

CARDIFF METROPOLITAN UNIVERSITY

MEETING OF THE BOARD OF GOVERNORS: TUESDAY, 7 JULY 2015

MINUTES

Present: Miss.B.Wilding (Chair), Mr.J.F.Thomas (Vice-Chair), Professor.A.J.Chapman (Vice-Chancellor & Principal), Ms.N.Amery, Mr.J.Barnett, Ms.J.Berry, Mr.I.Davies, Mr.P.Davies, Professor.S.Fleming, Mr.G.Hardacre, Mrs.M.Hassan, Ms.S.Hay, Mr.S.Kelly, 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), Mr. C. Deacy (Manager [Occupational Health, Safety & Well-being] for min. 1517), 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), Mr.R.D.G.Walters (Secretary & Clerk to the Governors) and Mr.B.Woolridge (Students' Union Vice-President elect 2015/16)

Before the commencement of formal business:

the Chair welcomed Mr.Bradley Woolridge, Students' Union Vice-President for 2015/16 as an observer and Mr.Chris Deacey, Manager [Occupational Health, Safety & Well-being], who attended to deliver the presentation on Staff and Student Well-being (min. 1517 refers);

the meeting was informed that Dr.Stephen Jackson (co-opted governor with experience of education) had relinquished Board membership pending a change in his employment, that Mr.Adrian Clark (independent governor) had signalled his intention to resign from the Board for personal reasons from 31 July 2015 and that Mr.Josh Barnett's term of office as Students' Union President (and *ex officio* co-opted governor) would expire on 31 July 2015.

At the commencement of the meeting it was agreed to revise the order of business to provide for the item at minutes 1521 (Appointment of External Auditors), 1523.1 (Appointment of Vice-Chair) and 1523.3.1 (Governance Report: Board and Committee membership) to be taken immediately after consideration of Standing Items at minute 1518. The Chair left the meeting immediately after consideration of the item at minute 1523.3.1. and all subsequent items were chaired by the Vice-Chair.

1514. Apologies for Absence

Apologies for absence were received from Mr.A Clark, Mr.F.Holmes, Mr.S.Jones and Mr.S.Kidwai.

1515. Declarations of Conflict of Interest

The Chair and Vice-Chair made declarations of direct non-pecuniary conflicts of interest in respect of items on the appointment of Chancellor (min. 1523.2) and Internal Auditors (min. 1521) respectively.

1516 Minutes of the Board of Governors: 31 March 2015

The minutes of the last meeting were confirmed as a correct record and signed.

Matters Arising

.1 Presentation on the Cardiff Capital Region Board (min. 1505)

It was noted, for the record, that the discussion following Professor Morgan's presentation had included reference to the city region and the Board's work with the cities.

1517 Presentation on a Strategic Approach to Staff and Student Well-being

The meeting received a presentation entitled "A Strategic Approach to Staff and Student Well-being" delivered by Mr Chris Deacy, the University's Manager [Occupational Health, Safety & Well-being and Co-Chair of the University's 'Wales Centre for Occupational Health & Well-being' (EmWell)].

The presentation examined the development of the University's approach to staff and student well-being and the development of performance indicators for sickness and productivity.

The Health & Well-being strategic aims were described as being "to improve organisational performance through encouraging a healthier and more engaged workforce and developing Cardiff Met's reputation for being a health promoting university". Activities to support these aims were health promotion, active travel, early occupational health interventions, the Staff Health and Well-being Survey and corporate health standard (in respect of which Gold Level had been awarded in 2011 and re-validated in 2015).

The presentation highlighted a particular strength in embedding health, safety & well-being into organisational practice as demonstrated by Investors in People Silver accreditation in 2014, 'first class' accreditation in the People and Planet Green League, ISO14001 accreditation, supported by participation for the first time in 2014 in the Stonewall Workplace Equality Index and the retention of the Three Ticks diversity mark.

Planned activity included continued provision of a supporting and welcoming work and study environment and an enhanced focus on the development of a 'Healthy and Sustainable University' approach to capture both staff and student communities and enhance corporate social responsibility.

It was confirmed that turnover remained relatively low at 10% (as reported to the Resources Committee on 16 June 2015), that work continued to manage the levels of sickness absence and evaluate their cost in budgetary terms and that staff and student well-being extended to mental health. It was acknowledged that the achievement of the strategic aims, and the engagement of students in particular with mental health programmes, relied in part on the encouragement and support of line managers.

