

CARDIFF METROPOLITAN UNIVERSITY

BOARD OF GOVERNORS: TUESDAY, 9 OCTOBER 2018

CONFIRMED MINUTES

Present: Baroness Finlay of Llandaff (Chair), Professor C.C.Aitchison (President & Vice-Chancellor), Ms.J.Berry, Mr.I.Gardiner, Mrs.S.Goodson, Ms.S.Hay, Mr.U.Hussain, Dr.S.Jackson, Dr.M.James, Dr.K.Nnoaham, Mr. J. Nottingham, Dr.K. Thirlaway and Dr.C.Turner.

Attendance: Ms. J. Boddington (PVC Student Engagement), M. J. Cavani (Director of Marketing and External Relations), Professor S. Hanton (PVC Research & Innovation), Mr. D. Llewellyn (Director of Finance), Professor J. Platts (Dean of the Cardiff School of Technologies), Professor L. Robinson (PVC Cyncoed and Executive Dean of the Cardiff School of Sport and Health Sciences) and Mr.R.D.G.Walters (Secretary & Clerk to the Governors).

Before the commencement of formal business a welcome was extended to Ilora Finlay, Baroness Finlay of Llandaff, the new Chair of the Board of Governors and independent governor. A welcome was extended also to Dr. Katie Thirlaway (Academic Board Representative) and Mr. Jon Nottingham (Students' Union Vice-President for 2018/19).

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

Part A

1715. Apologies for Absence

Apologies for absence were received from Ms. N. Amery, Mr. G. Davies and Mr. G. Hardacre.

1716. Appointment of Academic Board Representative

At the commencement of formal business it was agreed to give early consideration to the appointment of the Academic Board Representative on the Board of Governors for the three-year period 2018/19 to 2020/21. The meeting approved the recommendation of Academic Board that Dr. Katie Thirlaway, Deputy Dean of the Cardiff School of Sport and Health Sciences, be appointed as the Academic Board representative on the Board of Governors and a member of the Nominations & Governance Committee.

A further appointment to the Board of Governors, of Mr. Nick Capaldi, is recorded at min. 1728 below.

Resolved that Dr. Katie Thirlaway be appointed as the Academic Board Representative for the three-year term 2018/19 to 2020/21 and as a member of the Nominations & Governance Committee.

1717 Declarations of Conflict of Interest

There were no declarations of direct or indirect pecuniary and non-pecuniary conflict of interest.

1718. Minutes of the Board of Governors: 3 July 2018

The minutes of the meeting of 3 July 2018 were confirmed as a correct record and signed. There were no matters arising from the minutes.

1719. Standing Items:

.1 Report of the Chair

The Chair presented her first periodic written report to the Board of Governors.

The report set out meetings and events attended since the Chair's appointment on 1 August 2018 and Chair's Action taken on 24 August 2018 to authorise the Vice-Chancellor to sign the severance agreement with the former PVC (International) on behalf of the University with effect from 1 September 2018

A summary was presented of the Governors' Away-Day held on 8 October 2018 which had discussed *inter alia*:

changes to the calendar of meetings from 1 January 2019;

the intention to establish a mechanism for rolling links for all governors individually with Schools and Units;

the intention, as is customary, to provide a formal induction programme for new governors to come into effect after the anticipated appointment of two further governors on 27 November 2018;

the intention to support the induction programme by individual buddying arrangements for new governors;

the request for the use of graphs wherever appropriate for the presentation of numerical data;

following the model introduced by the Resources Committee, the proposal to divide areas of business between governors in accordance with skills and experience;

affirmation of individual governors' adherence to the Nolan Principles.

Details were provided of the forthcoming meetings of Chairs of Universities Wales during the afternoon of 9 November, which was to be preceded by a morning meeting that day with the Welsh Government's Cabinet Secretary for Education, and of the Committee of University Chairs 2018 Autumn Plenary to be held in London on 11 and 12 October.

