

CARDIFF METROPOLITAN UNIVERSITY

MEETING OF THE BOARD OF GOVERNORS: TUESDAY, 14 OCTOBER 2014

MINUTES

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

Attendance: Professor D.Brooksbank (VCP Enterprise), 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 visit to the Llandaff Learning Centre with demonstrations of recent enhancements based on student feedback and which directly impacted on the student experience. The visit also demonstrated how, following the closure of the Howard Gardens Learning Centre, the collections had been integrated to support all Schools now based at Llandaff.

An installation of examples of Fovography (min. 1477.2 below refers) was exhibited in the meeting room.

Before the commencement of formal business the Chair welcomed Mr. Josh Barnett, Ms. Jo Berry and Mr. Stefan Kelly to their first formal meeting of the Board of Governors since appointment on 1 August 2014.

1474. Apologies for Absence

Apologies for absence were received from Ms. N. Amery, Ms. S. Hay, Mr. S. Kidwai and Mr .G. Yorston.

1475. Declarations of Conflict of Interest

There were no declarations of conflict of interest.

1476. Minutes of the Board of Governors: 8 July 2014

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

1477. Standing Items:

.1 Report of the Chair

The Chair's periodic report presented a list of meetings and events attended since 1 July 2014 and the use of Chair's Action to appoint Professor Eleri Jones and Professor Robert Pepperell as members of the Honorary Awards Committee for the business year 2014/15 (min 1455.2.3.1 of 1 April 2014 refers).

The report summarised the business of the Strategic Planning & Performance Committee meeting of 23 September 2013; the unconfirmed minutes of that meeting were provided for information. Significant items of Committee business not included on the Board's agenda had been the receipt of reports on i) the 2012/13 survey *Destinations of Leavers from Higher Education* and, in response to a suggestion made at the last meeting of the Board of Governors, ii) the identification of alternative university structures which could maximise and preserve institutional control over matters of operation and strategy. In respect of the latter it was agreed, as recommended by the Committee, that further consideration of organisational structure would be deferred pending the identification of a clear strategic objective for change and/or the identification of a need to secure long-term sustainability through structural change.

The Chair presented an oral report on matters discussed at the first meeting of the Student Experience Liaison Group held on 25 September 2014 which had been attended by student representatives from the Cardiff School of Health Sciences. Issues discussed had included access to places in student accommodation, the timetable for development and refurbishment of the School's physical environment, student safety on the Taff Trail and the extent of the MetRider timetable and access to other bus routes. It was noted that conflict with the lecture timetable had required the Group's second meeting, arranged for the afternoon of 14 October, to be postponed to a date to be fixed later in the term.

The report's most substantive item was a summary of the business of the Governors' 2014 Away-Day held on 25 and 26 September. It was reported that the Away-Day had considered the following items:

new Financial Reporting Standard 102 (and its implications for the Autumn Term calendar from 2015);

developments in external engagement since September 2013;

the Higher Education (Wales) Bill (minute 1480 below refers);

longer-term funding and strategy;

review of the governing body's effectiveness. (minute 1481.1 below refers).

The main item for discussion had been consideration of options for the University's longer-term financial strategy. Although not a forum for formal decision-making, a number of important directions emerged from the event and subsequent discussions:

there was a need for the development of market intelligence together with boldness and ambition in the University's financial planning;

a 10 year, £100M capital investment fund represented the lower end of the desired level of ambition;

the University would need to target an annual surplus of c. 6%, commencing within the next three to four years and supported by the generation of additional income;

funding of capital investment would need to be achieved primarily through cash rather than through additional borrowings, although there could be scope for significant new borrowings after 2018;

planned capital investments should be delivered in a way that would a platform for future developments and growth rather than as exercise in replacement and or refurbishment;

it was desirable to undertake additional (non-planned) capital investment alongside existing (planned) developments:

the highest priorities for additional capital investment included technology and offshore delivery;

significant capital investment may not be required for other desirable initiatives such as the re-establishment of the University's presence in Cardiff city centre and the extension of student residential accommodation;

capital investment in support of London delivery and FE partnerships was regarded as low priority;

investment in human resource capability and the academic portfolio were needed to develop and grow academic and commercial activities and develop commercial capability in ways that would contribute to the University's annual surplus target;

there was a relatively high degree of appetite for risks associated with the expansion of enterprise activity and TNE - growth in on-campus students was not ruled out but would need to take account of the impact of the more intensive utilisation of the current estate on the student experience.

It was reported that recent discussions held with governors who had been unable to attend the Away-Day had confirmed the general direction of travel. There was consensus on the need for an early start to the gathering of market intelligence and on agreement on a ten-year vision by the end of the 2014/15 business year. Members agreed that progress would be reported to the December 2014 and March 2015 meetings.

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 and the report of the outcomes of the 2014 Away-Day be confirmed.

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

The Vice-Chancellor's report summarised progress made since the last meeting in the context of the Corporate Strategic Plan 2012-17. Attached to the report were the unconfirmed minutes of the 12 September 2014 meeting of Academic Board and the confirmed minutes of the Academic Board meeting of 13 June and the Academic Quality and Standards Board meetings of 14 May and 2 July.

