

CARDIFF METROPOLITAN UNIVERSITY

MEETING OF THE BOARD OF GOVERNORS: TUESDAY, 4 JULY 2017

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

Attendance: Mr.P.Boshier (Strategy Development Officer [Risk Management] for item at minute 1630)), Professor D.Brooksbank (PVC Enterprise), Mr.I.Gardiner (Students' Union Vice-President-elect), Professor S.Hanton (PVC Research), Mr.I.Jones (Deputy Director, Estates and Facilities for item at minute 1633), Mr.D.Llewellyn (Director of Finance) and Mr.R.D.G.Walters (Secretary & Clerk to the Governors)

The business recorded under minute 1641 below was treated as restricted and transacted by independent and non-staff/student co-opted governors (hereinafter 'lay governors') and the President & Vice-Chancellor only.

It was noted at the outset of the meeting that the terms of office of six governors, viz. Mr. John Foster Thomas, Baroness Jenny Randerson, Mrs. Monnaza Hassan, Rev. Canon Robin Morrison, Mr. Bradley Woolridge and Dr. Matt Waring, ended on 31 July 2017.

The meeting was advised that during June 2017 Mr. Phil Davies, independent governor, had resigned his membership of the governing body for personal and business reasons.

A welcome was extended to Mr. leaun Gardiner, who attended as an observer, and to Mr. Phil Boshier and Mr. Ian Jones who attended to present reports for the items on Risk Management (min. 1630) and the Strategic Estates Plan (min. 1633) respectively.

The division of business into Parts A and B was agreed.

Part A

1627. Apologies for Absence

Apologies for absence were received from Mr. G Davies, C. Morgan and Mr. J Foster Thomas.

1628. Declarations of Conflict of Interest

There were no declarations of conflict of interest.

1629. Open Minutes of the Meeting of the Board of Governors held on 11 April 2017

The open minutes of the last minute were approved as a correct record subject to one addition and signed. The addition was to record that in approving the Strategic Plan for the period 2017/18 to 2022/23 the governing body had noted that although the Plan was achievable the level of ambition set out in it presented challenges for its delivery.

The restricted minutes of the last meeting were presented under Restricted Business at the end of this meeting at min. 1641 and confirmed as a correct record.

1630. Risk Management

The first of two reports on risk management was presented to assist the meeting in the evaluation of the management of the University's risks and consideration of the risk environment. The approval of a revised Risk Management Policy is recorded at minute 1637.4 below.

It was confirmed that Management Board had considered the University Risk Register on 21 June 2017) and that the Audit Committee had considered risks and evaluated the risk environment on 27 June. In that context, the report provided an update on activity undertaken to increase the University's risk maturity and confirmed that migration of Unit and School risk registers to the new Symbiant Risk Management software would continue over the summer term. It was noted that the University Risk Register would be migrated to the new software after a comprehensive review had been conducted with senior stakeholders and others to ensure that the Register was aligned with and directly supported the achievement of the Strategic Plan.

The meeting considered and endorsed the list of current risks and residual risk scores and noted that:

The several trends and developments (recorded in the report) that would shape the external environment in which the University would deliver its Strategic Plan over the next six years;

University and Directorate / School risks were to be reported to Management Board by exception under a Risk Escalation and Reporting Framework.

Particular reference was made to the addition of an operational risk relating to cyber security and the related addition to the Internal Audit programme for 2017/18.

It was noted that, as reported to the last meeting (min. 1614.4.2), the Audit Committee on 28 March 2017 had received a presentation on the new Symbiant Risk Management software and had suggested that a presentation similar to that received by the Committee in March 2017 could be presented to governors at an early opportunity; this suggestion was approved.

Resolved that the report be received and developments in the University's approach to risk management be noted.

1631. Standing Items:

1. Chair's Business

.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 April 2017.