It was reported that the meeting of the Strategic Planning & Performance Committee scheduled for 25 September 2018 had been cancelled because of lack of business; the Committee was scheduled to meet next on Tuesday, 13 November 2018.

The written report set out summary details of The Higher Education Commission Report *Staying Ahead: are international students going down under?* and of the All-Party Parliamentary Group on Suicide and Self-Harm Prevention which worked to raise awareness within Parliament and encourage discussion and debate of all issues involved in suicide and self-harm prevention.

Resolved that the report be received

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

The Vice-Chancellor's first periodic report for 2018/19 covered:

A review of 2017/18;

Strategic priorities for 2018/19;

recent and current sector policy developments (including sector challenges, initiatives from Universities UK, sector data on student suicides and incidents of staff-to-student sexual misconduct, and initiatives from Universities Wales: Study in Wales),

Executive leadership appointments and staff changes;

structural change in line with the Strategic Plan;

Professional Services Review - implementation of recommendations, follow-up discussions with Professional Services Departments and proposals for review of the University Secretariat and the International and Partnerships Office (IPO) – it was noted that Professor Leigh Robinson, PVC Cyncoed and Executive Dean of the Cardiff School of Sport and Health Sciences, had assumed temporary responsibility for the IPO and for review of TNE activity and the culture and operation of the University's overseas partnership arrangements;

external engagement activity.

On the recommendation of an independent governor it was agreed that arrangements would be made for a governors' briefing session later in the Autumn Term 2018 to receive presentations and have more detailed discussions on a number of items including the Staff Health & Wellbeing Survey (which had received the highest ever participation rate), the NSS Survey, league tables and the Professional Services Review

Resolved that the contents of the report be noted.

.3 **Report of the Students' Union President**

The Students' Union's President presented his first report which provided an update on the activity of the Students' Union since the last meeting.

The report provided details of successful recruitment and training activity for School Representatives and part-time officers for 2018-2019 and the recruitment of a Student Life Co-ordinator to support students to have a sense of belonging and engage with the Students' Union and the wider student experience. It was suggested that the Student Life Co-ordinator could provide a useful link between the governing body and individual students, demonstrating that governors were concerned to support students individually and collectively and enhance the student experience.

Details were provided also of activity during Induction Week, held during the week commencing 17 September 2018, and plans for the coming year.

Resolved that the contents of the report be noted

1720. Draft Outturn 2017/18: Final Review

A written report provided the final outturn report for 2017/2018 based on the financial results for the year which remained subject to confirmation by the University's external auditors. Appendices presented the summary Income & Expenditure Account and summary details of cash flow, the Balance Sheet and the capital programme.

The actual outturn for the year showed delivery of cash through operations of £9.4m, an accounting surplus of £3.4m and staff spend as a % of turnover of 58.0% (excluding severance costs of £5.3m).

It was noted that the £1.3m improvement in cash generation was the result of three main factors. Some £250k was accounted for by a combination of modest improvements in performance in relation to central income streams, including tuition fees, central grants, research & innovation activity and commercial services activity. A further £220k was accounted for by a net underspend against School and Departmental allocations. The balance of c. £870k was the result of a significant increase in the volume of and contribution from TNE activity. It was reported that these three factors, combined with a £1m reduction in the non-cash pension deficit charges, had delivered the £2.3m improvement in the accounting surplus.

Resolved that the report be noted.

1721. Student Recruitment Update: 2018

A written report presented a summary of student recruitment for 2018/19. It was reported that the University had performed satisfactorily in respect of Home/EU Undergraduate Full-time recruitment notwithstanding a 6.3% drop in applications to full-time undergraduate programmes through demographic dip and more vigorous local competition. It was noted that a more aggressive offer policy had recovered the potential volume of students to a similar level as in the previous year with offers up by 4.2%. As a consequence, acceptances in the main offer round had been up slightly on the prior year. It was anticipated that Clearing acceptances would finish approximately 100 students down on the prior year.

