representation for post graduate students.

The meeting was pleased to congratulate the Students' Union on the recent successes of its Women's Teams in BUCS rugby, indoor cricket and football.

Resolved that the report be received.

.4 Summary Reports by Committee Chairs:

The meeting received oral reports on the most significant business of the first meeting of the Resources Committee and the most recent meeting of the Audit Committee. The unconfirmed minutes of both meetings were presented to the governing body for information (mins. 1457.4 and .6 refer).

i) Resources Committee: 4 March 2014

The Resources Committee Chair presented an oral report on the Committee's first meeting since its formation out of the former Finance & Estates and Human Resources Committees (min. 1457.4 below refers). Specific reference was made to the adoption of a two-part agenda which focussed on priority business.

The Committee had noted that the return to £9k undergraduate full-time fees from 2014/15 provided the foundation for significant surpluses and improved financial sustainability as evidenced in reports received and approved on Fee Planning, Home and Overseas Tuition Fees and Budget Preparation. Also approved had been a report on Hall Fees for 2014/15.

In respect of the Estate:

it was agreed that the Board Chair would be invited to take action under Standing Orders to effect the sale of the Howard Gardens site were such action required before the Committee's next meeting;

it was noted that the local authority's consideration of the planning application for a new sports pitch at the rear of the Llandaff Campus had been delayed and that consequently this facility, if approved, would not be available for use until summer 2015. Determination of this application was likely to be delayed also by the Llandaff Society's recent application for designation of the land as a village green under the Commons Act 2006. A meeting with representatives of the Llandaff Society scheduled for late March 2014 had been postponed pending receipt of the application. It was agreed that the meeting would not be re-scheduled until the University was in receipt of both a copy of the application and appropriate legal advice. It was agreed further that, in response to concerns expressed at the continuing inappropriate use of the land by local residents and the consequent potential health hazards for students, notices

would be erected at the land boundaries restricting access and use.

The termly Human Resources Strategy Review and Monitoring report had confirmed the intention to implement the three initiatives of Academic Workload Model, Staff Performance Review Scheme and Staff Profiles System by the start of the academic year 2014/15.

ii) Audit Committee: 18 March 2014

The Audit Committee Chair reported on satisfactory progress under the 2013/14 internal audit plan evidenced by receipt of positive reports on six reviews and a positive report on the implementation of recommendations.

Given the planned review of the efficiency & effectiveness of professional services, it was agreed, on the recommendation of the Audit Committee, that the scheduled tender exercise for internal audit provision would be postponed to the Spring Term 2015 and Baker Tilley requested to accept an extension of the current contract for internal audit provision for twelve months to 31 July 2015.

The Committee had endorsed a report on progress in the development of a revised Risk Management Policy, which was to be presented for approval during the Summer Term 2014, and received the most recent meeting of the Risk Management Committee, in which there were no significant items requiring the Board's consideration.

Annual reports had been received on Procurement, Health & Safety and Access to Information Compliance.

Resolved that

- .1 the oral reports be received;
- .2 the Board Chair be authorised to take such action as may be required to effect the sale of the Howard Gardens site;
- .3 Baker Tilley be invited to accept a one-year extension, for 2014/15, of the current contract for internal audit provision.

1452. Strategic Risk Register: Movement and Changes

A written report, which had been considered by the Audit Committee on 18 March 2014, provided the latest iteration of the University's Strategic Risk Register and confirmed that the University continued to manage risks in accordance with the guidance and protocols set out in the extant Risk Management Policy. The report summarised the outcomes of the most recent consideration of the Strategic Risk Register (SRR).

A number of amendments had been made to the SRR to encapsulate better the nature of the prevailing circumstances associated with some risks. Appendices to the report presented the SRR and, as an innovation, a 'heat map' summarising risk relativities and changes to risk levels over time. It was noted that three risk ratings

had been increased, one since the Audit Committee meeting, two decreased, one risk had been deleted and one new risk added.

It was reported that the Audit Committee had endorsed the recommendation for the recalibration of the Strategic and Operational Risk Registers through closer alignment with Corporate Strategy. A revised version of the Risk Management Policy was to be presented to the Board for approval in July 2014.

Resolved that the report be noted.

1453. Outturn 201/14: Second Review

A written report, which had been endorsed by the Resources Committee on 4 March 2014, provided an updated projection and commentary on the financial performance for 2013/2014. The report provided the latest information regarding the delivery of the budgeted surplus and highlighted the main areas of variance.

The report anticipated an improved surplus of £269k against a budget surplus of £105k. It was anticipated that the surplus would increase further as the year progressed.

Appendices to the report presented the income and expenditure report together with cash management, balance sheet and capital expenditure expectations.

Resolved that the report be approved.

1454. Policy Review:

Six Policies were presented for approval following periodic review.