.2 Chair's Action

It was reported that Chairs' Action had been taken:

- i) on 18 May 2017 to approve the submission of the Fee & Access Plan for 2018/19 to HEFCW by 19 May 2017;
- ii) during May/June 2017, to approve the assimilation of Professor Sheldon Hanton (PVC Research) and Professor Mohamed Loutfi (0.5 fte PVC International) into the new full-time positions of PVC Research & Innovation and PVC International respectively.

3. Senior Post-Holders

Formal approval of the new senior management structure was sought and approved under restricted business recorded at minute 1641 below.

It was reported that, subject only to the grant of a visa, Professor Sushila Chang would take up her position as Deputy Vice-Chancellor (Academic) on 4 September 2017.

Interviews had been held for the new positions of PVC (Student Engagement) and PVC (Cyncoed and Executive Dean) on 30 June and 3 July respectively; job descriptions and person specifications were provided as appendices to the report. Proposals for appointment were presented and approved under Restricted Business – minute 1641 below refers.

4. Strategic Planning & Performance Committee

Included with the papers for the meeting were the unconfirmed minutes of the SPPC meeting held on 20 June 2017. Members' attention was drawn to items of SPPC business which did not feature within the business of this meeting:

Development of an Academic Framework
Portfolio Development
Human Resources: Strategy Review and Monitoring
Staff Monitoring Report

Resolved that:

- .1 the report be received;
- .2 Chair's Action be noted;
- .3 the unconfirmed minutes of the Strategic Planning & Performance Committee Meeting of 22 June 2017 be received.

.2 Report of the Vice-Chancellor

The Vice-Chancellor's periodic report provided i) details of communications relating to and implementation of the Strategic Plan; ii) the development of the Cardiff School of Technologies, iii) the merging of two Schools to form the Cardiff School of Sport and Health Sciences, iv) developments in academic portfolio and performance, including achievement of a 'Silver' rating in the Teaching Excellence Framework (TEF), and v) details of recent external and other engagements with persons outside the University.

It was reported that the TEF 'Silver' rating defined the University as 'delivering high quality teaching, learning and outcomes' that 'consistently exceed rigorous national quality requirements for UK higher education'. The meeting commended the Director of Learning Enhancement and her colleagues in the achievement of the 'Silver' rating which would provide a strong platform from which to build improvements to be derived from the implementation of the new Strategic Plan with its greater focus on student retention, experience and outcomes.

In response to the call by the Cabinet Secretary for Education for universities to make more progress towards the implementation of the 'Real Living Wage', as reiterated in the HEFCW grant letter, the meeting considered how the University could respond to this call and secure support for an increase in fees for 2018/19. It was agreed that it had to be an aspiration for any values-driven organisation to pay its directly-employed staff the 'Real Living Wage'. Noting the likely cost of implementation for all directly-employed staff and the prospect of an increase in fees from 2018/19, and recognising that implementation of the 'Real Living Wage' was difficult for the Students' Union representatives (particularly were it to lead to an increase in student fees), it was resolved that the 'Real Living Wage' be implemented for all directly-employed staff from 2018/19. It was resolved further that work be undertaken to ensure that, as far as was practicable, the University's contractors remunerated staff in accordance with the 'Real Living Wage' at the earliest opportunity.

Resolved that:

- .1 the report be received;
- .2 the 'Real Living Wage Real' be implemented for all directly-employed staff from 2018/19 and, as far as was practicable, implemented for all staff employed by the University's contractors at the earliest opportunity.
- .3 Report of the Students' Union President

The Students' Union President presented his final periodic report before the end of his term of office on 31 July 2017.

The written report presented the Students' Union's financial outturn for the year ending 30 June 2017 and the provisional budget for 2017/18 together with explanatory notes; these reports had been endorsed by the Resources Committee on 13 June 2017. It was noted that the draft accounts projected a surplus outcome for the current financial year. The Outturn and Provisional Budget were approved

Attached to the report was the second annual report of the Students' Union which provided an update on agreed targets within the current academic year and highlighted key targets for the next academic year.