Details were provided on current expectations regarding PGCE numbers, postgraduate applications and overseas recruitment.

It was emphasised that target numbers had to be realistic and achievable, that care should be taken to protect the levels of tariff entry points and that delivery of new programmes was essential to the achievement of student number projections. Attention was drawn to the challenges to recruitment presented by the current condition of certain parts of the estate. The meeting noted the requirements to reduce reliance on clearing, increase brand building capacity and broaden the University's attractiveness to under-represented groups and those who would require additional support (including young and single parents and care leavers).

Resolved that the report be noted

1722. New Programme Developments

A written report set out the University's ambition to increase the Cardiff-based student population from 10,101 in 2016/17 to 14,483 by 2022/23, examined the reasons for flat-lining of recruitment over recent years and presented plans for new programmes in the years 2018/19, 2019/20 and 2020/21.

Assurance was given that new programmes would be subject to review annually and that consideration would be given to close programmes which failed to recruit and retain at appropriate levels.

Resolved that the report be received.

1723. One Cardiff Met: Update on Cardiff School of Technologies

A briefing paper presented a summary of the current situation regarding the development of the new Cardiff School of Technologies (CST). Central to this development was the portfolio of programmes which formed the School's key income generator.

The paper provided a brief narrative summarising the development of the CST project, the current situation regarding the Central Quay development and progress in matters relating to portfolio, resources, marketing and recruitment. The paper outlined the immediate needs for the overall school development project and examined issues relating to student demand, employer need and the resources required to develop and deliver the new programmes.

The meeting noted the need to accelerate the process for the appointment of key staff, to agree the optimum use of staff resource, to identify potential interim accommodation and to maximise the opportunities presented by degree apprenticeships.

Resolved that the report and the current position regarding the development of the new School be noted

1724. University League Table Performance Summary Review 2017/18

A written report provided an analysis of league table rankings published during the academic year 2017/18. The report examined the results, the reasons behind performance, positions and changes and comparative performances across the Welsh and UK sectors. Although emphasis was placed on the major UK league tables, consideration was given also to annual rankings from environmental action groups, private student surveys and progress towards listing in World University Rankings.

It was noted that the timing of each publication determined that the datasets underlying the rankings were not consistent. The Times Guide, published in September, used NSS Student Satisfaction data from 2018 and DLHE Employability data from 2016/17. The Complete University and Guardian guides were published earlier in the year and thus used NSS data from 2017 and DLHE data from 2015/16.

It was noted that after a period of consistent improvement, 2018 had experienced a decline in ranking in all tables. The meeting considered the reasons for the changes in 2018, noted the inconsistencies in methodologies and the reasons for the positioning of Cardiff Met overall, and noted the generally lower rankings for the post-92 sector in comparison with the pre-92 sector. The meeting noted the areas identified in the report where the University would need

to improve to attain the status of a top 50 university and the intention to improve capacity and capability in data collection and analysis.

Resolved that the report be received.

1725. National Student Survey Results 2018

A written report provided an overview of student survey feedback across the 2017/18 academic year, with particular emphasis on the University's performance in the National Student Survey (NSS) 2018. The report detailed reported performance and identified new and ongoing enhancement opportunities to improve outcomes for all years, with a particular emphasis on addressing issues ahead of the 2019 NSS. It was agreed that additional student-focused activity to encourage participation would be directed at first and second year students.

In summary, the University had seen a marginal decrease in Overall Satisfaction to 83% (from 84%) and a fall, albeit not significant, across all thematic areas.

As in previous years, HEFCW had written to the University to discuss the NSS results and had requested a response and action plans for any subject areas with under 70% overall satisfaction for two years running. This response had been provided on 18 September 2018.

Resolved that the report be received and planned actions noted.

1726. Health & Wellbeing Survey 2018: Outcomes

A written report provided a summary of the outcomes of an analysis of the 2018 Staff Health and Well-being Survey undertaken in May 2018. This had included an examination of the Health and Safety Executive's (HSE) Stress Management Standards element of the 2018 staff health and well-being survey. In comparison with results from 2016, the outcomes suggested a general fall across the University in those aspects of organisational management known to feature in work-related stress. However, results from this element of the survey were largely in line with outcomes from staff surveys conducted during 2010, 2012 and 2014. The survey also identified declines in staff perceptions of the effectiveness of communication at the University and of feelings of being valued.

It was confirmed that a full report on the findings from the 2018 Staff Health and Well-being Survey would be published later in the Autumn Term 2018 and presented to governors as soon as available. A working group was to be convened to develop a corporate action plan and a more detailed analysis of survey outcomes broken down by School and Unit provided to respective Deans, Directors and Heads to enable survey outcomes to be considered and actions developed at a local level commensurate with corporate-wide responses.

Resolved that:

- .1 the report be noted;
- .2 survey outcomes be presented to governors at the earliest opportunity.

1727. Policy and Strategy Approval and Review

.1 Approval of People Strategy 2018/18 – 2022/23

The meeting received a further iteration of the People Strategy 2017/18–2022/23 (formerly the HR Strategy) which was endorsed in principle by the Board of Governors on 3 July 2018 subject to further development. Following feedback from the presentation of an initial draft of a draft Human Resources Strategy to Management Board on 5 June 2018, the Strategy had been renamed as the People Strategy and redesigned to be more ambitious and broader in its scope. Subsequently the draft People Strategy had been presented to the Strategic Planning & Performance Committee on 19 June 2018 and endorsed at Management Board on 4 September 2018.

The outcomes of a positive equality impact assessment had been reported to the governing body in July 2018.

Resolved that the People Strategy be approved for the period 2018/19 to 2022/23.

.2 Review of Senior Staff Severance Policy

The Remuneration Committee presented proposals for revision to the Senior Staff Severance Policy to reflect experience of the operation of the Policy in the period Summer 2017 to date and most significantly to extend its scope to cover all senior staff. The proposed revised version took account of advice received from the University's legal advisers and had been endorsed by the Remuneration Committee at its meeting on 17 September 2018. In particular, as signalled to the Board of Governors on 27 March 2018 (min. 1690 refers), the revised Policy restricted agreements to one year's salary (without specific recourse to the Board of Governors) and extended its scope to cover staff at Level 3.

Assurance was given that an equality impact assessment had not identified any adverse implications arising from the policy revisions for any of the personal characteristics.

Resolved that proposals for a revised version of the Senior Staff Severance Policy be approved.

.3 Openness Policy - review

The Openness Policy was presented for periodic review. There were minor revisions only to the Policy which had been last revised during 2012/13 and approved by the Board of Governors on 26 March 2013. Following a review of how the policy impacted on individuals with protected characteristics, changes had been made in 2012/13 to reflect the requirement for information to be made available in accessible formats.

The draft revised policy had been endorsed by Management Board on 2 October 2018 and had been made subject to an equality impact assessment.

Resolved that the revised Openness Policy be approved.

1728. Governance Issues

A written report presented the periodic overview of current governance issues, made recommendations on the appointment of two new governors (min. 1716 above records the appointment of Dr. Katie Thirlaway as the Academic Board representative for the three-year term 2018 – 2021 with immediate effect) and on revisions to the Remuneration Committee's Terms of Reference, and presented a summary open report on the business of the Remuneration Committee meeting of 17 September 2018 (min. 1732 below refers).

In accordance with a recommendation made by members of the Nominations & Governance Committee, the governing body was pleased to agree the appointment of Mr. Nick Capaldi, Chief Executive of the Arts Council for Wales since 2008, as an independent governor for an initial three-year term commencing forthwith. In addition, Mr. Capaldi was appointed as a member of the Resources Committee.

Additional to the report was notice of recent receipt of Advance HE Guidance to support the induction of new governors. