

CARDIFF METROPOLITAN UNIVERSITY

MEETING OF THE BOARD OF GOVERNORS: TUESDAY, 11 OCTOBER 2016

Present: Miss.B.Wilding (Chair), Professor.C.C.Aitchison (President & Vice-Chancellor), Ms.N.Amery (Vice-Chair), Ms.J.Berry, Mr.G.Davies, Mr.P.Davies, Mr.W.Fuller, Ms.S.Hay, Mr.F.Holmes, Mr.U.Hussain, Dr.S.Jackson, Mr.S.Kidwai, C.Morgan, Rev.Canon.R.Morrison, Mr.J.F.Thomas, Dr.M.Waring, Mr.B.Woolridge and Mr.G.Yorston.

Attendance: Professor.D.Brooksbank (PVC Enterprise), Mr.J.Cappock (COO), Professor S.Hanton (PVC Research), Professor.J.Hare (Deputy Vice-Chancellor & Director of Student Experience), Professor.M.Loutfi (PVC International), Mr.D.C.Price (PVC Strategy & Performance), Mr.A.Walker (Director of External Engagement), Mr.R.D.G.Walters (Secretary & Clerk to the Governors)

A welcome was extended to Professor Cara Aitchison, President & Vice-Chancellor, Mr. Will Fuller (Student's Union Vice-President), Dr. Stephen Jackson (co-opted governor with experience of education) and Claire Morgan (Academic Board representative) who were attending their first Board meeting since appointment. A welcome was extended also to Bradley Woolridge who was attending his first meeting as Student's Union President.

This was the last meeting attended by Professor Jacqui Hare, Deputy Vice-Chancellor & Director of Student Engagement, before her retirement on 30 October 2016. Arrangements were being made to thank Professor Hare in a less formal context for her long contribution to the work and development of the University.

PART A

1574. Apologies for Absence

Apologies for absence were received from Mr.G Hardacre, Mrs.M.Hassan, and Baroness.J.Randerson.

1575. Declarations of Conflict of Interest

There were no declarations of conflict of interest.

1576. Minutes of the Board of Governors: 5 July 2016

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

1577. Welcome to the Vice-Chancellor, Professor Cara Aitchison

In response to a welcome from the Chair, the new Vice-Chancellor gave a brief, oral presentation on her initial positive impressions of the University and its staff and on her emerging priorities. Particular mention was made of the need to develop a new corporate strategic plan from August 2017 which would seek to forge stronger linkages between Schools, underpinned by openness and transparency across the University.

Resolved that the presentation be received.

1578. Standing Items:

.1 Report of the Chair

The Chair's periodic report set out details of meetings and events attended since 5 July 2016. Particular reference was made to a positive meeting between ChUW and the Cabinet Secretary for Education on 29 July 2016.

The Committee of University Chairs' Autumn Plenary, to be held on 20 and 21 October in London on the theme "Managing Efficiency in a Time of Uncertainty" was to be attended by the Vice-Chair.

It was noted that the meeting of the Strategic Planning & Performance Committee scheduled for 20 September had been cancelled for want of sufficient business and that the Committee would next meet on Tuesday, 22 November 2016.

Resolved that the report be received.

.2 Report of the Vice-Chancellor

The Vice-Chancellor's report covered:

information relating both to transitional arrangements in the senior leadership team and the proposed direction of travel for the development of the University's new Strategic Plan;

the Welsh Government's five-year programme *Taking Wales Forward*;

the recommendations of the Diamond Review of Higher Education Funding and Student Finance;

the Higher Education Bill and associated Teaching Excellence Framework;

implications of the outcome of the EU Referendum;

League Table positions: NSS and Sunday Times Good University Guide;

The University's Fee and Access Plan as approved on 4 August 2016;

meetings held by the Vice-Chancellor immediately prior to taking up the post.

Resolved that the report be received

.3 Report of the Students' Union President

A written report presented an overview of Student Union activity since the last report to the Board of Governors in July 2016.

The report covered:

Student Safety & Wellbeing - Drinkaware Club Crew scheme and Operation Saturn;

Mental Health Initiatives – the union’s participation in a two-day Mental Health awareness training course delivered within the Cardiff School of Sport and its status as a participating organisation with *Time to Change Wales* as part of the commitment to changing the perception of mental health and illness;

The Students’ Union’s Engagement Plan for Partner Institutions 2016/17, including international partnerships, setting out updated arrangements for the Students’ Union’s engagement with partner institutions in the UK and internationally, including the recruitment of a Student Global Co-ordinator;

arrangements for the training of new School Representatives;

prioritisation of activity to increase the number of students participating in volunteering activities;

details of enhancements to methods of communication with students;

the 2016 Week One Welcome and fresher’s programme

The Students’ Union and its officers were thanked for their positive contributions to student induction and their engagement with the internationalisation agenda.

Resolved that the report be received.

1579. Update on Phoenix Project

A written report provided contextual information about governance arrangements, strategic rationale and benefits of the Phoenix Project, explored its fit with the University’s strategy, including initial academic offering, and presented initial input from the Vice-Chancellor. The report also explored a number of implications for the University including those for the balance sheet, the broader estate and current capital plans, and addressed the development of Heads of Terms as a framework for a property lease, engagement with HEFCW and the establishment of a risk register.

Appendices to the report presented the initial academic offering, the project’s governance framework and a comparison of the Phoenix Project with the main themes of the current Corporate Strategic Plan 2012-17.

It was confirmed that the financial aspects of the business case were being scrutinised by the Board’s Phoenix Project Committee (PPC) which had held its second meeting immediately prior to this meeting of the Board of Governors. An oral report was provided of PPC business which had identified the following ‘red lines to inform the negotiating team on: i) headline rent and lease term; ii) phased rent; iii) the income strip; iv) School shell and core build specification, costs and repairs; v) the University’s expectations of Phoenix; vi) student accommodation underwriting guarantees; and vi) the Identity and *bona fides* of partners and investors.

On-going developmental work included: i) the further development of the project’s Academic Plan, to identify and describe links with the current five Schools and to diversify the offering to make the project less reliant on media and undergraduate provision; ii) the undertaking of a

full Options Appraisal, examining the project's alignment with the University's strategic objectives and its implications for student employability; iii) the undertaking of a due diligence exercise; iv) the development of the business case and identification of investment and yield expectations; v) the development of a communications strategy; and vi) the further development of the Heads of Terms.

It was acknowledged that HEFCW's approval would be required before the University was able to enter into a financial commitment with Phoenix.

The report suggested that the project had reached a stage where it would benefit from dedicated leadership, additional skills and expertise and project management support to test assumptions and oversee the various work streams; the 2016/17 budget included a provision of £250k for such spend.

In approving the release of funds, the meeting agreed that the project should be broadened to encompass the development of media, digital and creative technology and endorsed the 'red lines' identified by PPC and the requirement for agreed measurements for project evaluation and risk reduction. It was imperative that the project proceeded by way of an academic partnership and not a property deal.

Resolved that:

- 1 the contents of the report be noted;
- .2 authority be given to release resource to support the project's development.

1580. TNE Developments

The PVC (International) presented an oral report on recent developments in TNE work, specifically regarding the partnership with Gulf College, Oman. As reported to the last meeting, the Omani Ministry of Education had given approval for Gulf College to start delivering the University's programmes in October 2016 subject to minor changes to the assessment strategy.

It was noted that the Omani Minister of Higher Education was scheduled to visit the University on 12 October 2016 to discuss the potential for further collaboration in areas including enterprise, design and Initial Teacher Education.

Resolved that the oral report be received.

1581. Student Recruitment Entry: 2016

A written report provided a preliminary indication of student intake for 2016 entry. It was noted that a more complete picture would be available in November after completion of registration and verification of data.

The report provided data on acceptances for full time undergraduate courses, including PGCE, from Home/EU markets and the outcomes of the clearing process. Indicative figures were provided for post-graduate and part-time recruitment and overseas enrolments.

Resolved that the report be noted.

1582. National Student Survey Results 2016

The meeting received a written report presenting the outcomes of the 2016 National Student Survey. It was reported that the University had had a final response rate of 77%, an increase of 2% compared with 2015, and had received an overall satisfaction rate of 83%, as for 2015, against a HEFCW benchmark for the University of 86%. The report presented details of performance against average scores for the sector, the 2016 thematic scores for the University and its Schools and agreed next steps.

Next steps included the issue of a version of the NSS for all programmes in Year 2, to identify programme issues earlier in the academic cycle, and the development of improved mechanisms for the identification and sharing of good practice.

The meeting expressed disappointment at the lack of progress since the last Survey and endorsed the executive's determination to raise performance overall and in particular with regard to assessment and feedback.

Resolved that the report be noted.

1583. HEFCW: Institutional Risk Review Letter – September 2016

A letter from HEFCW's Chief Executive dated 13 September 2016 provided the outcome of the Funding Council's most recent Institutional Risk Review Assessment of the University. The outcome was that, as for 2014/15, the University had been assessed as low risk with no major concerns.

Resolved that the Institutional Risk Review letter be received

1584. Governance Issues

A written report presented the periodic overview of current governance issues and made recommendations on governor status and Committee appointments.

It was agreed that with immediate effect:

Mrs. Katy Chamberlain and Baroness Jenny Randerson would transfer to independent governor status from co-opted governor status;

Ms. Nicky Amery as Vice-Chair be appointed to the Strategic Planning & Performance and Nominations & Governance Committees;

Dr. Stephen Jackson be appointed to the Audit Committee.

It was anticipated that the next meeting would receive proposals for the appointment of a Chair of the Board of Governors and independent governors to take office on 1 August 2017.

The report provided details of progress under the review of effectiveness, specifically the 'paperless meetings' project, governor training, recent HEFCW Circulars and arrangements for a governors' 'Away-Day' on a date to be fixed in late November 2016 (provisionally fixed for the afternoon of 29 November, immediately before the next Board meeting).

Resolved that:

.1 the report be noted;

.2 governor appointments and appointments to Committees be made as recorded above.

1585. Any Other Business

.1 Restricted Business

Resolved that the following reports retain restricted status:

Update on Phoenix Project
Student Recruitment
NSS results
Institutional Risk Review letter

Part B

1586. Charity Fundraising: Charity Commission Guide to Trustee Duties

The Charity Commission had recently published revised guidance to trustees in relation to fundraising. A written report, presented for information only, summarised the guidance and explained what was required of trustees to comply with the law relating to the management and control of fundraising. The appendix to the report presented a summary of fundraising income for 2015/16.

Assurance was given that the University's practices and procedures were fully compliant with all regulations and codes of practice relating to fundraising. A report would be presented annually, in the Autumn Term, on results achieved in the previous academic year.

Resolved that the report be noted.

1587. Clerk's Annual Report (including Remuneration Committee's Annual Report)

The Clerk's thirteenth Annual Report, for the year 2015/16, summarised the composition, structure and operation of the Governing Body and its compliance with the Instrument and Articles of Government during the last business session. The report included a summary of the governing body's responsibilities together with details of the approved procedure for the appointment of governors. The report also presented an open summary of the work of the Remuneration Committee during 2015/16

Resolved that the Annual Report be received.

1588. Rolling Calendar of Meetings: Spring Term 2017 to Summer Term 2018

The meeting received the most recent iteration of the rolling calendar.

Resolved that the rolling calendar for the period Spring Term 2017 to Summer Term 2018 be received.