The draft revised Health & Safety Policy had been endorsed by the Health & Safety Committee and the Resources Committee.

The draft revised Policy on Staff Rights in Respect of Intellectual Property had been endorsed by the Resources Committee subject to minor textual amendments which, with one exception, had been incorporated in the current draft. The exception related to the inclusion of a 'Definitions' clause which, it was proposed, would be drafted and inserted after the meeting in consultation with the Chair.

The four draft revised Information Compliance Policies, on Freedom of Information, Data Protection, Records Management and Environmental Information, had been endorsed by the Audit Committee subject to minor textual amendments which had been incorporated in the current drafts.

Resolved that the revised policies be approved as recommended.

1455. Governance

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

1.1 Appointment of Chair.

The Vice-Chair took the chair for this item

In accordance with the provisions of the Instrument and Articles of Government, the meeting conducted an election for the appointment of Chair of the Board of Governors for a term commencing on 1 August 2014.

Resolved that Miss Barbara Wilding be re-elected unopposed as Chair of the Board of Governors for a further three-year term commencing on August 2014.

1.2 Appointment of Vice-Chair

The Board Chair resuming the chair, the meeting conducted an election for the appointment of Vice-Chair of the Board of Governors for a term commencing on 1 August 2014. Mr. Peter Williams declared his intention not to stand for a further term.

Resolved that Mr. John Foster Thomas be elected unopposed as Vice-Chair of the Board of Governors for the term 1 August 2014 to 31 July 2015.

.2 Governance Report

2.1 Board and Committee Membership

It was reported that Baroness Iora Finlay, independent governor, did not seek re-appointment as an independent governor from 1 August 2014 on her becoming President of the BMA in July 2014. This retirement added a vacancy for an independent governor from 1 August 2014 to the two current vacancies for co-opted governors.

It was reported further that:

i) the first three-year terms of office of three members, viz. Mrs. Monnaza Hassan, independent governor, Rev. Canon Robin Morrison, independent governor, and Mr. Steven Jones, co-opted governor with experience of education, and the first one-year term of Mr. Gareth Hardacre, co-opted governor, ended on 31 July 2014,

ii) the current terms of office of two external co-opted members of Committees, viz. Dr Jim Port, Strategic Planning & Performance Committee, and Mr. Adrian Piper, Audit Committee, ended on 31 July 2014;

iii) elections for Students' Union Sabbatical Officers for 2014/15 had resulted in the appointment of Mr Josh Barnett and Mr. Stefan Kelly as Student President and Vice-President respectively;

iv) the current terms of office of Dr. Jim Port and Mr. Adrian Piper as external co-opted members of the Strategic Planning & Performance Committee and Audit Committee respectively terminated on 31 July 2014.

Given the foregoing vacancies, terminations of office and elections and on the recommendations of the Nominations & Governance Committee supported by confirmation where appropriate of the willingness of individual governors and committee members to serve for further terms, the Board of Governors approved the following appointments and re-appointments:

the appointment from 1 April 2014 for three years of Ms Nicola Amery as co-opted governor;

the re-appointment of Mrs. Monnaza Hassan and the Rev. Canon Robin Morrison as independent governors for further three-year terms commencing on 1 August 2014;

the re-appointment of Mr. Steven Jones as co-opted governor with experience of education for a further three-year term commencing on 1 August 2014;

the re-appointment of Mr. Gareth Hardacre as a co-opted governor for a further one-year term commencing on 1 August 2014;

the appointment of Mr. Josh Barnett and Mr. Stefan Kelly as co-opted governors *ex officio* for the term 1 August 2014 to 31 July 2015;

the re-appointment of Dr. Jim Port and Mr. Adrian Piper as external co-opted members of the Strategic Planning & Performance Committee and Audit Committee respectively for further three-year terms commencing on 1 August 2014.

It was noted that the current terms of office of Mrs Anna Hayes, Support Staff Representative, and Dr. Matthew Waring, Academic Staff Representative, ended on 31 July 2014, that both Mrs Hayes and Dr Waring were eligible for re-election and that elections for these co-opted positions would be held during the Summer Term 2014.

2.2 Review of Committee Structure

In accordance with a recommendation of the Nominations & Governance Committee, it was agreed that a second working group would be set up under Chair's Action to give further consideration to the Resources Committee's Terms of Reference and Business Plan and to consider, in the context of a reduced number of committees and committee meetings, the committee structure overall and the respective constitutions and terms of reference for 2014/15 *et seq.* This working group was to make recommendations to the Nominations & Governance Committee's next meeting, such recommendations to include proposals for committee membership for the coming year including the appointment of additional external co-opted members where relevant skills are missing or require support.

2.3 Committee Terms of Reference

2.3.1 Honorary Fellowship Committee

It was reported that the most recent meeting of the Honorary Fellowship Committee, held on 14 January 2014, had considered proposals to amend its Terms of Reference to reflect the criteria for nomination and appointment and the relationship between the University and Honorary Fellows *post* conferment. The Board of Governors approved the Committee's revised Terms of Reference as set out in the written report.