Mr. Bradley Woolridge, Students' Union President, was thanked for and congratulated upon his contributions to the work of the Students' Union and the governing body since his appointment as Vice-President of the Students' Union on 1 August 2015.

Resolved that:

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- .1 the periodic report and the second annual report be noted, and
- .2 the Outturn for 2016/17 and Provisional Budget for 2017/18 be approved.

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

Hard copies of Committee minutes held during the Summer Term 2017 were tabled.

.1 **Resources Committee: 13 June 2017**

In the unavoidable absence of the Chair of the Resources Committee, the Vice-Chair of the Board of Governors presented an oral report on the business of the most recent meeting of the Resources Committee. In addition to matters which were substantive items of business for this meeting, the Committee had received reports on the annual review of accounting policies, staff pensions (with details of action being taken to address the deficits of two of the three schemes operating within the University), the debt profile and the ongoing review of the Disciplinary (Misconduct and Unsatisfactory Performance) Procedure and Grievance Procedure.

.2 **Transnational Education Committee: 20 June 2017**

The Chair of the TNE Committee presented an oral report on the business of the Committee's most recent meeting. It was reported that the Committee had received a written update on progress under the current TNE Business Plan, risk scorecards and assessments for five current partnerships and one new partnership, the outcomes of the Partner Survey 2016 and work on the exit strategy on the planned termination of the partnership with the London School of Commerce

.3 **Audit Committee: 27 June 2017**

The Chair of the Audit Committee presented an oral report on the business of the Committee's most recent meeting. The Committee had approved the External Auditors' proposed summary audit strategy for 2016/17 and given authority for the University to proceed with competitive tendering for external audit services from December 2017.

The Committee had received a report on progress under the Internal Audit Plan for 2016/17 and had noted that for the first time for a number of years planned internal audit work would not be completed in-year; assurance had been received that planned work for 2017/18 would be completed in-year.

The draft Internal Audit Report Year for 2016-17 had concluded that the University had a basically sound system of internal control and had provided moderate assurance regarding the achievement of the University's objectives. The final report was to be presented to the Audit Committee and the Board of Governors during the Autumn Term 2017.

The Internal Audit Plan for 2017/18 as amended and endorsed by the Audit Committee was approved.

A written report received by the Audit Committee had set out the University's response to an anonymous disclosure that had been sent to the University and the Welsh Assembly Government. The anonymous correspondence had alleged misconduct in the administration of the Study First Award. The Investigating Officer had concluded that there was no evidence to support the allegation of maladministration but had made three recommendations to improve the performance of the scheme.

Resolved:

- .1 that the unconfirmed minutes and oral reports be received;
- .2 the Internal Audit Plan for 2017/18 be approved.

1632. Appointment of Vice-Chair of the Board of Governors from 1 August 2017

[Ms Nick Amery left the meeting during and took no part in the consideration of this item of business.]

A written report invited the meeting to appoint a Vice-Chair for a period commencing 1 August 2017 on the termination of Ms. Nicky Amery's period of office as Vice-Chair since 1 August 2016. It was confirmed that Ms Amery was eligible for re-appointment and was prepared to serve for a second term.

It was decided, by show of hands and unanimously, no other nominations being received, that Ms Amery be appointed for a further term as Vice-Chair.

Resolved that Ms Nicky Amery be re-appointed as Vice-Chair of the Board of Governors for a term of office of two years commencing on 1 August 2017.

1633. Strategic Estates Plan

A written report provided updated and emerging plans regarding the University's estate which were under development in response to the University's new Strategic Plan.

It was recognised that the Strategic Plan 2017/18 – 2022/23 set out an ambitious growth strategy designed to promote a 'step change' through the delivery of significant growth in student numbers and focussed diversification of the portfolio of subject areas and taught programmes. These developments would require a modern, efficient and technology-rich estate. As a consequence, Estates & Facilities staff had been engaged in modelling the base requirements of the estate over the planning period and aligning the significant projects required to accommodate the University's vision. The report presented the framework for the Strategic Estates Plan, showing the major capital investment requirement and setting out a sequence of major projects designed to achieve the main objectives of the Strategic Plan.

It was noted that this planning exercise represented the first iteration of a new Estates Master Plan and that the current programme of work did not include smaller supporting projects that could become necessary.

Resolved that the contents of the report be noted.

1634. A Strategy for Sport: Academic, Performance and Recreational Development

The meeting received outline proposals for a Strategy for Sport designed to enable the University to realise its full potential as one of the UK's leading universities for sport, health and wellbeing.

The report examined strengths and synergies, the role of the PVC (Cyncoed) & Executive Dean of the Cardiff School of Sport and Health Sciences in developing a new Strategy for Sport, and plans for the University's establishment as a leading University for Sport. It was noted that the new PVC was to provide a fuller report to the governing body during the Autumn Term 2017, addressing teaching and research in sport and the linkages with recreational and performance sport, including community engagement.

Members were invited to provide comment and suggestions after the meeting to the Vice-Chancellor and the PVC (Cyncoed) & Executive Dean.

Resolved that the contents of the report be noted.

1635. Student Recruitment Summary 2017 Entry Update (Home/EU)

A written report provided an update on student recruitment (applications, offers and current accepts) for 2017 entry and gave a brief overview of current and planned marketing and recruitment activity to maximise conversion of current applications and generate new applications for 2017 entry. Initiatives to increase applications and offers and encourage a higher acceptance rate were noted.

Resolved that the report be noted.

1636. Finance Reports:

The meeting received and approved three finance reports which had been endorsed by the Resources Committee.

.1 Outturn 2016/17: Third Review

A written report, which had been submitted to SPCC as well as to the Resources Committee, presented the third outturn review of 2016/2017 with an updated financial projection for the year together with a commentary on performance to the end of April 2017. Appendices provided a summary of the Income & Expenditure Account together with cash management, balance sheet and capital expectations.

It was reported that the original budget had been for a surplus of £1.1m with associated cash generation through operations of £5.7m. The first outturn reassessment had resulted in a substantial negative revision to the original budget, to a projected deficit of £4.1m and associated cash generation through operations of £4m. The second outturn reassessment had resulted in a more positive outlook with the expectation of an accounting deficit of £2m and associated cash generation through operations of £6.1m, some £400k ahead of the original budget expectation.

The latest projections, for the period to the end of April 2017, suggested further improvement to the financial position with the potential accrual of £1m of benefits across a number of budget areas. These benefits would be offset, however, by level 2 and level

3 management restructuring costs estimated at £900k. It was projected, therefore, that the outturn for the year would show cash generation of £6.2m (some £500k ahead of the original budget) and an accounting deficit of £1.9m.

Resolved that the report be approved.

.2 Budget Proposals for 2017/18

The second finance report set out the budget proposals for 2017/2018. Appendices presented the Income and Expenditure Account, Cashflow Forecasts for the Year, Consolidated Balance Sheets, Capital Budget and an analysis of expenditure by area.

It was reported that the main focus of the budget was to be the re-basing of the University's staff cost base. The first iteration of the budget (on a full establishment basis) had indicated that staff expenditure would amount to 67.5% of income, an unacceptable and unsustainable position. It was planned that during 2017/2018 staff costs would be reduced to below 60% of income, the upper threshold set by the Financial Strategy; this was to be achieved by a £7m+ reduction in the staff cost base. It was anticipated that the majority of this reduction will come from a voluntary severance exercise during August 2017, matching the cost of severance with in-year payback. Savings from this exercise were to be supplemented by the disestablishment of existing vacancies and by savings that would accrue from the senior management restructuring undertaken during the current financial year.

The proposed budget provided for cash generation of £6.3m and staff costs (excluding budgeted severance costs of £6m) amounting to 59.1% of income (65.1% of income including severance costs). Assurance was given that student recruitment targets had been set realistically; current indications suggested that overall student number projections would be achieved.

A relatively modest capital programme was proposed to keep capital expenditure and loan servicing costs below the value of cash generated through operations and thereby further strengthen the balance sheet. Subject to the achievement of student recruitment targets, it was anticipated that it would be possible to recommence the construction of phase 2 of the Cyncoed sports complex during 2017/18.

Resolved that the proposed budget be approved and proposals for a voluntary severance round open to all staff be endorsed and the outcomes reported to the next meeting.

.3 Draft HEFCW Financial Forecasts

The third finance report advised members that the University was required to submit financial forecasts for the current year and the four succeeding years to HEFCW as an element of the submission of the annual corporate strategy forecasts. The report provided an overview of the financial forecasts and the trends contained therein over the course of the planning period.

It was noted that the financial forecasts to be submitted this year assumed added importance as they would form part of the submission to HEFCW to obtain approval to enter into a long term financial commitment to develop the School of Technologies. Following HEFCW approval, the forecasts would support the process of obtaining funding for the new School.

It was agreed that the financial forecasts would be reiterated as they progressed through the annual meeting cycle with members' views sought on how the on-going planning for and development of the School of Technologies should be reflected in the forecasts.

It was noted that the draft forecasts had been predicated on a number of factors including:

the exercise to re-base the salary cost base and reduce staff costs;

an assumption that the cap on FTUG fees in Wales would be removed for 2018/2019 and that fees would inflate annually thereafter;

an assumption that a number of new programmes introduced during 2016/2017 and 2017/2018 as part of the portfolio development exercise would reach maturity during the planning period.

Resolved that the draft Financial Forecasts be endorsed for submission to HEFCW.

1637. Policy and Strategy Development and Review

Assurance was given that equality impact assessments had not identified adverse implications in any of the following governance documents for persons with designated personal characteristics.

.1 Prevent Policy

A written report presented the Prevent Policy, initially approved in July 2015 and revised in July 2016, for approval for 2017/18.

The Policy as presented had been reviewed by Academic Board on 9 June 2017, by the Prevent Co-ordination Group on 19 June and by the Nominations & Governance Committee on 20 June. It was submitted that the Policy as approved in 2016 remained compliant with legislation and fit for purpose subject to minor amendments to reflect changes in the senior management structure. In approving the Policy for 2017/18 subject to minor revisions it was agreed that the operation of the Policy and its scope would be reviewed during 2017/18 to move the University's approach to the Prevent agenda from a recognition, report and referral model to a stakeholder and student/staff-based engagement model; this development was understood to enjoy the support of the Westminster and Welsh Governments and HEFCW.

Pending the appointment of a PVC (Student Engagement) and the arrival of the new Deputy Vice-Chancellor (Academic) on 1 September 2017, it was agreed that the responsibilities currently placed by the Policy on the Deputy Vice-Chancellor would be undertaken directly by the Vice-Chancellor.

Resolved that the Prevent Policy be approved for 2017/18 subject to minor revisions and further reviewed during the forthcoming business year.

.2 Student Charter 2017/18

The Student Charter was presented for annual review. In accordance with the requirements of the Funding Council, the Charter as proposed for 2017/18 had been subject to joint review by the University and the Students' Union, including consultation with students and front facing staff, and endorsed by the Students' Union's Officers, the Learning and Teaching Board, Management Board and Academic Board. The Charter

as presented reflected revisions proposed by the Students' Union and front facing staff and required by the provisions of HEFCW Guidance on Student Charters (Circular W17/02HE).

In approving the Student Charter for 2017/18, it was agreed that further consultation would be held during 2017/18 on the contents, presentation and methods of dissemination of the Charter.

Resolved that the Student Charter as revised be approved for 2017/18.

.3 **Space Management Policy**

The meeting approved proposals for a Space Management Policy which had been endorsed initially by the Resources Committee in March 2015 and implemented partially at that time pending full implementation on the appointment of a Strategic Space Manager. Following appointment in April 2017, the Strategic Space Manager had reviewed the Policy and concluded that the Policy framework and the data within the Policy remained relevant and that the Policy was fit for full implementation for the academic year 2017/18.

