

## **CARDIFF METROPOLITAN UNIVERSITY**

### **MEETING OF THE BOARD OF GOVERNORS: TUESDAY, 29 NOVEMBER 2016**

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

**Attendance:** Mr.J.Cappock (COO), Professor S.Hanton (PVC Research), 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)

Before the commencement of formal business the meeting noted with regret the recent deaths of Ms Melanie Bent, PA to the former Vice-Chancellor, Mr. Gavin Cawood, former Head of PDR, and Mr. Max Phillips, former Lord Mayor and Honorary President.

#### **PART A**

The division of business into Parts A and B was approved without amendment.

#### **1589. Apologies for Absence**

Apologies for absence were received from Mr.G.Davies, Mr.P.Davies, Mr.G Hardacre, Ms.M.Hassan and Mr.S.Kidwai.

#### **1590. Declarations of Conflict of Interest**

Mr. Frank Holmes declared an indirect pecuniary interest in the item recorded at minute 1592.4.1 below, Potential Enterprise Opportunity – Impact Innovation, and left the meeting during consideration of that item.

#### **1591. Minutes of the Board of Governors: 11 October 2016**

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

#### **1592. Standing Items:**

##### **.1 Report of the Chair of the Board of Governors**

##### **1. Meetings and Events**

The Chair's periodic report set out details of meetings and events attended since 11 November 2016. The report included details of the Chair's visit to China in October 2016 in the company of the Vice-Chancellor and PVC (International) on business related to the Sixth School/Phoenix Project and her visit as University

Chancellor to one of the University's TNE partners in Sri Lanka earlier in November 2016.

.2 Chair's Action

The following Chair's Action was reported:

on 28 October 2016, agreement to temporary changes to Level 2 assignments as interim cover in consequence of the retirement of the Deputy Vice-Chancellor on 30 October 2016;

on 14 November 2016, the waiving of quorum to allow the business of the Resources Committee meeting of 15 November 2016 to proceed with attendance by three members rather than the four members required under the Terms of Reference.

.3 Senior Post-Holders

On the Chair's written request, the Board of Governors authorised the Chair working with the Vice-Chancellor and members of the Remuneration Committee to set up when required a recruitment and selection process for the appointment of a Deputy Vice-Chancellor and to establish an Appointments Committee tasked with bringing a recommendation for appointment to the Board of Governors. It was confirmed that any proposals for changes to senior posts (Level 2) or the senior post structure would be brought to the Board of Governors for approval before the commencement of any selection and recruitment procedure.

.4 Strategic Planning & Performance Committee: 22 November 2016

The meeting thanked the Vice-Chair for chairing the Strategic Planning & Performance Committee held on 22 November 2016 in the unavoidable absence of the Committee Chair. The meeting's unconfirmed minutes were tabled for information.

The Vice-Chair gave a brief summary of the items of the Committee's business which did not appear on the Board's agenda, viz:

Portfolio Development Review  
Annual Review of League Tables  
Initial Teacher Education: Progress Report  
Teaching Excellence Framework  
Initial consideration of the recommendations of the Stern Review.

**Resolved** that:

- .1 the report be received;
- .2 Chair's action be noted;
- .3 authorisation be given to the Chair to set up a recruitment and selection process for the appointment of a Deputy Vice-Chancellor;
- .4 the business of the Strategic Planning & Performance Committee be noted and the unconfirmed minutes thereof received.

.2 Report of the Vice-Chancellor

The Vice-Chancellor's report covered the period since the last Board meeting and included reference to major policy developments in the Higher Education sector, University developments relating to strategic planning, a summary of league table performance and a list of the Vice-Chancellor's external engagements undertaken since the last meeting.

Developments and activity covered in the report were the Diamond Review of Higher Education Funding and Student Finance Arrangements, the Higher Education and Research Bill and the Teaching Excellence Framework, the Cardiff and Capital Region City Deal, Strategic Plan development, the Sixth School/Phoenix Project development, Initial Teacher Education, Student Recruitment, Retention and Progress by the Portfolio Development Sub-Group, meetings with School SMPTs, League Table Performance and external engagements (including Cardiff Met events hosting external guests).