Resolved that the presentation be received.

1518. Standing Items:

1. Chair's Business

.1 Report of the Chair of the Board of Governors

The Chair's written report presented summary details of meetings and events attended since March 2015. Particular reference was made to the meeting of the Chairs of Universities Wales (formerly Chairs of Higher Education Wales [CHEW]) with the Minister for Education and Skills on 22 June 2015. That meeting had discussed, *inter alia*, Social Partnership working, performance in the league tables, institutions' financial position (both short and long term), including changes to the treatment of pensions and assets, the 2015/16 HEFCW Remit Letter and the implications of the withdrawal of tuition fee grant from HEFCW.

The report provided details of recent changes to the CHEW Constitution whereby i) the name for CHEW was changed to Chairs of Universities Wales / Cadeiryddion Prifysgolion Cymru (Chuw) and ii) membership was extended to provide for a second member from the *governing body of each member institution*. With regard to extension of membership the meeting accepted the recommendation of the Nominations & Governance Committee at its meeting on 23 June 2015 that Mr John Foster Thomas be appointed as the University's second member of ChUW.

.2. Strategic Planning & Performance Committee

The unconfirmed minutes of the Strategic Planning & Performance Committee meeting of 23 June 2015 were provided for information. It was reported that significant items of the Committee's business not included on the Board's agenda were:

receipt of draft Notes of the HEFCW Institutional Visit made in 13 March 2015;

ITT – Furlong Report - this item was covered in the Vice-Chancellor's Report;

Market Intelligence: the Committee had received a presentation on the initial outcomes of this exercise;

under the Performance agenda, receipt of a report on Human Resources Strategy Review and Monitoring: Staff Performance Agenda and the focus of current activity on three initiatives, viz. the Academic Workload Model, the Staff Performance Review Scheme, and the Staff Profiles System, all of which had been implemented during the current academic year.

Resolved that:

.1 the report be received;

.2 Mr. John Foster Thomas be appointed as the University's second member of Chairs of Universities Wales, and

.3 the unconfirmed minutes and the business of the Strategic Planning & Performance Committee meeting of 23 June 2015 be noted.

.2 Report of the Vice-Chancellor

The Vice-Chancellor's written report summarised progress made since the meeting of the Governing Body held on 31 March 2015 in the context of the Corporate Strategic Plan 2012-17. It was reported that Academic Board had met on April 24 and June 5 and Academic Quality and Standards Board (AQSB) on May 20. Unconfirmed minutes of the May meeting of AQSB were provided at Appendix 1. Confirmed minutes of the February and April meetings of Academic Board and the February meeting of AQSB were provided at Appendices 2, 3 and 4 respectively.

Specific references were made to the following paragraphs of the report:

Paragraph 2.1 presented recruitment statistics for the 2015-16 academic year:

the data presented in the report, which had a census date of 18 June 2015, reflected a 2% fall in applications and offers and an 18% decrease in acceptances against the same census point in 2014 - this position had improved by the date of the meeting to reflect performance at the same time in 2014 and was anticipated to continue to improve throughout the recruitment period;

it was confirmed that the University had a comprehensive and coherent marketing policy which operated across all Schools and was under review to ensure the allocation of sufficient resource to maximise performance;

Paragraph 2.3 reported significant improvement in the University's performance in the Complete University Guide 2015 (to 79th position from 98th position in 2014) and marginal improvement in the Guardian University League Table (to 98th position to 95th);

Paragraph 3.2 presented preliminary results of the Higher Education Academy's 2015 biennial Postgraduate Research Experience Survey showing increases in Cardiff Met students' overall satisfaction and response rates - the full results would be disseminated when published;

Paragraph 6.4 reported satisfactory progress in the ICE (Improve Capability Efficiency) change programme.

The minutes of the Academic Board meeting of 27 February 2015 recorded details of student retention rates for the period 2011-2014. It was noted that reasons for withdrawal across the University were to be analysed at the end of the current year and would be reported to governors during the Autumn Term 2015.

Resolved that the report be received

.3 Report of the Students' Union President

The Students' Union President for 2014/15 presented his final written report to the Board of Governors.