In addition, as recommended by the Committee, the Board of Governors approved the proposal to amend the General Regulations supporting the award of Honorary Fellow through the inclusion of provision for the Committee to withdraw an award where there was good reason to believe that an award's retention would cause more damage to the reputation of the University than its withdrawal.

The imminence of the University's 150th anniversary in 2015 had given rise to the proposal that the University should move to award honorary degrees, starting in 2015. A written proposal presented to the Committee had set out the various criteria to be considered in preparation for the submission of a proposal to the Board of Governors. The proposal, which had been endorsed by the Committee and was approved by the Board of Governors, drew on a number of regulations and procedures regarding Honorary Degrees from across the HE sector.

2.3.2 Audit Committee

In December 2013 the Audit Committee had resolved that its Terms of Reference would be reviewed to remove perceived duplications whilst maintaining compliance with HEFCW's Audit Code of Practice. The Appendix to the written report to this meeting presented the revised Terms of Reference for the Board's approval. The revised version, which was approved, removed a small number of repetitions and re-ordered and combined a number of clauses to provide a more succinct, coherent and yet compliant document.

2.4. Reviews of Effectiveness

The Nominations & Governance Committee made a recommendation that the Board agree to undertake a review of the effectiveness of the Board of Governors during the Autumn Term 2014 with the support of Mr. Eddie Newcomb, an experienced and well-regarded HE consultant and former senior administrator. In agreeing this recommendation it was noted that the Summer Term 2014 would be used for preparatory work including a planning meeting with Mr. Newcomb.

It was reported that the rolling programme of effectiveness reviews of committees provided for reviews of effectiveness during 2013/14 of the Nominations & Governance Committee and the Audit Committee. It was noted that the Audit Committee had agreed that a review of its

effectiveness would be undertaken during the Autumn Term 2014 as an adjunct to the review of effectiveness of the Board of Governors.

2.5 CUC Code

CUC had issued a draft Higher Education Code of Governance which had been developed to supersede the current Governance Code of Practice and General Principles. An initial consultation exercise, to which the University contributed, had been undertaken during 2013.

The consultation exercise's closing date had been extended from 31 March to 18 April. A response was to be drafted and presented to members of the Nominations & Governance Committee before submission to CUC. Any other governor wishing to participate in this exercise was invited to speak to the Clerk.

2.6. Governor Training

It was proposed that:

a short programme of governor briefing sessions be approved for the next two terms covering areas identified by the last Skills Audit. This programme, led by and open to senior staff, could include short sessions on some at least of widening access, quality and standards, enterprise & development/Third Mission, estates & facilities and a refresher on equalities responsibilities.

the delayed second stage of induction training for governors appointed during 2013 was to be undertaken during the Summer Term 2014. This would take the form of meetings or discussions with members of VCB.

Details were provided of two Leadership Foundation governor training events:

Shaping the agenda: Wales - Thursday 15 May 2014, in South Wales

Does my Board need a makeover? Thursday 22 May 2014, central London

The meeting noted the appointment of Dr. Louise Bright as The Leadership Foundation's Associate Director – Wales.

2.7 HEFCW Circulars

A list was provided of HE circulars posted on the HEFCW website since the last report.

Resolved that:

- .1 the report be noted;
- .2 appointments and re-appointments to the Board of Governors and its committees be made as recorded above;

- .3 the Chair be authorised to take action to set up a working group to review the committee structure, membership and related matters as recorded above;
- .4 revised Terms of Reference and General Regulations for the Honorary Fellowship Committee and the extension of its name and remit to incorporate the award of honorary degrees be approved;
- .5 revised Terms of Reference for the Audit Committee be approved;
- .6 proposals for reviews of effectiveness be approved;
- .7 proposals for governor training sessions be approved.

1456. Any Other Business

Resolved that the following reports retain restricted status:

Strategic Risk Register: Movement and Change

Outturn 2013/14: Second Review

1457. FOR INFORMATION

The following documents were presented for information:

- .1 Rolling Calendar;
- .2 Annual Monitoring Report: Welsh Language Scheme;
- .3 Equality & Diversity Annual Report 2013 (link provided);
- .4 Minutes of the Resources Committee: 4 March 2014;
- .5 Minutes of the Strategic Planning & Performance Committee: 11 March 2014;
- .6 Minutes of the Audit Committee: 18 March 2014.

The Board meeting was followed by a private meeting of independent and non-staff/student co-opted governors and the Vice-Chancellor which received a written report on the business of the Remuneration Committee meeting of 14 January 2014. The Committee had received a report on progress with annual objectives and agreed a protocol and timetable for the setting of senior post-holders' assignments, objectives and remuneration.