In an oral update to the report the meeting was advised that the University had been ranked as the top university in Wales in the People and Planet League 2016 and placed fourth out of 150 universities in the UK. This marked a rise from second in Wales and 19<sup>th</sup> overall in the 2015 League Table

**Resolved** that the report be received

.3 Report of the Students' Union President

The meeting received the Students' Union President's periodic report on activity.

.1 Annual Audited Accounts 2015/016

The meeting received the Student's Union's Annual Audited Accounts for the 2015/16 financial year as presented to the Resources Committee on 15 November 2016.

It was reported that the outcome for the year had been a surplus of £6,441 demonstrating an improved performance during the year against the original projection of a deficit. The report highlighted improvements made in performance under the recovery plan instigated by the Student's Union's Trustees in January 2016.

2. Student Representation

The Students' Union had completed the major part of the recruitment exercise for course representation across the five Schools.

.3 Student Sport

Re-branding of the Athletic Union had been completed to make it clear that the activity of the Athletic Union had been provided through the Students' Union. The name "Athletic Union" was to be phased out over the remainder of 2015/16.

#### 4. Strategic Update

The Students' Union had signed up to the *Time to Change Wales* pledge which was to be launched in tandem with the University during January 2017.

**Resolved** that:

- .1 the report be noted;
- .2 Cardiff Met's Students' Union's Audited Accounts for 2015/16 be received.

#### .4 Unconfirmed Minutes and Summary Reports by Committee Chairs:

The meeting received the unconfirmed minutes of the most recent meetings of the Resources and Transnational Education (TNE) Committees and summary oral reports on the most significant items of business.

##### .1 Resources Committee: 15 November 2016

The Committee Chair's oral report drew the meeting's attention to the following items of business:

proposals to be presented to the next meeting for minor changes to the Committee's Terms of Reference;

the achievement of the Athena SWAN Bronze University Award and the current position for Schools in relation to applications for departmental awards;

receipt of reports on gender pay (level 3 and professorial) and on progress under the succession planning and talent management agenda;

the establishment of an executive Financial Sustainability Group tasked with achieving a figure of staff costs as a percentage of income of less than 60% as soon as practicable and in any event within three years - a progress report was to be presented to the Committee's next meeting.

The meeting was invited to consider a written report presenting a potential enterprise opportunity regarding Impact Innovation, a company responsible for the delivery of the Welsh Government's flagship £20m "Accelerated Growth Programme". The report presented financial performance data and draft Heads of Terms and advised that the initiative was subject to scrutiny by the University's legal advisers and a due diligence process. Subject to legal advice and the satisfactory outcome of the due diligence exercise, the Resources Committee had agreed that a proposal would be submitted to the Board of Governors for the release of funds for the company's acquisition. The governing body resolved that there would be further consideration of this proposal and that, following due diligence, receipt of legal advice and due regard to the TUPE provisions, the matter would be referred back to the Resources Committee. The outcomes of that Committee's deliberations would be referred for Board Chair's Action in consultation with Vice-Chancellor or to a special meeting of the Board of Governors as appropriate.

.2 TNE Committee: 22 November 2016

The meeting had received a written update on progress under the current TNE Business Plan. This had provided i) details of TNE recruitment (at 3 November 2016 this had stood at 4,978 students enrolled at 12 partners (counting the London School of Commerce [LSC] as one partner with six sites) against a target of 6,200 TNE collaborative provision students enrolled outside Wales by the end of 2017 and ii) details of developments with current and new partnerships. The Committee had received updated risk registers for all partners, updated due diligence reports on three partners and a report on developments in the University's partnership with the LSC.

The Committee had endorsed the proposed TNE Business Plan for 2016 - 2020 for submission to the Board of Governors – min1601.2 below refers.

**Resolved** that:

- .1 the unconfirmed minutes and oral reports be received;
- .2 the potential enterprise opportunity be referred back to the Resources Committee in the terms detailed above.

**1593. Corporate Strategic Plan:**

.1 Annual Progress Review 2015/16

A written report provided an update on progress made against the objectives and targets of the University's Strategic Plan for the period 2012 to 2017. Progress was reported both quantitatively, through reference to the set of Corporate SMART targets, and qualitatively in the form of a narrative overview of pertinent activities that had taken place during the year. As the current Strategic Plan was in its final year and would be superseded by a new Plan during 2017, the report suggested that it was timely to reflect on progress made over the five years since 2012 as well as the last 12 months.