The report covered the Collaborative Visit by Students' Union officers to Egypt in March 2015, recruitment of a new team of School representatives for 2015/16, current UMAX initiatives (including the development of skills, experience and understanding), financial performance & forecast and arrangements for induction of and hand-over to the sabbatical officers for 2015/16).

As recorded in the Vice-Chancellor's report (min. 1518.2 above refers), it was noted that earlier in the term the Students' Union President had given a presentation on the subject of the internationalisation of the higher education system to the British Council's Going Global 2015 event in London

Mr Josh Barnett was thanked for and congratulated on the activity and achievements of his year as Students' Union President.

Resolved that the report be received.

.4 Unconfirmed Committee Minutes and Reports by Committee Chairs:

.1 Resources Committee: 16 June 2015

The Resources Committee Chair presented the unconfirmed minutes and an oral report on the business of the meeting held on 16 June 2015.

Specific reference was made to:

endorsement of the Students' Unions projected outturn for 2014/15 and provisional budget for 2015/16 – the final outturn and budget were to be submitted to the Board of Governors during the Autumn Term 2015;

receipt of written reports on i) the current Estates Strategic Implementation Plan with details of all major capital projects established to achieve the objectives under the Estates Strategy 2013 – 2023; ii) progress with capital projects included the (then imminent but by the date of this meeting) completed sale of the Howard Gardens site and iii) the long-term Student Residences Strategy (with the setting up of a working group, with Governor representation, to consider the work to date and the merits of the project);

receipt of a written report confirming that the three Human Resource initiatives of the Academic Workload Model, the Staff Performance Review Scheme, and the Staff Profiles System had been fully implemented during the current academic year;

receipt of a written report presenting the annual review of the University's three final salary staff pension schemes, viz. Universities' Superannuation Scheme, Teachers' Pension Scheme and the Local Government Pension Scheme - the cost of these schemes continued

to increase for both employer and employee presenting a potential risk for employers;

.2 TNE Committee: 23 June

The TNE Committee Chair presented the unconfirmed open minutes and an oral report on the business of the meeting held on 23 June 2015.

Specific reference was made to:

continuing review of the Committee's Terms of Reference to reflect better i) the Committee's status as a full Committee of the Board of Governors, ii) the growing importance of transnational education to the University and iii) the Committee's links with the new Internationalisation Strategy and Internationalisation Board – proposals for revised Terms of Reference were to be presented to the Board of Governors during the Autumn Term 2015 after Committee members had given further consideration to the changes and their implications for academic governance;

activity under the TNE Business Plan 2013-17 including good progress against the student numbers target, an anticipated shortfall of income against target for the current year, on-going work on partnership reviews, due diligence checks and plans for new partnerships;

consideration of revised risk matrices for four partner institutions;

consideration of operational matters relating to the University's partnership with the London School of Commerce;

notification from QAA that the University's provision in Greece, in partnership with Dimitris Perrotis College, would form part of the pending QAA Overseas Review to be undertaken in Cyprus, Greece and Malta.

It was agreed that during the Committee's further deliberations on its Terms of Reference it would:

give consideration to the suggestion that the Committee could bring forward suggestions for additional areas of TNE activity in addition to its focus on the core functions of quality assurance and risk assessment;

consider the relationship of TNE activity to the Prevent agenda and the scope for such activity to assist in the avoidance of radicalisation;

where, exceptionally, the Committee was not satisfied with management (home or overseas) proposals to address significant or urgent matters identified in risk matrices and related action plans, consider mechanisms for obtaining and reporting appropriate activity and assurance.

.3 Audit Committee: 30 June 2015

The Audit Committee Chair presented the unconfirmed minutes and an oral report on the business of the meeting held on 30 June 2015.

Specific reference was made to:

receipt of seven internal audit reports providing positive assurance or good progress and one report providing some (Amber Green) assurance only – in respect of the latter report all recommendations had been accepted and a request made by the Committee for expedition or clarification of the timetable for implementation of recommendations.

receipt of a positive draft Internal Audit Report for 2014/15 which was to be issued in final form after the finalisation of one outstanding report. The draft report presented 'Green' opinions for governance, risk management and control.