It was confirmed that the Policy had been further considered and endorsed by the Resources Committee on 14 June 2017.

Resolved that the policy as presented be approved for the three-year period 2017 – 2020.

.4 **Risk Management Policy**

As endorsed by Management Board (acting as the Risk Management Committee) and the Audit Committee, the meeting received and endorsed a revised Risk Management Policy. The new Policy required the drafting of a formal and detailed Risk Management Implementation Plan to operate alongside the Policy.

It was noted with approval that the proposed Policy introduced mechanisms to enhance corporate governance by giving greater agency to the Board of Governors to set a robust approach to risk management and by realising the advantages of formal integration of risk management activity with strategic planning processes and performance management.

Resolved that the proposed Risk Management Policy be approved for the three-year period commencing on 1 August 2017.

.5 **Procedure for Award of Professorial Title to Designated Senior Post-Holders**

A written report presented for approval a procedure whereby the governing body could award professorial title to a senior post-holder.

Assurance was given that the proposed procedure mirrored the procedure set out in the Academic Handbook for use by an Appointing Committee of the Professorship and Readership Committee and had been endorsed by the Nominations & Governance Committee.

It was noted that following approval the procedure would be utilised for the award of professorial title for the new Deputy Vice-Chancellor (Academic) and, subject to formal appointment, the new PVC Cyncoed & Executive Dean of the Cardiff School of Sport & Health Sciences.

Resolved that the procedure for the award by governors of professorial title to designated senior post-holders be approved as presented and reviewed not later than the Summer Term 2020.

1638. Governance Report

This Clerk's periodic report summarised developments in the University's governance arrangements since April 2017.

.1 Board and Committee Membership

It was reported that the following governors were to retire from the Board of Governors on 31 July 2017 on the expiration of their terms of office:

Mr. John Foster Thomas, independent governor
Mrs. Monnaza Hassan, independent governor
Rev Canon Robin Morrison, independent governor

and that Baroness Jenny Randerson (independent governor) had indicated her intention to resign from the Board on 31 July to take up an honorary position at Cardiff University and Mr. Phil Davies (independent governor) had resigned from the governing body for business and personal reasons earlier in the term.

In accordance with the approved procedure the Nominations & Governance Committee had conducted informal interviews with a short-list of five candidates from the 19 applications received and recommended the appointment of the following three candidates as independent governors for three-year terms commencing on 1 August 2017:

Mrs Sian Goodson – senior search professional and Managing Director of Goodson Thomas Ltd, an executive search and corporate insight business;

Professor Dr Kelechi Nnoaham – expert in clinical medicine and public health and Executive Director of Public Health, Cwm Taf University Health Board;

Dr Christopher Turner – retired university manager with special interest in governance and academic quality and former Academic Registrar and Director of Governance and Compliance, Cardiff University.

Copies of the application forms were available at the meeting.

It was noted that acceptance of the above recommendations, which were approved, left two vacancies against establishment for independent governors from 1 August 2017. The Committee was to reconvene during the Autumn Term 2017 to give further consideration to applications received and, if necessary, seek further applications.

Staff elections held during the Summer Term 2017 had resulted in the following appointments from 1 August 2017:

Academic Staff Representative: Mr Malcolm James, Senior Lecturer in Accounting and Taxation, Cardiff School of Management – first term of office in succession to Dr Matt Waring;

Professional Staff Representative: Ms Jo Berry, Registry Operations Manager (Assessment and Awards) – second term of office.

It was agreed that Mr. James and Ms. Berry would be appointed as co-opted governors for three-year terms commencing on 1 August 2017.

As reported to the last meeting, elections held by the Students' Union during the Spring Term 2017 resulted in the following appointments for 2017/18:

Students' Union President: Mr. Will Fuller;

Students' Union Vice-President: Mr. leaun Gardiner.