**Resolved** that the report be noted

.2 Development of new Corporate Strategic Plan

A further written third report provided details of the process and timetable for the development of a new Strategic Plan.

The process included two strategy days/events for Governors, the first held earlier on 29 November, and a number of strategic conversations with staff and students around six key themes. The report provided details of the scope of each theme and a draft Statement of Strategic Vision and Direction.

**Resolved** that the report be noted.

**1594. Strategic Planning and Engagement Document: Progress Report**

A written report explained the purpose of and timetable for the provision to HEFCW of the Strategic Planning and Engagement Document (SPED) for 2015/16 by 2 January 2017.

It was noted that HEFCW had made a number of changes to its information requirements and that given the timing of the Funding Council's communications it had not been possible to produce the 2015/16 SPED in time for this meeting. It was agreed accordingly that a draft SPED would be circulated to governors for comment prior to submission to the Chair for approval under Chair's Action and subsequent submission to the Funding Council by the due date.

**Resolved** that:

- .1 the report be noted:
- .2 the SPED progress report for 2015/16 be circulated to Governors for comment in December and approved by the Chair prior to submission to HEFCW.

#### **1595. Phoenix Education Project: Progress Report**

A written report provided an update on progress in the development of a sixth School (the Phoenix Project) since the Board's last meeting.

Activity had included:

work on the development of the business case: the strategic rationale, benefits, the project's fit with existing strategy, the development of a draft academic offering, initial financial projections, draft heads of terms and consideration of implications for the broader estate, current capital plans, engagement with HEFCW and an initial risk register;

meetings with Phoenix's property advisors on build cost, deal structure and duration of the agreement with Phoenix;

three meetings of the Phoenix Project Committee (PPC), the most recent of which had been held earlier on 29 November 2016 to review progress and consider the draft business plan - the PPC had requested that further work be undertaken to test the draft academic plan and draw up a range of financial scenarios, had considered the implications of discussions with JLL and had endorsed a series of negotiating "red lines" as identified and recommended by VCB;

further consideration was to be given to a range of options including implications for development of the University estate and the potential for the relocation of the Cardiff School of Education as part of the overall project and to alternative funding options;

a series of meetings in support of the project had included:

a visit to Phoenix in China by the Chair, Vice-Chancellor and Pro Vice-Chancellor (International) which had included attendance at a Digital Media Industry and Education Conference at Phoenix International Media Centre, Beijing and a visit to Chengdu to visit Xihua University for discussions on collaboration with Cardiff Met generally and to tour the Phoenix School of Media.

meetings with the HEFCW Chief Executive to brief him on progress and elicit his advice and support;

meetings with Welsh Government officials to update them on progress and share emerging thinking on the overall vision for the development and the benefits to be derived from it.

It was noted that a new name was to be identified for the project and that the PPC was next due to meet on 19 December 2016.

**Resolved** that the contents of the report be noted

#### **1596. Key Performance Indicators**

A written report provided an update on performance against the University's 25 agreed key performance indicators (KPIs). The University's KPIs were presented in summary form with additional contextual commentary provided for a limited array of metrics together with a view of the University's overall sustainability in the form of the FSSG recommended ASSUR Report. Reference was made to the availability of the most recent iteration, in 2014, of HEFCW's Information Toolkit.

It was reported that this iteration of the KPIs has been affected by the adoption of the new FRS102 financial standard KPIs 18 (Operating Surplus) and 19 (Historic Cost Surplus) had been conflated into a single Surplus metric. It was agreed that KPI 19 would be removed from future iterations of the KPIs.

It was noted with approval that, as suggested by the Resources Committee, the rating for KPI 16 (proportion of income spent on staff) had been changed from amber to red and that the increase in the use of amber in the 'traffic-lighting' system reflected the more challenging financial environment in which the University operated.

**Resolved** that:

- .1 the report be noted;
- .2 KPI 19 (Historic Cost Surplus) be removed from future iterations of the KPIs.