This Audit Committee meeting having been the last such meeting to be attended by a representative of Baker Tilly following the issue of the new contract for internal audit provision from 1 August 2015 to Deloitte LLP, the current Internal Auditors were thanked for the high quality of their service and advice over the last eleven years.

Resolved that the oral reports and unconfirmed minutes be received.

1519. **Risk Management:**

.1 HEFCW Institutional Risk Review Letter

The meeting received the draft Institutional Risk Review letter issued by the Funding Council on 12 June 2015. It was noted with approval that the University had been rated as 'Low' risk signalling that HEFCW had no major concerns. Assurance was given that a response to the two governance issues raised in the letter (which had been addressed) would be submitted by the due date of 30 September 2015.

Resolved that the contents of the draft Institutional Risk Review letter be noted.

.2 Strategic Risk Register, Implications and Actions

A written report, which in an earlier version had been considered by the Audit Committee on 30 June 2015, advised that Management Board (acting as the University's Risk Management Committee) and the Vice-Chancellor's Board had assessed the Strategic Risk Register on 8 June and 22 June respectively.

The report confirmed that the process of migrating School, Professional Service and Major Project risk registers to the reporting standards set out in the new Risk Management, which was to be completed by the end of the 2014/15 academic year, had included an evaluation of the risk management and reporting procedures used for TNE activity. Notwithstanding the robust approach to risk management of TNE activity, the Audit Committee had agreed to refer this matter to the TNE Committee for its consideration next term.

In respect of changes to the Strategic Risk Register (SRR) it was reported that six risks had increased in rating, eleven risks had lessened and ten risks had remained unchanged since the last review in March 2015. Reasons for the changes in risk levels were explained in the Summary Risk Register and broader information on individual risks – including controls, planned actions and horizon scanning issues – provided in the detailed Register. Particular attention was given to three risks which had been categorised as “red” (i.e. a score of 16 or higher).

The report examined the University’s risk environment in the context of the request made at the meeting of the Board of Governors held on 31 March 2015 that consideration be given to the development of additional information about the relationship between contributory factors (i.e. causes) and risks and the coverage of horizon issues. In response to that request the report presented a summary of the impact and dynamism of major contributory factors on the risks identified in the SRR. For the purposes of this exercise the identified risks had been grouped into four categories (viz. failure to achieve academic objectives &/or deliver core services, poor public relations, poor financial health and regulatory failure) and two types of contributory factors identified (viz, external environmental factors relevant to the UK higher education sector in general and internal factors specific to the University’s operations).

It was agreed that whether and how to respond to the current HEFCE consultation on proposals to change the quality assessment regime would be delegated to the executive.

In relation to the government’s Prevent agenda (min 1522.2 below refers), it was agreed that the Board would receive a risk assessment of the University’s exposure to student radicalisation, and information on how risks are being managed including the potential danger of reprisal against sections of the student body.

The meeting was pleased to note the positive outcome of the recent Estyn follow-up review of the South East Wales Centre for Teacher Education and Training and the Audit Committee’s acknowledgement of the significant advances made in risk management procedures in recent years.

Resolved that:

- .1 the report and the contents of the Strategic Risk Register be noted;
- .2 any response to HEFCE consultation on proposals to change the quality assessment regime be delegated to the executive;
- .3 the next meeting receive further information on the University’s exposure to and management of risks associated with student radicalisation.

1520. Finance Reports:

.1 Outturn 2014/15: Third Review

A written report, which had been endorsed by the Resources Committee, provided an updated financial projection for the 2014/2015 outturn together with a commentary on performance to the end of April 2015. Appendices provided a summary of the Income & Expenditure Account at 30 April 2015 together with cash management, balance sheet and capital expenditure expectations.

It was reported that, despite a shortfall in TNE income, the financial outlook for the year remained positive with a projected surplus of c. £9,000k (against the last outturn report's figure of £7,132k and the budget forecast of £6,950k). Confirmation was given that the sale of Howard Gardens had been completed in the sum of £5.2m, some £2m over expectation.

Resolved that the report be approved.

.2 Budget Proposals 2015/16

A written report, which had been endorsed by the Resources Committee, set out the budget proposals for 2015/2016 together with the implications and impact of the new FRS 102 for the financial statements for 2015/2016 *et seq.* The proposed budget anticipated a continuing increase in full-time undergraduate fees and targeted a significant generation of cash through operations. At the date of the report the surplus amounted to 3.4% of turnover, which compared favourably with historical performance. The budget included a sizeable contingency fund and development funding to support and develop the key missions.

Schedules to the report provided a summary of the budget as follows:

Schedule A – Income and Expenditure Account
Schedule B – Cashflow Forecasts for the Year
Schedule C – Consolidated Balance Sheets
Schedule D – Capital Budget
Schedule E – Analysis of Expenditure by Area

It was noted that the historic cost surplus was forecast at £3.5m although the financial statements prepared under FRS102 were likely to show a much reduced figure because of a higher FRS17 pension charge and the removal of the release of deferred capital grants. Cash generated through operations was forecast at c. £7.3m, income was forecast to increase by c. £4.5m to £101.6m (marking the first year in which income had exceeded £100m) and total budgeted expenditure to amount to £97.5m, of which pay would account for £60.2m. Pay as a percentage of income was forecast to be 59.3%.

Resolved that the budget for 2015/16 be approved.

.3 Fee Plan 2016/17

Oral confirmation was given that the Fee Plan for 2016/17 had been submitted to HEFCW in advance of the deadline. Initial generic and institution-specific feedback had been received recently with a request for responses to that feedback by 10 July 2015 and submission of revised Annual Monitoring Statements by 31 July.

Resolved that:

1. submission of the Fee Plan and receipt of feedback be noted;
2. any alterations to the Fee Plan required as a consequence of dialogue with HEFCW be approved by the Chair or, should the Chair be unavailable, by the Vice-Chair.

.4 **HEFCW Financial Forecasts**

It was noted that the University's Strategic Plan was supported by financial forecasts over the five-year planning period. A written report, which had been endorsed by the Resources Committee, provided an overview of the financial forecasts and the trends contained therein. Appendices to the report contained the draft HEFCW financial forecasts and graphs of the KPIs together with commentary on the forecasts and additional required disclosures.

The forecasts incorporated the projected outturn for the current year (min. 1520.1 above refers) and the budget for 2015/2016 (min. 1520.2). The forecasts reflected the targets and milestones set out in the new Financial Strategy (min.1522.1 below refers); in particular the forecasts demonstrated the achievement of the key target for cash generation of £10m p.a. during years 4 and 5 of the planning period.

The report gave assurance that the forecasts had been compiled in a prudent manner to ensure the maintenance of the University's financial health and demonstrate the achievement of the targets set out in the new Financial Strategy.

Resolved that the financial forecasts be approved for submission to HEFCW.

1521. Audit Committee Business: Tender Process & Evaluation Report: Internal Audit Services

A written report provided an overview of the University's tender process for Internal Audit services from 1 August 2015. The outcome of the process, as endorsed by the Audit Committee on 30 June 2015, was a recommendation for the appointment of Deloitte LLP as Internal Auditors from 1 August 2015.

It was noted that the proposed new contract was for an initial term of three years with an option for the contract's extension for a further period of up to 24 months at the University's discretion dependent upon continuing cost effectiveness and provision of prompt and effective professional service.

Resolved that Deloitte LLP be awarded the contract for internal audit provision with a commencement date of 1 August 2015.

1522. Policy and Strategy Development and Review

.1 **Strategy Development Overview**

The following six revised or new strategies for 2015-2020 were submitted for approval:

Financial Strategy
Human Resources Strategy
Learning, Teaching & Assessment Strategy
External Relations & Communications Strategy

Student Experience Strategy
Technology and Information Strategy

All of the strategies had been endorsed by the Strategic Planning & Performance Committee and in the case of the Financial Strategy and the Human Resources Strategy by the Resources Committee also.

Assurance was given that equality impact assessments had been undertaken for each strategy and that these had established that each strategy would promote equality; none of the strategies had been identified as having adverse implications for matters of equality and diversity.

