

CARDIFF METROPOLITAN UNIVERSITY

MEETING OF THE BOARD OF GOVERNORS: TUESDAY, 31 MARCH 2015

MINUTES

Present: Miss B Wilding (Chair), Mr.J.F.Thomas (Vice-Chair), Professor.A.J.Chapman (Vice-Chancellor & Principal), Ms.N.Amery, Ms.J.Berry, Professor S.Fleming, Mr.G.Hardacre, Mr.F.Holmes, Rev.Canon R. Morrison, Dr.M.Waring, Mr.P.R.Williams and Mr.G.Yorston.

Attendance: Professor D.Brooksbank (PVC 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), Professor B. Morgan (Cardiff School of Management, for minute 1505), Mr.D.C.Price (PVC Strategy & Performance) and Mr.R.D.G.Walters (Secretary & Clerk to the Governors).

1502. Apologies for Absence

Apologies for absence were received from Mr.A.Clark, Mr.J.Barnett, Mr.P.Davies, Mrs.M.Hassan, Ms.S.Hay, Dr.S.Jackson, Mr.S.Jones, Mr.S.Kelly and Mr.S.Kidwai.

1503. Declarations of Conflict of Interest

There were no declarations of direct or indirect pecuniary or non-pecuniary conflicts of interest.

1504 Minutes of the Board of Governors: 16 December 2014

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

1505. Presentation by Professor Brian Morgan: Cardiff Capital Region Board

The meeting received a presentation from Professor Brian Morgan of the Cardiff School of Management on the School's Creative Leadership and Enterprise Centre (CLEC) and the Centre's contribution to the work of the Cardiff Capital Region Board.

The CLEC's objectives were:

to develop and deliver strategic leadership programmes to both private and public sector organisations;

to link those programmes to small business development, entrepreneurship and economic regeneration;

to create a research programme to underpin those objectives and to use those programmes to influence policy-making.

The aforementioned programmes were: i) Leadership for Collaboration; ii) Sustainable Leadership; iii) 20 Twenty Leadership; iv) Leadership for Social Enterprises and v) Leadership for Construction. Plans for future programmes would include: i) Construction Futures Wales (currently being delivered); ii) 20Twenty Leadership for Business Growth (currently with WEFO); and iii) international options.

Recent research and policy reports had included:

Regional Entrepreneurship and the Evolution of Public Policy and Governance: Evidence from Three Regions (2013) in the Journal of Small Business and Enterprise Development;

Business Rates Wales Review – *Incentivising Growth* (June 2012) - this report had been updated and expanded in September 2014 in anticipation of business rates being devolved to Wales in April 2015.

Recent Policy Groups had included: i) Employment and Skills Board; ii) Employment and Skills Plan for the Capital Region (published on the day of the presentation); iii) Cardiff Capital Region Board –Connectivity, Innovation and Skills; iv) Powering the Welsh Economy (February 2015); v) Cardiff City Region Delivery Group – Implementing the Metro and vi) Developing the physical infrastructure Wales needs.

As to City Regions generally, it was stated that the preferred way to tackle the regeneration of the Valleys was through targeted regional development policies. With regard to the Cardiff City Region specifically, CLEC was negotiating a £150K regional research programme to fund a visiting professorship and two researchers to develop a Cardiff City Region implementation plan.

It was noted that the development of a successful city region required coherence across its region and an appropriate and effective overarching governance structure. The potential for and barriers against the securing of funding for a city region were noted.

Resolved that the presentation be received.

1506. Standing Items:

.1. Chair's Business

.1 Report of the Chair of the Board of Governors

The Chair's periodic written report presented a list of meetings and events attended by the Chair since the last meeting. Particular reference was made to the meeting of the Cardiff Met and CAVC Strategic Partnership Board held on 16 January 2015, the positive HEFCW Institutional Visit held on 13 March, the meeting of the Stakeholder Forum held on 23 March and the meeting of the Student Engagement Liaison Group held on 24 March.

The meeting was asked to note that Chair's Action had been taken on 3 March 2015 to waive quorum arrangements to allow the Resources Committee meeting of that date to proceed with attendance by three members rather than the four members required under the Committee's Terms of Reference.

.2 Strategic Planning & Performance Committee

The unconfirmed minutes of the SPPC meeting of 10 March 2015 were provided for information.

Significant items of business not included on the Board's agenda were:

. HEFCW Institutional Visit on Friday, 13 March - notes of the Visit were be circulated when received from and agreed with the Funding Council;

. data on Home/EU full-time student applications for 2015 entry as at 9 February 2015;

Market Intelligence – receipt of an oral progress report by the Chief Operating Officer;

Top 10 UK Post-92 University ambition – a progress report had advised that consideration was being given to increasing the average entry tariff;

Strategy Review – the Committee had considered and endorsed for further development six draft Strategies, viz. Financial Strategy, Human Resources Strategy, Learning, Teaching & Assessment Strategy, Communications Strategy, Student Experience Strategy and Technology and Information Strategy, final versions of which were to be presented for approval during the Summer Term 2015;

Initial Teacher Training – the Committee had given initial consideration to Professor John Furlong's recently-published report *Teaching Tomorrow's Teachers* which argued the need to reform teacher training in Wales to raise standards and deliver a new national curriculum.

Resolved that:

.1 the report be received;

.2 Chair's Action be noted, and

.3 the business of the Strategic Planning & Performance Committee meeting of 10 March 2015 be noted and the unconfirmed minutes of that meeting received.

.2 Report of the Vice-Chancellor

The Vice-Chancellor presented his periodic report which summarised progress made since the meeting of the Board in December 2014. Activities continued to be reported in the context of the Corporate Strategic Plan 2012-17. It was reported that since the last report Academic Quality and Standards Board (AQSB) and Academic Board had met on 11 and 27 February 2015 respectively. The confirmed minutes of the November 2014 meetings of Academic Board and AQSB were presented for information together with the unconfirmed minutes of the meetings of both Board held in February 2015.

Particular reference was made to:

the decision of Academic Board to adopt a new algorithm for the calculation of final awards from June 2015 to bring the University in line with best practice across the sector - the paper *Good Honours Degree Working Group* received by Academic Board on 27 February was presented for information;

recent receipt of the 2015 Guardian University Award for Entrepreneurship to the University's Centre for Entrepreneurship;

the launch of a new TNE partnership with Gulf College, Oman;

the securing of additional funds for the EU-METALIC II Erasmus Mundus Action 2 project to enable an additional 25 Moroccan candidates to engage in mobility visits across the University's EU partners;

the adoption by all UK HEIs of the University's innovative and research-informed work to counteract terrorism and radicalisation on the coming into force of the Counter-Terrorism and Security Act later in 2015;

on 5 February 2015 in association with South Wales Chamber and the China-Britain Business Council, the University's hosting of a China roundtable event for Her Majesty's incoming Ambassador to the People's Republic of China;

retention of 'First Class' designation in the annual People and Planet University Green League for 2015;

the grant of planning permission for the redevelopment of the Howard Gardens site for student accommodation and the planned development of the Llandaff Sports Pitch following the grant of planning approval and the failure of the Village Green application;

the current 14th overall position in the BUCS Championship standings;

the Students' Union's President's achievement of second prize in the Santander 60 Second Pitch awards.

It was confirmed that notification would be given to students and training provided for Examination Board chairs and external examiners on changes to the algorithm used to calculate final awards

It was agreed that the next meeting would receive a presentation on the University's practices in relation to Health & Well-Being.

Resolved that the report be received.

.3 Report of the Students' Union President

The periodic report of the Student President was taken as read in the absence of the Student President and Vice-President who were on a visit to collaborative partners in Egypt and Greece.

The report covered:

the election of Stefan Kelly, current Vice-President, as President and Bradley Woolridge as Vice President for 2015/16;

collaborative visits made in the company of members of the Collaborative Office;

the Students' Union's engagement with the NSS marketing campaign, working closely with the Schools and LTDU to encourage third year students to participate in the survey;

receipt of over 600 nominations for Student Lead Teaching Fellowships;

receipt of the Athletic Union's Clubs Report;

the annual review of the representation structure which was to be undertaken during the Summer Term with the possibility of extending each School representative team by the inclusion of a representative with responsibility for social/sport activities;

the successful introduction of ten Campus Sport Co-ordinators and an increased profile of the Campus Sport initiative;

details of the following activities and events: i) Leavers events for Schools of Management and Education, ii) launch of the Student Experience Awards event recognising the contribution of society officials and those who had participated in the Students' Union's representative structure, iii) annual Sports Awards event on 6 May, iv) through Activities Funding Programme, support for three Hospitality students to participate in an International debating event in London; v) support for the Cardiff School of Management in a major module selection event for first and second year students.

