

**CARDIFF METROPOLITAN UNIVERSITY**

**MEETING OF THE BOARD OF GOVERNORS: TUESDAY, 22 MARCH 2016**

**DRAFT MINUTES**

**Present:** Miss B Wilding (Chair), Professor A.J.Chapman (President & Vice-Chancellor), Ms.N.Amery, Ms. J. Berry, Mrs.K.Chamberlain, Mr.W.G. Davies, Professor S.Fleming, Mr.G.Hardacre, Ms.S.Hay, Mrs. M. Hassan, Mr.U.Hussain, Mr.S.Kelly, Mr. S.Kidwai, Rev. Canon R. Morrison, Baroness J.Randerson, Mr.J.F.Thomas, Dr.M.Waring, Mr. P. Williams (Vice-Chair) and Mr. B. Woolridge

**Attendance:** Professor D.Brooksbank (PVC Enterprise), Professor J.Hare (Deputy Vice-Chancellor & Director of Student Experience), Professor S.Hanton (PVC Research), Mr.D.Llewellyn (Head of Partnerships), Professor M. Loutfi (PVC International). Mr.LI.Powell (Head of Partnerships), Mr.D.C.Price (PVC Strategy & Performance), and Mr.R.D.G.Walters (Secretary & Clerk to the Governors)

A welcome was extended to Mr. Gareth Davies, who was attending his first meeting of the Board of Governors since his appointment as a co-opted governor in December 2015, and Mr. Lloyd Powell, Head of Partnerships, who attended to give a presentation on Wales-based partnerships (min. 1553 below refers).

Members were advised that for professional reasons Mr. Iestyn Davies (independent governor) and Mr. Stephen Jones (co-opted governor) had resigned from the governing body since the last meeting.

This was the first meeting of the Board of Governors to have an agenda divided into Parts A and B. There were no requests to move items from Part B (no discussion) to Part A (for discussion).

**PART A**

**1550. Apologies for Absence**

Apologies for absence were received from Mr. P. Davies, Mr.F.Holmes and Mr.G.Yorston.

**1551. Declarations of Conflict of Interest**

There were no declarations of conflict of interest.

**1552. Minutes of the Board of Governors: 30 November 2015**

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

**1553. Presentation on the Future of Wales-based Partnerships by the Head of Partnerships**

The meeting received a presentation on Wales-based Partnerships by Mr. Lloyd Powell, Head of Partnerships. The presentation drew upon a paper presented to the Strategic Planning & Performance Committee on 8 March 2016.

The aims of the Partnership Unit were described as the extension of collaboration in Wales and the development of partnerships for collaborative advantage. The Unit's targets were to foster collaborations that promoted and strengthened Cardiff and South East Wales and to expand TNE activity within a maximum of 20 active, robust and durable partnerships throughout the planning period. An outcome of the Unit's work was support for the Welsh Government's agenda for widening participation.

The presentation outlined the breadth of the programmes delivered by Wales-based partnerships at Acorn Learning Solutions, Cardiff and Vale College (CAVC), Bridgend College and Coleg y Cymoedd. The CAVC and Bridgend partnerships were overseen by Strategic Partnership Boards comprising the respective Chairs and the Vice-Chancellor and Principals. A SWOT analysis of the Wales-based partnerships identified i) short-term threats regarding Fee and Access Planning arrangements, funding for foundation year programmes and the future of Further Education taught partnerships and ii) opportunities regarding the development of apprenticeship links, the development of mutually beneficial new programmes, Improvement in progression rates and new forms of collaboration.

Mr. Powell, who was to leave the University's employment during the Summer Term 2016, was thanked for his presentation and for his work on behalf of the University at home and abroad.

**Resolved** that the presentation be received

**1554. Standing Items:**

.1. Chair's Business

.1 Report of the Chair of the Board of Governors

As was customary, the Chair's periodic report presented details of meetings and events attended since the last meeting of the Board of Governors.

Following the announcement of the President & Vice-Chancellor's decision to retire on 31 August 2016, the Chair requested and obtained the governing body's authority to use Chair's Action to determine a selection procedure and set up an Appointments Panel tasked with bringing a recommendation for appointment of a Vice-Chancellor to the Board of Governors on 5 July 2016. In this regard the meeting noted the appointment of Odgers Berndtson as search consultants and the intention to hold a meeting of 'lay' governors at the end of this meeting to discuss the selection procedure (min. 1561.2 refers).

The following Chair's Action was reported:

on 8 January 2016, the appointment of Odgers Berndtson as search consultants for the appointment of Vice-Chancellor;

on 12 January 2016, the appointment of Mr. Gareth Davies, co-opted governor with experience of education, to membership of the Strategic Planning & Performance Committee.

Other items for report were:

Academic Governance – a proposal for increased reliance on an institution's own review and governance processes and the strengthening of existing governance arrangements to provide assurance about standards and academic quality.

the signing on 8 February 2016 of a Memorandum of Understanding with Phoenix Education and Cardiff City Council to develop in Cardiff a School of Media and associated student accommodation. The Chair was granted delegated authority to set up a small overarching strategic group to monitor and receive reports on progress and be a conduit between the project management and the governing body.

The business of the meetings of ChUW, held at Wrexham on 11 March 2016, and of the Strategic Planning & Performance Committee held on 8 March 2016 were summarised. The former meeting had given initial consideration to the Hazelkorn Review which had been published on 10 March 2016.

**Resolved** that:

- .1 the report be received;
- .2 Chairs' Action be noted;
- .3 authority be delegated to the Chair to determine a selection procedure and set up an Appointments Committee for the appointment of a Vice-Chancellor from 1 September 2016 or a date as soon as may be thereafter;
- .4 authority be delegated to the Chair to set up a Phoenix Education Project overarching strategic group;
- .5 the business of the Strategic Planning & Performance Committee be noted.

.2 **Unconfirmed Minutes of the Strategic Planning & Performance Committee Meeting of 8 March 2016**

The unconfirmed minutes of the most recent meeting of Strategic Planning & Performance Committee were tabled for information.

**Resolved** that the unconfirmed minutes be received

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

The termly written report reviewed recent activities and progress in the context of the Corporate Strategic Plan 2012-17. Appendices to the report presented the confirmed minutes of the 11 November meeting of Academic Board and of the 14 October

meeting of Academic Quality and Standards Board and the unconfirmed minutes of the 26 February meeting of Academic Board.

Particular reference was made to:

the anticipated receipt of £2.4m HEFCW funding, less than 3% of expected income and recruitment, and a reduction in applications compared with the same period in 2015;

the Welsh Government's consultation exercise on financial support for students taking undergraduate courses with a foundation year from 2017/18 onwards;

continued investment in portfolio development to facilitate recruitment potential;

reduction in the number of Indian students registered at the University as a consequence of changes to UKVI policy;

the publication in December 2015 of Part One of the Welsh Government's Review of Higher Education Funding and Student Finance Arrangements (the Diamond Review) which repeated the mistaken view that universities in Wales were financially better off since the introduction of the current student fee and fee grant arrangements in 2012/13;

developments in arrangements for Initial Teacher Education and the imminent publication of accreditation criteria;

achievement of top ranking in the International Student Barometer 2015 for overall international student support in the UK for a sixth time;

the award of a 2015 Queen's Anniversary Prize for Higher and Further Education for work in the use of design and related 3D digital scanning technologies as applied to maxillofacial reconstructive surgery;

the implications of the new Fee and Access Plan arrangements for CAVC and Bridgend College;

recruitment of Associate Deans (International) (or similar) for each of the five Schools;

positive progress under the Stonewall Workplace Equality Index;

retention of the Public Health Wales Gold Corporate Health Standard award;

the winding down of the Improve Capability Efficiency programme.