It was reported that the implementation of each strategy was to be managed through an annual action plan, copies of which were appended to each strategy for information. It was agreed that the Executive would monitor delivery on a termly basis (at a minimum) and that Governors would receive an annual progress report in each Autumn Term. Professional advice was being sought on how best to communicate the changes arising from the implementation of the new strategies
In discussion on specific strategies:

under the Financial Strategy – the appropriateness of the proposed target of not exceeding a 60% ratio for staff spend as a percentage of turnover in three consecutive years was accepted on the basis that this approach would give the executive flexibility to invest in staff without being constrained by the need for an immediate return subject to periodic review of the ratio and close monitoring and control;

under the Human Resources Strategy – in the context of the recently-introduced Staff Performance Review Scheme, it was confirmed that line-managers' monitoring of performance was not restricted to formal, annual performance reviews;

under the External Relations & Communications Strategy – it was suggested that specific reference could be made to the business community in Aim 1: Enhancement of the profile, reputation and activities of the University;

under the Student Experience Strategy – i) it was confirmed that the Executive continued to monitor and benchmark students' expectations and the University's delivery in areas such as the quality and extent of student accommodation and ii) under Aim 3: Enhancement of the social, cultural and recreational environment, it was agreed that the description of the associated objective would be extended to include reference to the extension of the recreational offering (as described fully in the narrative).

The written cover report set out the current status of the strategy development programme and confirmed the intention to review and develop three strategies during 2015/16, viz. Equalities, Welsh Language and the provisionally titled 'Healthy University'. It was noted that the last of these three strategies was intended to replace the University's current Sustainable Development Strategy, in the process integrating the University's approach to the cross-cutting and linked themes of sustainability, environmental protection, health and well-being. In place of the former Widening Access Strategy, which had been a requirement of HEFCW funding and had expired at the end of 2014, it was planned that widening access factors would be integrated into other strategies thus negating the need for a discrete strategy. It was noted also noted that a final decision on whether external regulatory and/or internal

developmental needs required the development of a new Welsh Language Scheme would be taken in the light of the publication of Welsh Language Standards during winter 2015/16.

It was agreed that preparation for the next iteration of the Corporate Strategic Plan, for the planning period 2017- 21, would commence during the business year 2016/17.

Resolved that:

.1 subject to minor changes to narrative as detailed above, the following strategies be approved for the planning period 2015/2020:

- External Relations & Communications
- Finance
- Human Resources
- Learning, Teaching & Assessment
- Student Experience
- Technology & Information

.2 reviews of the strategies for Equalities, Sustainable Development and the Welsh Language be undertaken during the business year 2015/16;

.3 review of the Corporate Strategic Plan be scheduled to commence during 2016/17.

.2 **Prevent Policy**

The meeting received for approval the Prevent Policy which had been drawn up in accordance with the provisions of the Counter-Terrorism and Security Act 2015 and endorsed by Audit Committee on 30 June 2015 subject to minor textual amendments and the explanation of acronyms. A small number of additional, minor textual amendments were identified by the Board for the Prevent Coordinator's consideration.

It was noted that the Act addressed the role of universities specifically and for the first time provided direct statutory provision in respect of the Prevent agenda. The written report set out the requirement for universities to have dedicated Prevent Policies with a single named person identified as the University's 'Prevent Coordinator'. Given the evolving Prevent agenda in terms of statutory regulation and the risk environment, it was agreed that the Prevent Policy would be kept under constant review by the Prevent Coordinator and submitted to the Equality & Diversity Engagement Group, the Ethics Committees and the governing body at least annually for formal review.

The meeting was given assurance that the South Wales Police were content with the University's engagement with and commitment to the Prevent agenda. It was acknowledged, nevertheless, that there was much continuing work to do by way, for example, of training, risk assessment and monitoring, and by way of the identification and protection of individuals, particularly students, who might be susceptible to the activities of radical or terrorist groups. In that regard it was considered that the Prevent Policy as presented provided a stable and adaptable platform for protecting all students and the University from those who might wish to do harm.

Resolved that the Prevent Policy be approved subject to minor textual amendments and reviewed at least annually.

.3 Student Charter 2015/16

In accordance with a HEFCW requirement, the draft revised Student Charter for 2015/16 was presented for the governing body's approval. Confirmation was given that the proposed draft incorporated minor changes requested by the Students' Union and front facing staff. The Charter had been reviewed by the Executive and the Students' Union, including consultation with students and front facing staff, and had been endorsed by Academic Board and by both the incoming and outgoing Students' Union Officers.

The report detailed more significant changes in relation to the dissemination and presentation of the Student Charter, particularly with regard to the online version, all of which had been agreed in time for the new academic year.

It was agreed that the next review of the Student Charter would consider whether changes were required to reflect the University's commitment to students under the Prevent agenda. .

Resolved that the proposed Student Charter for 2015/16 as presented be approved.

.4 The Complaints Policy and Procedure

The Complaints Policy and Procedure were presented for periodic review and approved subject to minor textual adjustments. It was confirmed that the revised version had been endorsed by the Learning & Teaching Board, Academic Board and the Nominations & Governance Committee.

Resolved that, subject to minor textual adjustments, the revised Complaints Policy and Procedure be approved.

1523. Governance

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

[Mr. Peter Williams took no part consideration of this item and left the meeting for its duration.]

A written report advised the meeting that the current one-year term of office of Mr John Foster Thomas as Vice-Chair of the Board of Governors would end on 31 July 2015 and that the Board of Governors was thus required to elect a Vice-Chair for a period commencing 1 August 2015. The Vice-Chair was to hold office for such period as may be determined.

Mr John Foster Thomas stating that he did not wish to be considered for a further term as Vice-Chair at this time it was agreed *nem con* that Mr Peter Williams, former Vice-Chair during the years 2013/14 and 2014.15, would be invited to resume the position of Vice-Chair for the twelve-month period commencing on 1 August 2015.

Resolved that Mr. Peter Williams be appointed as Vice-Chair of the Board of Governors for 2015/16.

.2 University Chancellor

On the recommendation of the Nominations & Governance Committee made at its meeting on 23 June 2015, a written report invited the Board of Governors to give consideration to the establishment of the honorary position of University Chancellor.

It was confirmed that the Vice-Chancellor and members of the executive were supportive of the proposal and recommended the establishment of the position from 1 August 2015, during the University's 150th year. It was confirmed also that the current Lord Mayor, Councillor David Walker, who was to be inaugurated as President on 14 July, was supportive in principle. In this regard it had been suggested that, to reflect the position of Chancellor, the title of President would be changed to Pro-Chancellor, thus continuing the link with the city and the mayoralty and confirming the Lord Mayor's continuing ceremonial and ambassadorial role.

Informal, initial consultation had been held with the recognised trade unions and the Students' Union; there were no objections to this proposal.

it was agreed as recommended that:

the position of Chancellor be established from 1 August 2015;

the Chancellor's role would be restricted to ceremonial, ambassadorial and representational functions;

the role would not be remunerated but would attract reasonable travel, accommodation and subsistence expenses;

the Chair of the Board of Governors and the President/Lord Mayor from time to time be appointed as Pro-Chancellors *ex officio*;

an Appointment Panel, serviced by the Secretary & Clerk, be set up charged with agreeing the procedure for selection of a Chancellor and the scope and mechanisms for consultation – the work of the Panel was to include the identification of the appointing constituency and tenure of office;

the Appointment Panel would comprise the Chair, Vice-Chair, Vice-Chancellor, Committee Chairs and the President or Immediate Past President.

It was reported that the Nominations & Governance Committee on 23 June had agreed to the setting up of a small working group to meet shortly after the Committee's meeting and agree initial recommendations on the procedure for appointment of the Chancellor, including the first Chancellor. Following precedence provided by three other Universities in Wales, given the shortness of time before the beginning of the new academic year and assuming the governing body's agreement to the proposal to establish the position of Chancellor and to do so within the Institution's 150th year, the working group recommended that as an interim arrangement the Board Chair should be asked to take up the additional position of University Chancellor for a finite period from a date to be fixed in the academic year 2015/16 pending culmination of the work of the Appointment Panel and agreement on the formal selection procedure.

It was reported further that the establishment of the position of Chancellor, with the consequent ability to change the title of the current role of President to Pro-Chancellor, provided the opportunity for the Board of Governors to consider the continuing appropriateness of the title of 'Vice-Chancellor'. Evidence showed that the Vice-Chancellor title presented problems for the University in some parts of the world where the title was not understood to reflect the seniority and authority of the institutional head. On that basis it was agreed that the working title for the position of Vice-Chancellor would be changed to 'President & Vice-Chancellor' from 1 August 2015.