Resolved that the report be received

.4 Unconfirmed Committee Minutes and Oral Reports by Committee Chairs:

The meeting received the unconfirmed minutes and oral reports on the business of the Resources Committee meeting of 3 March 2015, the TNE Committee meeting of 10 March 2015 and the Audit Committee meeting of 17 March 2015. The oral reports summarised business not covered on this Board meeting's agenda.

.1 Resources Committee

This oral report covered:

under Strategic Framework Strategy Review and Monitoring - receipt of a written report providing a further update on activity in support of the Staff Performance Agenda - progress was reported in the

implementation of three initiatives, viz. the Academic Workload Model, the Staff Performance Review Scheme and the Staff Profiles System which were all scheduled for implementation during the current academic year;

under Staff Monitoring – receipt of a summary of headline staff monitoring information based on the 12 months ending 31 December 2014;

under the Strategic Estates Plan - development of a Space Policy to address areas of identified deficiency within the control framework and to set out the means to manage space issues better and improve data provided to Schools;

under Fees and Fee Planning – setting of Overseas Tuition Fees for 2016/17, Home and EU Full-time and Part-Time Tuition Fees for 2015/16 and Halls of Residence Fees for 2015/16;

under Budget Preparation 2015/16 – receipt of a report discussing the options for budget preparation for the coming year;

Under ICE – receipt of a progress report on the **Improvement, Capability, Efficiency Programme**;

under Health & Safety - receipt of the Health & Safety Committee Annual Review 2014 in respect of which there were no issues to be drawn to the Board's attention.

.2 TNE Committee

This oral report covered:

revision of the Committee's Terms of Reference to reflect its changed status and the new Internationalisation Strategy;

commencement of work to align collaborative provision and TNE risk management procedures with the University's revised risk management procedures;

the Committee's support of a recommendation in the current review of effectiveness of the Audit Committee that "at the appropriate moment the Board might consider separating the chairmanship of the Transnational Education Committee (and indeed of any other committee) from that of the chairmanship of the Audit Committee in order to make explicit the latter's independence";

consideration of a periodic report outlining i) progress in meeting the Transnational Education Provision Business Plan 2013-17 and details of TNE Recruitment during 2014/15 with over 6,500 students enrolled on the University's TNE collaborative provision programmes in February 2015, ii) an update on current and potential new TNE partnerships and iii) developmental work being carried out with existing partners to increase the breadth of the partnerships, introduce new programmes and assess the viability of new campuses at two existing partners;

consideration of risk matrices for six partner institutions and three potential new partnerships;

receipt of a written report on operational matters relating to the University's partnership with the London School of Commerce.

.3 Audit Committee

This oral report covered receipt of a positive Internal Audit Progress Report, four substantial assurance Internal Audit Reports on Governance – Resources Committee; Departmental Audit - Asset Management, HE Data Systems and Students' Union, and a satisfactory report on progress in the implementation of Internal Audit Recommendations.

Arrangements had been agreed for the tendering and selection process for internal audit provision from 1 August 2015.

Resolved that the oral reports be received.

1507. Strategic Risk Register: Implications & Actions

The meeting received a written report, an earlier version of which had been considered by the Audit Committee on 17 March.

It was reported that the Management Board (acting as the University's Risk Management Committee) and the Vice-Chancellor's Board had assessed the Strategic Risk Register on 10 February 2015 and 9 March 2015 respectively. Assurance was given that School and Support Unit risk registers continued to be reviewed and updated on a periodic basis and were monitored by the University Risk Manager and by Management Board reporting to the Vice-Chancellor's Board.

Appendices to the report presented a high level summary of the key factors in the current risk environment together with the Detailed and Summary Strategic Risk Registers. The report evidenced changes to the scoring of two risks and changes to the nature of two risks (although the scores were unchanged). Members welcomed the introduction of the summary of key factors in the risk environment and recognised the imperative to make investment decisions despite environmental uncertainties.

In noting limited change in risk scores since June 2014 despite appropriate executive action, it was explained that contributing factors relating to individual risks were numerous and had differing or sometimes contradictory effects and that it often took time for changes to impact upon risk scores. It was agreed that consideration would be given to the development of additional information about the relationship between contributory factors and risks, and the coverage of horizon issues included in the Detailed Strategic Risk Register.

Confirmation was given that cyber security and the potential threats to core systems from cyber terrorism had been recognised and were being addressed and would be covered in the new ISS to be presented to the next meeting for approval.

It was noted that the TNE Committee's risk management procedures were to be reviewed and any required amendments made to secure compliance with the corporate approach.

Resolved that:

- .1 the report be noted;
- .2 consideration be given to the development of additional information about the relationship between contributory factors and risks and the coverage of horizon issues.

1508. Finance Reports:

.1 Outturn 2014/15: Second Review

A written report, which had been endorsed by the Resources Committee on 3 March 2015, provided an updated projection and commentary on the University's financial performance for 2014/15.

Appendices provided a summary of the Income & Expenditure Account at 31 January 2015 together with cash management, balance sheet and capital expenditure expectations.

The report summarised current discussions regarding the partnership with LSC and identified the risks should the Howard Gardens sale fail to complete.

The report concluded that the financial outlook for the year looked positive and forecast a revised surplus of £7,132m.

Resolved that the report be received.

.2 Fee Plan 2016/17

A written report, which had been presented to the Resources Committee on 3 March, advised the governing body that the Welsh Government had recently agreed, and HEFCW's Council has recently confirmed, that the fee plan process would not change until 2017/18 rather than for 2016/17 as proposed in the Higher Education (Wales) Bill.

It was noted that HEFCW had intended to publish 2016/17 fee plan guidance in March but that at the date of the meeting no such guidance had been received. It was recognised that, as in previous years, HEFCW's timetable might not fit the University's calendar of meetings and that an appropriate mechanism for considering and approving the University's Fee Plan for 2016/17 would need to be identified following publication of HEFCW's guidance and timetable.

Resolved that the report is noted.

1509. Higher Education (Wales) Act

A written report summarised the outcomes of Stages 3 and 4 of the legislative process for the Higher Education (Wales) Bill. It was reported that Stage 3 ('disposal' of amendments in Plenary) had taken place on 20 January 2015 and Stage 4 (vote to approve or reject the amended Bill) on 27 January 2015. The Bill had been approved by the National Assembly and had received Royal Assent in early March 2015; the Act was scheduled for implementation during Autumn 2017.

The appendix to the report presented a summary evaluation of the outcomes achieved by the Universities Wales' campaign. It was noted that the focus of activity by Universities Wales was to move to seeking to influence the content of regulations and the drafting of the Financial Management Code.

Resolved that the report be noted.

1510. Results of the Research Excellence Framework (REF) 2014

A written report provided an overview of the University's results from the Research Excellence Framework (REF) 2014. It was noted that a comprehensive report containing historical context, full tables of results, and hyperlinks to other sources of information and data had been presented to the Research and Enterprise Board on 12 February 2015 and Academic Board on 27 February 2015 and had been made available to governors via a website address.

It was reported that feedback had been provided to the University in the form of a concise statement provided by the sub-panels on each submission made. The final Panel Overview reports and the report of the Equality and Diversity Advisory Panel had also been received.

The summary quality profile from the Times Higher Education (*THE*) for Cardiff Metropolitan University (with RAE 2008 profile for general comparison) showed that 80% of the quality profile had been rated 4* or 3* and that 98% of the quality profile had been rated 2* or better. In the overall quality ranking of institutions published by the *THE*, Cardiff Met had been placed 41st overall – a rise from 103rd in 2008, the highest ranking post-1992 sector University. Accompanying the *THE* overall quality ranking of institutions was a ranking of institutions based on Impact. This had placed Cardiff Met 50th overall, the second highest post-1992 sector University.

The report set out the key challenges for the further development of research activity. These included increasing the proportion of eligible staff submitted without compromising the overall quality profile, maintaining and enhancing the quality of the best research, enabling those parts of the University which were not submitted to REF 2014 to be in a position to be submitted in 2020, retaining the best researchers and those with the best potential and facilitating effective succession planning for the departure of researchers and research 'leaders'.

The governing body offered its congratulations to all staff involved in the REF submission and noted with approval that the results provided a strong platform on which to build for future REF submissions. It was agreed that the results would be brought formally to the attention of the Welsh Government and opposition party leaders.

Resolved that the contents of the report be noted.

1511. Governance

.1 Governance Report

.1 Governor Vacancies

On the recommendation of the Nominations & Governance Committee the meeting agreed to the reappointment as independent governors of Mr. Phil Davies and Mr. Saleem Kidwai for second three-year terms commencing on 1

August 2015. The meeting agreed also to a change in membership status of Ms. Nicola Amery from co-opted governor to independent governor from 1 April 2015 for the remainder of her current term (to 31 July 2017). This change restored independent membership to its maximum of thirteen governors.

It was noted that further recommendations for Board membership would be submitted to the Board of Governors in July 2015.

.2 Training Events

Details were provided of the following:

a training event to be presented on 7th May 2015 in Cardiff by the Leadership Foundation in association with Chwarae Teg and the TUC to highlight the need for and mechanisms to achieve diversity on governing bodies;

a workshop for all incoming Chairs/Deputy Chairs and Committee Chairs in London on 21 May 2015, focussing on the issues facing chairs as leaders;

plans for the next Governor Development Conference, to be held in North Wales in November 2015;

the Leadership Foundation's Self-Assessment Toolkit, a new open-access online programme accessed free of charge via the Leadership Foundation website and designed to assist governors in assessing their own continuing effectiveness;

plans for a programme of in-house training which will be drawn up from the findings of the working group to be set up in respect of the Review of Effectiveness and the new Higher Education Code of Governance (min. 1511.3 and .4 below refer).

.3 HEFCW Circulars

Details were provided of all HEFCW Circulars issues since the last Governance Report.

Resolved that:

- .1 the report be noted, and
- .2 Mr. Phil Davies and Mr. Saleem Kidwai be re-appointed as independent governors for second three-year terms commencing on 1 August 2015;
- .3 the membership status of Ms. Nicola Amery be changed from co-opted governor to independent governor from 1 April 2015 for the remainder of her current term (to 31 July 2017).

.2 Review of Student Disciplinary Procedure

The meeting approved a revised Student Disciplinary Procedure which had been endorsed by Learning & Teaching Board, Academic Board and the Nominations & Governance Committee. The main changes related to the updating of titles following organisational changes, clarification regarding staff training and the selection of Investigating Officers, and the simplification of the procedure by the removal of the discrete 'informal' procedure.

Resolved that the revised Student Disciplinary Procedure be approved and further reviewed after a period of three years.

.3 Review of Effectiveness

The meeting received the final versions of the consultant's reports into the effectiveness of the Board of Governors and the Audit Committee. It was noted that the positive Audit Committee report had been presented to that Committee on 17 March 2015.

The meeting approved the recommendation that a working group be set up under Chair's Action to agree an action plan and timetable and oversee next steps in respect of both reports. This working group, it was agreed, would be the same as that approved for establishment under agenda item 10.4 *The Higher Education Code of Governance*.

Resolved that:

- .1 the report be noted, and
- .2 the proposal to set up a working group under Chair's Action be approved.

.4 The Higher Education Code of Governance

A written report presented the new Higher Education Code of Governance issued by the Committee of University Chairs in January 2015. The meeting noted the expectation that governing bodies would decide whether and how best to implement each primary element of the Code. As with the expectation for the previous Code that HEIs would 'comply or explain', so the new Code was premised on an 'apply or explain' basis. It was confirmed that an initial examination of the new Code had identified that the University's general compliance with it.

It was agreed, as recommended by the Nominations & Governance Committee, that to secure full compliance a working group be set up under Chair's Action (as recorded in min. 1511.3 above) to scrutinise the new Code and bring forward recommendations for an action plan and timetable.

Resolved that:

- .1 the report be noted, and
- .2 the proposal to set up a working group under Chair's Action be approved.

1512. Any Other Business

Restricted Items

Resolved that the following items retain restricted status:

Strategic Risk Register
Outturn 2014/15: Second Review

1513. FOR INFORMATION

The following documents were presented for information:

- .1 Annual Monitoring Report: Welsh Language Scheme;
- .2 Equality & Diversity Annual Report 2014;
- .3 Links were provided for:

the Equality and Diversity Annual Report 2013-14
the Equality and Diversity Annual Student Report 2013-14
the Equality and Diversity Annual Staff Report 2013-14.