It was noted that the new Welsh Language Standards Regulations had not been presented to the National Assembly in the previous week and that consequently the Welsh Language Commissioner had been unable to issue compliance notices; the Regulations would need to be re-presented after the May 2016 Assembly election.

**Resolved** that the report be received.

.3 Report of the President of the Students' Union

It was reported that elections for the executive officers for 2016/17 had taken place between Monday 14 and Wednesday 16 March 2016 with the following results:

President	Bradley Woolridge
Vice President	Will Fuller

It was noted that of the five candidates for the two positions of President and Vice-President, four had been male and one female. There was no apparent reason for the decline in female applicants in recent years following a period of five years from 2009 during which all Student Union representatives on the Board of Governors had been female.

Details were provided of arrangements for the recruitment of a new team of School Representatives and a new Welsh Students' Officer, and the intention to carry out a benchmarking exercise against national standards to assess the strengths and merits of the Students' Union's structures and set targets for 2016/17.

It was noted that re-accreditation with the Fairtrade Foundation had been achieved and that, working with Drink Aware, agreement had been reached with the South Wales Police & Crime Commissioner to participate in a major campaign during 2016/17 to target student safety.

It was reported that funding had been secured for the launch of a Students' Union radio station during 2016/17.

The meeting was advised of the University's disappointing performance in the recently-published Times Higher Education Student Experience Survey 2016. After a rise of 28 places to 64<sup>th</sup> position in 2015, the University had fallen back to 94<sup>th</sup> position in 2016. It was confirmed that, given the small number of student participants in this survey, work would be undertaken to encourage greater participation in future such exercises.

It was agreed that a report would be presented to a future meeting on the reasons for the Students' Union's continued position to refrain from membership of the National Union of Students.

**Resolved** that the report be noted.

.4 Unconfirmed Committee Minutes and Reports by Committee Chairs:

Three sets of unconfirmed minutes were tabled, viz. Resources Committee on 1 March 2016, Transnational Committee on 8 March 2016 (open minutes) and Audit Committee on 15 March 2016.

The Chairs of the three Committees presented summaries of the most significant business.

.1 Resources Committee:

The Committee had received details of headline activity supporting the current Human Resources Strategy and its annual action plan. Progress had been reported in the implementation of four initiatives supporting the Performance Agenda, viz. the Workload Allocation Model, the Staff Performance Review Scheme, the Staff Profile Information System and the development of a systematic approach to Succession Planning and Talent Management (including action to address gender issues).

A written summary had been received of progress towards the resubmission by 30 April 2016 of the application for the Athena Swan Institutional Bronze Award.

Under the Strategic Estates Plan, the meeting endorsed the Committee's support for the executive's intention to delay any changes to the Plan until the full implications of the expansion of Student Residences could be ascertained and the impact of plans to develop the academic portfolio and to work in collaboration with Phoenix TV had been explored and were understood. In respect of the Student Residences Strategy, an oral report had summarised progress made since the last meeting including the appointment of a design team to develop the initial sketch schemes to reach a secure cost plan. It was reported that progress had been limited by the challenges presented by the land; further reports and a costed Business Plan were to be presented as soon as was practicable.

It was noted that a special meeting of the Committee and/or the Board of Governors was likely to be required during the first half of the Summer Term 2016 to adhere to the current Student Residences project completion date of September 2018. A seemingly premature intervention by HEFCW, requesting data on borrowing requirements for both the Students Residences Strategy and the Phoenix Education project, was to receive an appropriate response from the Executive. This intervention invited the Governing Body to give early consideration to gearing and borrowing/money-raising options.

Annual reports had been received on Tuition, Hall Fees and Budget Preparation.

.2 TNE Committee:

The Committee had received the termly report on progress under the TNE Business Plan for the period 2013 to 2017. It was noted that the University's Corporate Strategic Plan for the period 2012 to 2017 included a target of 6200 TNE collaborative provision students enrolled (outside Wales) by the end of 2017. Given the revised target set in the Internationalisation Strategy for 10,000 TNE students by the end of the planning period in 2020, a revised TNE Business Plan for the period to 2020 was being prepared to support the achievement of the targets. The revised Plan was to be presented for approval during the Summer Term 2016.