Resolved that as recommended:

- .1 the proposal for the establishment of a University Chancellor from 1 August 2015 be approved;
- .2 the appointment of the Chair of the Board of Governors as the first Chancellor for a finite period beginning on or after 1 August 2015 be approved;
- .3 the appointment of Pro-Chancellors be approved;
- .4 a working group and an Appointment Panel be set up;
- .5 change of working title for the position of Vice-Chancellor to President & Vice-Chancellor be approved.

.3 **Governance Report**

The Secretary & Clerk to the Governors presented his regular written report on governance matters. The report presented the recommendations of the Nominations & Governance Committee for Board and Committee membership for 2015/16 *et seq.*

1. **Board and Committee Membership**

.1 **Board Membership**

It was reported that:

for personal and professional reasons Mr. Adrian Clark, independent governor since 1 August 2013, had tendered his resignation with effect from 31 July 2015;

for similar reasons Dr. Stephen Jackson had relinquished his co-opted membership for an indefinite period from 31 July 2015;

Mr Gareth Hardacre's current term as co-opted governor with experience of Human Resources ended on 31 July 2015 and that it was recommended that Mr. Hardacre be re-appointed as a co-opted governor for a third one-year term from 1 August 2015;

the Committee recommended the re-appointment of Baroness Jenny Randerson to the governing body as co-opted governor for the period from 1 October 2015 to 31 July 2018;

the Committee recommended the appointment for three-year periods from 1 August 2015 of Ms Katy Chamberlain (Chief Executive, Business in Focus Ltd and independent member of the Stakeholder Forum) as a co-opted governor and of Mr Umar Hussain (Chief Financial Officer, South Wales Police, and current co-opted member of the Audit Committee) as an independent governor from 1 August.

It was noted that Mr Hussain's appointment as governor created an immediate vacancy for an external co-opted member of the Audit Committee.

2. Committee Membership from 1 August 2015

In accordance with recommendations made by the consultant to the review of effectiveness, it was agreed that Mr John Foster Thomas would succeed Mr Peter Williams as Chair of the TNE Committee from 1 August 2015, Mr Williams retaining his membership of that Committee.

It was noted that Dr Jackson's withdrawal from the Board created a vacancy on the TNE Committee and that a recommendation to fill that vacancy would be made in due course.

The following appointments to Committees were approved in accordance with recommendations of the Nominations & Governance Committee:

Mr Bradley Woolridge, Students' Union Vice-President for 2015/16 to the Honorary Awards Committee;

Mr Umar Hussain to the Audit Committee;

Baroness Randerson to the Strategic Planning & Performance Committee;

Ms Katy Chamberlain to the Resources Committee.

It was reported that Dr Jim Port, external co-opted member of the Strategic Planning & Performance Committee since 1 August 2013 and former independent governor, had announced his resignation from the Committee. The Board acknowledged the contribution Dr Port has made to the work of the Committee since the Autumn Term 2013 and to the University since 2007.

2. Review of Effectiveness and CUC Code of Governance

It was reported that the working group set up under Chair's Action to consider the outcomes of the review of effectiveness exercise and the provisions of the new Code of Governance had commenced its work and would present its report during the Autumn Term. A significant matter for the working group's consideration was the purpose, workings and future of the Stakeholder Forum

At this juncture it was recommended that the Board should formally record its adoption of the new CUC Code although there remained matters to be considered regarding the means of fulfilling a small number of the requirements.

3. Equality & Diversity Questionnaires

It was agreed that a further survey by way of a questionnaire of members' personal characteristics would be carried out during the Autumn Term 2015.

4. Governor Training 2015/16

Training arrangements for the forthcoming year were agreed.

5. 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 proposals regarding Board and Committee membership and the position of Chair of the TNE Committee be approved;
- .3 the new CUC Higher Education Code of Governance be formally adopted, and
- .4 proposals for the issue of an Equality and Diversity questionnaire and for governor training for the year 2015/16 be approved.

1524. Any Other Business

.1 Restricted Business

Resolved that the following items retain restricted status:

Draft Institutional Risk Review Letter
Strategic Planning and Engagement Document
Draft Notes of the HEFCW Institutional Visit 13 March 2015

1522. FOR INFORMATION

The following documents were presented for information:

- .1 Welsh Government: HEFCW Remit letter 2015/16;
- .2 Rolling Calendar of Meetings 2015/2017.