#### **1597. Strategic Risk Register**

A written report, which had been considered by the Audit Committee on 21 November 2016, set out the responsibilities of Management Board as the University's Risk Management Committee and confirmed that the Strategic Risk Register had been last reviewed by Management Board earlier in November 2016. Attached to the report was a summary version of the Strategic Risk Register and risk appetite classifications, which were recommended for the Board's adoption, and a mapping of risk categories to corporate objectives. The report examined key risks to the University's ability to achieve the Financial Strategy target for average annual cash generation and identified a number of challenges and areas of uncertainty in the medium term which could impact on that target.

The meeting acknowledged a common thread, viz. the tension between short-term resourcing factors and longer-term investment needs, which continued to dominate the University's risk environment. This situation, it was noted, had been made more difficult by student under-recruitment and a shortfall in the number of returning students.

Subject to two revisions in respect of *Institutional Development and Change* and *Partnerships and External Collaboration*, the meeting agreed the proposed levels of risk appetite that would apply to the University's operations and development over the 2016/17 academic year.

It was noted from the Summary Risk Register that, as had been recommended by Management Board and the Audit Committee, the scores for two risks had increased as a result of the projected fee shortfall, four risk descriptions had been modified to take into account the fee shortfall although their scores had not changed, the scores for three risks had been increased for reasons other than or additional to the projected fee shortfall and that the score for one risk had been reduced. The remainder of the scores and risk descriptions had not changed.

**Resolved** that:

- .1 the report be received and the contents of the Summary Strategic Risk Register;
- .2 the levels of risk appetite be set as presented and revised.

#### **1598. Audit Committee Business - 21 November 2016:**

##### **.1 Unconfirmed Minutes and Committee Chair's Report**

The meeting received the unconfirmed minutes of the most recent meeting of the Audit Committee and an oral report on the items of significant business.

On the recommendation of the Audit Committee, the Board of Governors appointed Mr Adrian Piper for a further period as Committee Vice-Chair, to 31 July 2017. The Board's thanks were extended to Mr. Piper, former independent governor and Audit Committee Chair, for his continued service to the University.

##### **.2 Deloitte: Internal Audit Report 2015/16**

Based on the work undertaken during the year 2015/16 and assuming management were to implement effectively the proposed actions to rectify identified control weaknesses, the Assurance Statement provided moderate assurance regarding the achievement of the University's objectives.

**Resolved** that that report and the assurance statement be noted.

##### **.3 Re-Appointment of External Auditors**

A written report stated that the Audit Committee had considered a report assessing the performance of PricewaterhouseCoopers (PWC) against agreed performance indicators and was of the view that PWC's performance during 2015/16, as for previous years, had been at least satisfactory. It was recommended that PWC be re-appointed as External Auditors for the final year of the current contract accordingly.

**Resolved** that PricewaterhouseCoopers be re-appointed for the final year of the current contract, subject to agreement on fees and continued satisfactory performance.

##### **.4 Audit Committee Annual Report 2015/16**

The meeting received the Audit Committee's Annual Report, for the year 2015/16, which in accordance with the Audit Code of Practice, presented the Committee's opinion, drawing on the work of Internal and External Audit and other related work, on the extent to which the Board of Governors in discharging its responsibilities may

rely on the University's risk management, internal control system and governance arrangements. In this context it was reported that the Audit Committee believed that the University's arrangements for risk management, control and governance and its internal and external audit functions were appropriate and effective and could be relied upon by the Board of Governors in its management of the achievement of corporate objectives.

It was a further requirement for the Audit Committee to provide an opinion on the adequacy and effectiveness of the University's arrangements for economy, efficiency and effectiveness. In this regard, drawing on the work of Internal and External Audit and the Procurement and Finance Units, advice received from the Funding Council and other related activity, the Audit Committee was of the opinion that Cardiff Metropolitan University had satisfactory arrangements to provide the required level of economy, efficiency and effectiveness.

**Resolved** that the report be received and approved for submission to the Funding Council.

#### **1599. Prevent Annual Report**

It was reported that on 4 November 2016 the Funding Council had issued Circular W16/39HE: The Prevent Duty: Monitoring Framework for Higher Education Providers in Wales which had set out how HEFCW would monitor the implementation of the statutory Prevent duty in the higher education system in Wales.

A written progress report confirmed that preparations were underway for the submission of the first annual report to HEFCW under the Counter-Terrorism and Security Act 2015 by 31 December 2016. The report would demonstrate the University's compliance with the Prevent agenda and specifically with the duty to have "due regard to the need to prevent people from being drawn into terrorism".

**Resolved** that:

- .1 the report be noted;
- .2 the draft Annual Report be circulated to governors for comment and then signed by the Chair of the Board of Governors in advance of its submission to the Funding Council by 31 December 2016.

#### **1600. Finance Reports**

##### **.1 Outturn 2015/16: Final Review**

A written report presented the final Management Accounts for 2015/2016, the basis for the Financial Statements for that year.

It was reported that the original budget for 2015/16 had targeted a surplus of £3.5m, with associated cash generation through operations of £7.3m. This target had been reduced progressively during the year to a final forecast of a surplus of £104k and associated cash generation through operations of £5.65m. The year-end outturn showed the achievement of a surplus of £550k with associated cash generation through operations (ignoring working capital movements) of circa £7.3m (in line with the original budget target).

Appendices provided a high level summary of the Management Accounts for the year, Cashflow Performance over the year, the draft Balance Sheet for the year-end and a summary of the Capital Programme spend against budget.

It was noted that the University had enjoyed another solid financial year and had achieved the key financial target of generating substantial cash balances in support of its on-going investment aspirations. The deterioration in the funding position of the Cardiff and Vale of Glamorgan Pension Fund (CVGPF) had had a material impact on the presentation of the University's financial position during 2015/2016, an impact which would increase during 2016/2017 and successive years.

**Resolved** that the report be approved.

## .2 Annual Report and Financial Statements for the Year End 31 July 2016

A written report presented the draft consolidated Financial Statements for Cardiff Metropolitan University together with the draft Financial Statements for its subsidiary companies Cardiff Met Limited and Cardiff Metropolitan Education Services (Beijing) Ltd. In addition, the report and an appendix detailed the transition to reporting under Financial Reporting Standard (FRS) 102. It was noted that the financial statements remained subject to review by the University's external auditors and that disclosures could be subject to amendment before the statements were finalised.

In accordance with FRS 102 the financial statements combined an income and expenditure account and a statement of total recognised gains and losses in a new statement of comprehensive income and expenditure which detailed both the surplus for the year and the total comprehensive income for the year. The surplus for the year amounted to £550k. After accounting for the actuarial loss of £20.133m on the University's share of the CVGPF, the projected surplus had been transformed into a negative charge against reserves of £19.583m.

The Annual Report set out in detail the Report of the Board of Governors (including the Public Benefit Statement), the Responsibilities of the Board of Governors and the Corporate Governance Statement. The report of the Board of Governors had been compiled to meet the requirements of the Statement of Recommended Practice for the charity and Higher Education Sectors. The report of the Board of Governors contained the operating and financial review which provided commentary on the past and the future financial position of the University together with an overview of financial performance.

It was noted that the PWC report (min.1600 (3) below refers) provided separately an analytical review of the financial performance and was to be read in conjunction with the Board of Governors' report. Assurance was given that the reported results satisfied fully the University's financial strategy and targets.

**Resolved** that the report and financial statements be approved.

## .3 PricewaterhouseCoopers: Audit Findings Report for Year Ended 31 July 2016

PWC's report supported the contents of the Annual Report and Financial Statements (min. 1600 (2) above refers) and stated that the External Auditors anticipated the issue of an unqualified audit opinion. That positive opinion, provided in accordance with legislation and the Audit Code of Practice, was set out in the Annual Report and Financial Statement and confirmed that in the opinion of the external auditors the financial statements:

gave a true and fair view of the state of the group's and the parent institution's affairs as at 31 July 2016, and of the group's income and expenditure, recognised gains and losses and cash flows for the year then ended;

had been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;

had been properly prepared in accordance with the requirements of the Statement of Recommended Practice – Accounting for Further and Higher Education; and

had been prepared in accordance with the requirements of section 144 of the Charities Act 2011 and Regulation 14 of The Charities (Accounts and Reports) Regulations 2008.