It was reported that as at 24 February 2016 there had been c. 6,400 students enrolled on all TNE programmes at 13 partners and that the TNE financial estimates for 2015/16 of £3,089k income and £1,782k contribution had been revised to £2,107k income and £582k contribution. The reasons for the revision included later than anticipated commencement of new partners and programmes, additional legal costs and increased staff costs following the 2015 re-structuring of the International and Partnership offices.

An update had been received on current TNE partnerships and prospective new partnerships and details provided on risk management activity and the intention to review the external moderation model and refine the role of the external moderator.

.3 Audit Committee:

The meeting had noted receipt of an Internal Audit Progress Report demonstrating satisfactory progress in the completion of the Internal Audit Plan for 2015/16. The Board of Governors approved a revision of the Plan by way of the addition of a review of student engagement (including student attendance recording and monitoring and student engagement statistics for all students).

Two Internal Audit Reports, on Higher Education Funding Data and on the Cardiff School of Health Sciences, had provided positive, moderate assurance.

**Resolved** that the unconfirmed minutes and oral reports be received.

**1555. Strategic Risk Register: Implications and Actions**

The meeting noted and commented upon the contents of a written report which presented an overview of the Strategic Risk Register. Comments on risk levels were set out in the Summary Risk Register and broader information on individual risks provided in respect of controls, planned actions and horizon issues. Also provided was a mapping of risks to corporate objectives.

Assurance was given that local risk registers had been reviewed and were up to date and that meetings of the Executive (VCB), Management Board and Audit Committee had assessed the Strategic Risk Register prior to this meeting of the governing body.

The report presented a summary of the risk exercises undertaken at the recent Governors' Away Day and addressed the significant changes to the risk profile since the Strategic Risk Register had been last reviewed by the Board of Governors on 30 November 2015.

**Resolved** that the report and the most recent iteration of the Strategic Risk Register be noted.

## 1556. Finance Reports:

### .1 Outturn 2015/16: Second Review

A written report, which had been endorsed by the Resources Committee, summarised the current financial year's maturing financial position. Particular reference was made to the home and overseas fee position.

The report forecast downwards revisions to surplus and cash generation but gave assurance that the University would return a solid financial performance for 2015/16.

Appendices presented a summary of the income and Expenditure Account as at 31 January and outlines of the cash management, balance sheet and capital expectations.

**Resolved** that the report be approved.

### .2 Fee and Access Plan 2017/18

A written report provided information on steps being taken by HEFCW to put into effect its new regulatory functions under the Higher Education (Wales) Act 2015. It was noted that the University would need to secure entry to the regulatory system and obtain HEFCW's agreement for a Fee and Access Plan for 2017/18. It was reported that the approved schedule of governing body meetings did not accommodate HEFCW's timetable and that, as in previous years, a special meeting or Chair's Action following circulation of a draft would be required to approve the Plan for submission to the Funding Council. It was agreed that the proposed Plan would be circulated to governors for comment and endorsement prior to submission to the Chair for approval and subsequent submission to the Funding Council. The Chair was similarly authorised to approve the final version of the Plan after notification of revisions required by HEFCW.

The meeting was advised that HEFCW had issued guidance on partnership arrangements which had significant implications for the University and its collaborative partners. An initial evaluation suggested that collaborative partners would need to submit their own Fee & Access Plans for 2017/18 onwards, rather than be included within the University's own Plan as had been the position hitherto. Arrangements were being made for discussions on this matter with collaborative partners with a view, if necessary, to their inclusion on the University's Plan for an initial, finite period as a transitional arrangement pending the partners' undergoing their own Higher Education Review Wales or equivalent QAA process.

Should it transpire that any of the collaborative provision needed to be included in the University's own Fee & Access Plan, it would be necessary to revise and agree partnership agreements before the end of May 2016.

**Resolved** that:

,1 the report be noted;

.2 the Chair be authorised to approve the Fee and Access Plan 2017/18 for submission to HEFCW and to approve any subsequent revisions thereto.

## 1557. Policy Review

### .1 Progress Report: Healthy University Strategy

A written report, which had been endorsed by the Resources Committee on 1 March 2016, sought comment on the first draft of the proposed 'Healthy University Strategy' (the document's working title) and Action Plan. The report set out details of the consultation process, the outcomes of which were being distilled in preparation for presentation of the final version of the Strategy and Action Plan during the Summer Term 2016 for approval. Appendices to the report presented a summary of consultation feedback.

It was noted that the Resources and the Strategic Planning & Performance Committees had endorsed the current draft for further development and had made specific reference to:

the need to avoid the University's executive becoming responsible for driving all initiatives rather than for encouraging and supporting staff and students in the various activities;

the need for activities to mature and become self-sustaining;

the importance of the University's relationship with and support for the Student's Union and of its understanding of why and to what extent the Student Union's surplus had been eroded and its catering function had suffered from the University's improved offering in that area.

**Resolved** that the report be noted.

### .2 For Approval

All the following documents had been endorsed by Resources Committee on 1 March 2016 for submission to this meeting for approval.

#### .1 Strategic Equality Plan

A written report sought approval of the Strategic Equality Plan 2016-20, initially for the period 1 April 2016 to 31 July 2016.

It was reported that the Equality Act 2010 (Statutory Duties) (Wales) Regulations 2011 required the University to review its equality objectives within four years from their first publication in April 2016 and at least every four years thereafter. There was, however, no restriction on a Strategic Equality Plan being reviewed more frequently than every fourth year and no restriction on the minimum period for which a Plan could run before review. Thus, as agreed at the last meeting, the Board of Governors was invited to approve a new Plan at this meeting and to approve a further version of that Plan in July 2016, the latter to cover the period 1 August 2016 to 31 July 2020.

It was noted that the period between the end of March 2016 and the beginning of July 2016 would be used to revise and strengthen the Plan presented to this meeting, building on the feedback provided through an

extensive consultation process undertaken during 2015/16 and the work in support of the submission for Athena Swan Bronze Institutional status.

It was reported that the Plan as presented had been endorsed by the Equality and Diversity Engagement Group, Academic Board and the Resources Committee subject to consideration of revision of the narrative to convey more clearly the University's commitment to and support for the equalities agenda.

**Resolved** that:

.1 the Strategic Equality Plan 2016-20 be approved and the Action Plan for the period to July 2016 noted;

.2 a further version of the Plan be presented for approval in July 2016 for the period 1 August 2016 to 31 July 2020.

.2 **Ethical Supply Chains Policy**

It was noted that on 30 November 2015 the Board of Governors had approved revised versions of the Fair Trade and Ethical Supply Chain Policies subject to their re-presentation for further consideration. A written report advised the meeting of proposed amendments to the University's Ethical Supply Chains Policy which reflected the enactment of the Modern Slavery Act 2015 and comments made by governors on 30 November 2015.

**Resolved** that the revised Ethical Supply Chains Policy be approved

.3 **Sustainable Food Policy**

Following its annual review by Catering & Hospitality Services, the meeting approved the proposed revised Sustainable Food Policy

It was noted that this Policy formed part of the University's overall Environment and Sustainability Policy and provided a framework within which the University would seek to provide healthy, local and sustainable food and commodities to its customers.

**Resolved** that the Policy as presented be approved.

.4 **Energy Management Policy**

A revised Energy Management Policy for the period 2016 – 2019 was presented for the Board's approval.

**Resolved** that the revised Policy be approved.

## 1558. Governance

### .1 Position of Vice-Chair from 1 August 2016

In the context of the anticipated appointment of a new Chair of the Board of Governors from 1 August 2017, a written report advised the meeting of the requirement to appoint a Vice-Chair of the Board of Governors with effect from 1 August 2016 on the retirement of the current Vice-Chair, Mr. Peter Williams.

It was reported that one nomination had been received. There being no other nominations, Ms Nicola Amery was appointed as Vice-Chair for 2016/17 *nem con*.

**Resolved** that Ms Nicola Amery be appointed as Vice-Chair of the Board of Governors for the business year 2016/17.

### .2 Governance Report

This report presented the recommendations of the Nominations & Governance Committee for the re-appointment of governors, provided a report on progress under the current review of effectiveness and gave details of Leadership Foundation activity and recent HEFCW Circulars.

The resignations from the Board of Governors during the Autumn Term 2015 of Mr. Iestyn Davies (independent governor) and Mr. Steve Jones (co-opted governor) for professional reasons were noted.

The Committee recommended and the Board approved the following re-appointments for periods of three years:

of Ms. Suzanne Hay and Mr. Graeme Yorston (independent governors) from 1 April 2016;

of Mr. Frank Holmes (independent governor) and Mr. Gareth Hardacre (co-opted governor) from 1 August 2016.

It was noted with approval that the Committee was determined to continue in its endeavours to bring forward recommendations to improve the governing body's balance in terms of gender, ethnicity and other protected characteristics.

It was anticipated that a short-term appointment would be made during the Summer Term 2016 under Chair's Action for an External Co-opted Member of the Audit Committee and that proposals for the procedure for the appointment of a Chair of the Board of Governors from 1 August 2017 would be presented during the Autumn Term 2016.

It was noted that a report on progress under the current review of effectiveness had been presented to the Nominations & Governance Committee on 8 March 2016. It had been reported that the IT Project to make greater use of technology for the distribution of papers at meetings had commenced during February and that a questionnaire thereon had recently been issued to governors. The questionnaire had included the opportunity for governors to express an interest in being 'early adopters' which would involve early testing of software and commenting on functionality.

Details were provided of the Leadership Foundation's training event - Shaping the Agenda in Wales – to be held on 12 April 2016 in Cardiff and of HEFCW Circulars issued since the Board's last meeting.

**Resolved** that:

- .1 the report be noted, and
- .2 re-appointment of governors from 1 April 2016 and 1 August 2016 be approved as set out above.

#### **1559. Any Other Business**

.1 Restricted Business

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

- Strategic Risk Register
- Outturn Second Review

#### **PART B**

Papers under Part B were not discussed and any recommendations therein taken as approved.

**1560. .1 Annual Monitoring Report: Welsh Language Scheme**

A written report presented the annual monitoring report on the University's Welsh Language Scheme for the 2014/15 academic year. The Annual Monitoring Report had been submitted to the Welsh Language Commissioner in advance of the due date of 30 April 2016.

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

.2 Health & Safety Committee Annual Review 2015

A written report provided a summary of progress on the management of health and safety within the University during 2015. The format of the review incorporated health and safety topics that had been addressed during 2015 along with a summary of issues introduced at relevant committees. Good progress continued to be made under the Health & Safety agenda and no significant issues had been drawn to the Committee's attention.

**Resolved** that the contents of the report and of the annual review be noted.

.3 Equality & Diversity Annual Report 2014-15

The near final version of the annual Equality & Diversity report had been provided before the meeting. It was confirmed that the final version of the report would be published by 31 March 2016 and a link to it provided for all governors.

**Resolved** that the near final version of the Equality & Diversity Annual Report for 2014/15 be received

- .4 HEFCW Circular W16/05HE Transitional Statement of Intervention

Copies of the Circular were provided for information.

**Resolved** that the Circular be received

## **RESTRICTED BUSINESS**

### **1561. Independent and non-staff/student co-opted governors**

- .1 Report on the work of the Remuneration Committee

Details were provided of the Committee's deliberations on cost-neutral flexibility in Level 2 remuneration.

- .2 Selection Procedure for the appointment of President & Vice-Chancellor from 1 September 2016

Members endorsed proposals for the process and timetable of the search procedure and proposals for the composition of the Appointment Panel.