As a consequence of retirements and resignations a number of vacancies on committees would arise from 1 August 2017:

Resources Committee: three members and its Chair;

Strategic Planning & Performance Committee: two members;

Remuneration Committee: one member;

TNE Committee: two members;

Nominations and Governance Committee: one member;

Honorary Awards Committee: two 'lay' members.

In accordance with the aforementioned vacancies and the appointment of new governors from 1 August 2017, the following appointments to Committees were made from 1 August 2017:

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Resources Committee:

Chair: Ms Nicky Amery

Members: Mrs. Sian Goodson, Professor Kelechi Nnoaham and Dr. Christopher Turner;

Strategic Planning & Performance Committee:

Member: Mr. Frank Holmes

Remuneration Committee: Mr. Umar Hussain;

TNE Committee:

Members: Dr. Christopher Turner and Mr. Will Fuller;

Nominations & Governance Committee:

Members: Ms. Katy Chamberlain;

Honorary Awards Committee:

Members: Ms. Nicky Amery, Mrs. Sian Goodson, Mr. Malcolm James and Mr. leaun Gardiner;

.2 Paperless Meetings

It was reported that software problems had impeded progress under the paperless meetings project which had been rescheduled for full implementation during the Autumn Term 2017. Individual support for governors would continue to be provided by members of the Secretariat.

.3 Reviews of Effectiveness

It was agreed that the next meeting of the Nominations & Governance Committee would be asked to approve arrangements during 2017/18 for a follow-up review of the last full review of the effectiveness of the Board of Governors and reviews of effectiveness of the TNE Committee and the Remuneration Committee.

4. Governor Training

Details were provided of Leadership Foundation training activity and support for governors. Copies were tabled of the Foundation's Governor Development Programme and Governance Support publication for 2017/18.

5. Prevent

It was reported that the Prevent Co-ordination Group had met on 19 June 2017. Significant items of business had included the on-going development of the risk register and the annual review of the Prevent Policy (min. 1637.1 above refers). The Group was next scheduled to meet during September and November 2017 (dates to be fixed).

7. HEFCW Circulars

Details were provided of Funding Council Circulars issued since March 2017.

Resolved that:

- .1 the report be noted, and
- .2 appointments to the Board of Governors and to Committees be made as recorded above;
- .3 arrangements be made for reviews of effectiveness as agreed above.

1639. Any Other Business

.1 Restricted Business

Resolved that the following items would retain restricted status:

Risk Management
Outturn 2016/17: Third Review
Budget Proposals 2017/18
HEFCW Financial Forecasts
Transition to New Management Structure

The business of the private meeting recorded under minute 1641 below was treated as restricted and transacted in the presence of independent and non-staff/student co-opted governors (hereinafter 'lay governors'), the President & Vice-Chancellor and Secretary & Clerk only. The private meeting confirmed the restricted minutes of the meeting of 11 April 2017, considered in detail the business and findings of the meeting of the Remuneration Committee held earlier on 4 July 2017 and reviewed progress under the transition to a new senior management (Levels 2 and 3) structure from 1 August 2017.

Part B

1640. FOR INFORMATION

The meeting received for information:

- .1 the confirmed minutes of the Academic Board meeting of 28 April 2017;
- .2 the rolling calendar of meetings for the period Autumn Term 2017 to Autumn Term 2018.

1641. RESTRICTED MINUTES – OPEN SUMMARY

The private meeting attended by lay governors and the President & Vice-Chancellor:

confirmed the restricted minutes of the meeting of 11 April 2017;

considered in detail the business and findings of the meeting of the Remuneration Committee held earlier on 4 July 2017 which had focussed on senior staff restructuring and had deferred annual consideration of performance, assignments and remuneration to a date to be fixed in the Autumn Term 2017;

received written and oral reports on the transition to a new senior management structure (Levels 2 and 3) from 1 August 2017 including progress in negotiations on severance agreements;

approved recommendations for the appointment of a PVC (Student Engagement and a PVC Cyncoed & Executive Dean of the Cardiff School of Sport and Health Sciences subject to the conclusion of contractual negotiations and receipt of satisfactory references.

END