The report listed the major KPIs and demonstrated the maintenance of the University's financial position.

No significant issues arose from the ISA 260 report requiring referral to 'those charged with governance'.

**Resolved** that the report be received.

#### .4 Outturn 2016/17: First Review

A written report detailed known and emerging factors that were expected to impact on the University's financial performance during 2016/2017.

It was reported that the University had budgeted for a surplus for the year of £1.1m with associated cash generation through operations of £5.7m. Although the report did not recommend any formal changes to the budget at this early point in the financial year it identified a number of budget areas where significant future adjustments would be required. Areas of concern included short-falls in tuition fees and student numbers and the non-cash movement caused by an increase in the pension charge.

Appendices provided a summary of the income & expenditure account together with illustrations of cash management, balance sheet and capital expenditure expectations. The capital expenditure schedule had been updated to recognise the reality of the 2015/2016 end of year position and the carry-over of budgets between years.

Particular reference was made to an increase in staff costs of 8% (£4.6m). Given the likelihood that revenue over the short term would increase only in line with the ability to grow student numbers, it was noted, as endorsed by the Resources and Audit Committees, that work had commenced to achieve a figure of staff costs as a percentage of income of less than 60% as soon as practicable and in any event within three years. A progress report was to be presented to the next meeting.

The report concluded that the £3.5m increase in the CVGPF deficit charge would have an impact on the accounting surplus for the year (but not on cash generation) and that the projected shortfall in tuition fees, HEFCW grant and bank interest would impact on the accounting surplus and cash generation. It was anticipated that the combined effect of the foregoing would prevent the achievement of an accounting

surplus for the year but that it could be possible to limit the impact on cash generation to circa £2m and achieve the generation of c. £4m cash during the year.

It was estimated that the depreciation charge combined with the CVGPF deficit charge would amount to c. £8.1m for the year. Both those charges being non-cash charges, the difference between the accounting surplus/deficit and the cash generation figure for the year highlighted the growing disconnect between the accounting result and cash generation and demonstrated the need to focus on the value of cash generated. It was noted that over the long term the liability presented by the CVGPF deficit would have to be addressed through increased pension contributions and that in the short to medium term there was the possibility of a requirement to budget for an annual deficit whilst generating significant levels of cash.

**Resolved** that the report be approved.

## **1601. Policy and Strategy Review**

### **.1 Review of Financial Regulations**

The Financial Regulations, which had been last reviewed in March 2013, were presented for periodic review. The version of the Financial Regulations presented to the meeting had been endorsed by the Resources Committee on 15 March and reflected changes in the University's committee structure, membership of the Vice-Chancellor's Board and expenditure authorisation limits.

**Resolved** that the proposed revised Financial Regulations be approved.

### **.2 TNE Provision Business Plan 2016-20**

The TNE Business Plan for 2016-20, as endorsed by the TNE Committee on 22 November 2016, was presented for the meeting's approval.

**Resolved** that the new TNE Business Plan for the period 2016 to 2020 be approved

### **.3 Whistleblowing Procedure**

Following presentation of a revised Whistleblowing Procedure to the last meeting, a written report presented a further revised version for the Board's approval. The instant version incorporated revisions made to ensure that the Procedure conformed to current legislation and recognised best practice.

An equality impact assessment had been undertaken and no adverse implications identified in respect of any of the personal characteristics.

**Resolved** that the revised version of the Whistleblowing Procedure be approved.

## **1602. The Modern Slavery Act 2015 and its Implications for the University**

A written report summarised the intent of the Modern Slavery Act 2015 and its implications for the University. It was reported that the Act required the University to publish an annual statement detailing what steps it was taking in respect of the Act to "*ensure that slavery and human trafficking is not taking place (i) in any of its supply chains, and (ii) in any part of its own business*". The University was required to produce a "slavery and human trafficking" statement for each financial year setting out the steps taken to ensure that slavery and

human trafficking were not taking place in its business and supply chains. The scope of the Act is not restricted to the procurement function and is not restricted to UK-based activity.

It was noted that the first statement was to be signed by the Chair of the Board of Governors and published by 31 January 2017 on the University's website with a link in a prominent place on the homepage.