Particular note was made of the following items:

receipt of the final, positive report from QAA on the Institutional Review conducted during the Summer Term 2014;

receipt of initial, oral feedback from Estyn on the September 2014 re-inspection of initial teacher training provided through the South East Wales Centre for Teacher Education and Training (SEWCTET) operated in partnership with the University of South Wales – feedback indicated that Estyn was satisfied with the proposed action plan and was to carry out a further review in June 2015 to determine the impact of the action plan;

performance in recent League Tables – it was suggested that consideration of the alignment of the University's practices relating to degree classifications to sector norms could include reference to external examiners;

improvements in graduate employability;

the success of the internship scheme offered with Santander Universities;

establishment of a Perceptual Experience Laboratory in the Cardiff School of Art & Design and development of Fovography®, a new way of representing visual reality which had been invented by Cardiff Met staff and had potential for commercial exploitation and for making significant contributions to teaching, research and enterprise – an installation of Fovography work was presented at the meeting;

the launch by Edwina Hart AM of Wales's first Massachusetts Institute of Technology accredited FabLab at the Cardiff School of Art & Design on 26 September 2014;

collaboration between the Cardiff School of Art & Design, PDR and Cardiff University's School of Engineering on a project investigating the use of 3D printing and emergent digital technologies to innovate and transform new products and manufacturing processes for micro enterprises;

the opening of the University's China office in Beijing on 16 June 2014;

the selection of Cardiff Met hospitality students to assist in the catering for the NATO summit held in South Wales in early September 2014;
confirmation of HEFCW's approval of the Fee Plan for 2015/16 and the maximum fee grant allocation of £20,464,241 for 2015/16;

the outcomes of Maxxim Consulting's review of professional services indicating an acceptable level of operation and a range of core strengths balanced by a requirement for review and improvement of identified processes;

development of a Major Incident Plan and consideration of the business continuity implications of any major incident;

development of a joint venture with Cardiff City Council for the delivery of Sport Development.

Assurance was given that this University and the University of South Wales were in agreement on the future development of SEWCTET. It was noted that changes were proposed to the Centre's governance and executive structures consequent upon the recent Estyn inspection and that such proposals would be presented for approval later in the term.

The meeting noted the Executive's recommendation that Internationalisation should be added as an element of the University's Mission supported by a revised Internationalisation Strategy and an Internalisation Board.

It was agreed that the final versions of annual reports from Academic Registry to the Academic Quality and Standards Board on 14 May 2015 on Appeals and Special Cases would be made available to governors as required.

Resolved that the report be received.

.3 Report of the Students' Union President

The meeting received the first report presented by the Student President for 2014/15. The following items were reported:

the recruitment and training of new School and Course Representatives and planned developments in the representation structure;

refurbishment projects at Cyncoed and Llandaff;

the re-launch of intra-mural sport under the new banner of 'Campus Sport';

the completion of the final phase of recruitment plans under the UMAX initiative with the recruitment of an Academic Caseworker to provide additional support for students in need of academic representation and of a Development Assistant to focus on stakeholder engagement;

the positive response from students who had attended the first meeting of the Student Experience Liaison Group and who had expressed their appreciation of the opportunity for direct contact with governors

that over the next academic term the Students' Union would focus on the following campaigns: a Mental Health campaign during October, a number of student safety campaigns and the Movember campaign during November (focusing on male health issues)

the success of the Week One Welcome with a record attendance by students and at all stands (both internal and external); clubs and societies reported high levels of interest.

Resolved that the report be received.

1478. Student Recruitment & Admissions 2014 (Home & EU)

A written report provided a preliminary but positive indication of Home and EU Student Intake for the 2014/15 year in advance of verification of data in early November following completion of registration.

Resolved that the report be noted.

1479. Report on the National Student Survey 2014

The meeting received a written report which provided a summary of the results of the NSS 2014 and the proposed actions in response thereto. Appendices to the report presented: average scores achieved for each theme of the NSS together with sector comparator tables; results by question since 2010 and the change from 2013 to 2014 and a full list of the overall satisfaction results for individual programmes with programmes that had shown a drop in satisfaction since 2013.

The report highlighted that:

there had been a 6% decrease in response rate, taking the response rate to 63%;

overall satisfaction had risen by 1%, continuing the upward trajectory interrupted in 2012 and maintaining the overall satisfaction score at 1% above the average overall satisfaction score achieved by Welsh universities;

the University stood at 1% above its benchmark of 85% and had moved to 5th amongst University Alliance members (up from 10th in 2013);

ranking had improved in relation to regional and reputational tables as previously presented;

the University remained the highest ranked post-92 University in Wales.

It was noted that although many positives were reflected in the general NSS outcome, the University had experienced a mixed result requiring the development of specific action plans, details of which had been presented in the report.

Resolved that the report be noted.

1480. Higher Education (Wales) Bill

A written report confirmed that, as discussed at the last meeting, the University had supported Higher Education Wales (HEW) in seeking changes to the Higher Education (Wales) Bill and had sought its own legal advice. An appendix to the report presented a progress report provided by HEW as the Bill reached the end of Stage 1 on 14 October 2014.