**Resolved** that:

- .1 the report be noted;
- .2 a draft statement would be disseminated to governors in the New Year in preparation for its approval by the Chair and publication by 31 January 2017.

### **1603. Governance**

#### **.1 Appointment of Chair from 1 August 2017**

Miss Barbara Wilding, Chair of the Board of Governors, left the meeting for the duration of this item and took no part in deliberations under it. Ms Nicky Amery, Vice-Chair of the Board of Governors, took the chair for this item.

A written report, which had been endorsed by the Nominations & Governance Committee, proposed an extension of Miss Barbara Wilding's current term of office as Chair of the Board of Governors for one year from 31 July 2017. This proposal was put forward for reasons of good governance and effective succession planning.

**Resolved** that the current term of office of the current Chair of the Board of Governors be extended by one year, the term now to expire on 31 July 2018.

#### **.2 Award of Professorial Title**

The Vice-Chancellor left the meeting for the duration of this item and took no part in deliberations under it.

A written report presented proposals for a mechanism for the award of a personal chair to Professor Cara Aitchison, such chair to be held for the length of her tenure as Vice-Chancellor. The proposed mechanism mirrored as closely as was appropriate the regulations in the Academic Handbook for the appointment of personal chairs but avoided participation by members of the University's staff and the involvement of the Professorship and Readership Committee (PRC) and its Appointing Committee. The mechanism provided for the functions of the PRC and Appointing Committee to be undertaken by a committee of three members of the Board of Governors, being the Chair and two members with experience of academic governance supported by contributions from three professors from other institutions.

**Resolved** that the proposal in the report for the establishment of a bespoke mechanism for the award of a personal chair to the Vice-Chancellor be approved.

#### **.3 Governance Report**

The Clerk's periodic report provided an overview of current governance issues and made recommendations on Committee appointments and arrangements for a search for new governors from August 2017.

In accordance with a recommendation of the Nominations & Governance Committee it was agreed that, in accordance with approved procedures, a search for new governors from 1 August 2017 would commence as soon as practicable. It was agreed that applications would be invited from persons with extensive experience relevant to the work of a Higher Education Corporation and in particular from persons with experience of communications and marketing/new media, estates management, law, politics and academic quality and standards.

It was agreed further that search consultants would be instructed in due course should the response to the press notice advert and other marketing activity fail to generate sufficient response.

On the recommendation of the Nominations & Governance Committee the following appointments to Committees were agreed with immediate effect:

Remuneration Committee: Mr. Gareth Davies;

TNE Committee: Ms Suzanne Hay;

Chair of TNE Committee: Dr Stephen Jackson;

Vice-Chair of the Audit Committee for 2016/17: Adrian Piper (min. 1598.1 above refers).

With regard to the development of Governing Body Annual Assurance Statements, it was reported that HEFCW Circular W16/38HE: Consultation on governing body annual assurance statements related to quality provided a consultation on additional governing body assurance statements related to quality. A response to the consultation exercise would be provided to HEFCW by 15 December.

The report also covered progress under current reviews of effectiveness and developments in the project to move to paperless meetings, a Leadership Foundation event on 6 April 2017 and recent HEFCW Circulars.

**Resolved** that:

- .1 the report be noted;
- .2 a search for new governors from August 2017 be commenced during December 2016;
- .3 appointments be made to Committees as recorded above.

#### **1604 Any Other Business**

.1 **Restricted Business**

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

Potential Enterprise Opportunity  
Phoenix Education  
Key Performance Indicators  
Strategic Risk Registers  
Deloitte Internal Audit Annual Report  
Outturn 2015/16: Final Review

**Part B**

In accordance with approved procedures, papers under Part B were not discussed at the meeting and any recommendations therein taken as approved unless discussion had been agreed by the Chair at the start of the meeting.

**1605. Rolling Calendar**

The most recent iteration of the rolling calendar of meetings, for the period Spring Term 2017 to Summer Term 2018 was presented for information.

**1606. Academic Board**

The following minutes were presented for information:

- .1 Confirmed minutes of the Academic Board meeting of 16 September 2016;
- .2 Unconfirmed minutes of the Academic Board meeting of 11 November 2016.