It was reported that HEW was pursuing several avenues of engagement and that Welsh Government officials had met HEW on a limited number of occasions. As a consequence HEW had had to determine which matters would be discussed at meetings and which matters, including ONS classification as it applied to Higher Education Corporations, would be addressed through correspondence.

A second appendix to the report presented draft legal advice provided by the University's legal advisers which appeared consistent with that previously provided for HEW. In its request for advice the University had asked for commentary on the potential implications of the Bill in respect of competition law. The University's legal advice suggested that there was unlikely to be any contravention of competition law.

The meeting was advised of the recommendations made by the Assembly's Constitutional and Legislative Affairs Committee and Children, Young People and Education Committee which were helpful to the sector's campaign. In summary, amendments to the Bill were continued to be sought in the following areas:

protections on academic and institutional autonomy;

restrictions on financial requirements to funding provided by the Welsh Government and by Welsh Government-funded fees;

the limitation of the financial management code to matters of public assurance (focussing on ensuring that institutions had robust procedures and controls in place), with assurances that the Code could not be used more widely to permit central control of organisation and management or governance, i.e. matters which affect institutional autonomy and raise issues related to charitable status or ONS categorisation;

limitations on powers to give directions to those instances which would amount to a substantial failure to comply with fee and access plans and quality assurance and similar requirements;

procedural requirements in relation to the powers to issue statutory guidance, to mitigate concerns and avoid unnecessary administrative burdens in practice;

powers to make subordinate legislation and restrict the use of the negative resolution procedure

It was considered that there was the prospect that sufficient progress could be made in the foregoing areas such that concerns regarding ONS classification and charitable status could be resolved, and anticipated that the implementation of the bill would be delayed by a year to take effect for 2017/18 fee & access plans.

In these circumstances it was agreed that, pending further consideration, the University would continue to work with HEW and desist from unilateral action.

Resolved that:

- .1 the written and oral report be noted;
- .2 the University would continue to work with HEW to resolve issues of mutual concern and refrain from unilateral action at this time.

1481. Governance:

.1 Governance Issues

The Secretary and Clerk to the Governors presented the first general governance report for the business year 2014/15 under five headings.

.1 Board Membership

On the recommendation of members of the Nominations & Governance Committee it was agreed that Dr. Stephen Jackson, Director of Quality Assurance at the Quality Assurance Agency, would be appointed as a co-opted governor with experience of education for the initial term 1 December 2014 to 31 July 2017.

2. Composition of Academic Board

On the recommendation of Academic Board it was agreed that the composition of Academic Board would be revised by the addition of the position of Pro Vice-Chancellor (Strategy & Performance). The revised composition was presented at Appendix 1 to the report.

3. Review of Effectiveness

Appendix 2 to the report presented a paper written by Mr. Eddie Newcomb, the appointed consultant, setting out the proposed approach and timetable for the review of Board and Audit Committee effectiveness to be undertaken during 2014/15. It was agreed that the review would commence immediately after the Board meeting with a final report planned for the end of the Spring Term 2015.

4. Training

Details were provided of the pan-Wales Governors' Induction Session/Development Day to be held under the auspices of the Leadership Foundation in South Wales on 6 November 2014.

5. HEFCW Circulars

The report provided details of all HEFCW circulars posted since the last report.

Resolved that:

- .1 the report be noted;
- .2 Dr. Stephen Jackson CBE be appointed as a co-opted governor with experience of education for the term 1 December 2014 to 31 July 2017;
- .3 Academic Board's composition be revised by the addition of the post of Pro Vice-Chancellor (Strategy & Performance).

.2 Clerk's Annual Report (including Remuneration Committee's Annual Report)

The Clerk presented his Annual Report for the year 2013/14. The report summarised the composition, structure and operation of the Governing Body and its compliance with the Instrument and Articles of Government and the CUC Governance Code of Practice during the last business session. It also presented a summary report of the work of the Remuneration Committee during 2013/14.

Supported by reviews of governance undertaken by the Funding Council and the Internal Auditors, assurance was given that Cardiff Metropolitan University remained in compliance with its governance documents and with the CUC Governance Code of Practice.

Resolved that the Annual Report and the Remuneration Committee's annual open report be received.

1482. Any Other Business

.1 Restricted Business

Resolved that the following reports retain restricted status:

National Student Survey 2014
Higher Education (Wales) Bill

FOR INFORMATION

1483 The following minutes were presented for information:

Strategic Planning and Performance Committee Minutes: 23 September 2014

RESTRICTED BUSINESS

1484. A private meeting of independent and non-staff/student co-opted governor, attended for part of the meeting by the Vice-Chancellor, received a report on the business of the Remuneration Committee Meeting of 8 July 2014. The Committee had conducted the annual review of the Senior Staff Severance Policy and in respect of all senior post-holders had:

received reports on performance during 2013/14;

considered objectives for 2014/15;

set assignments and remuneration for 2014/15.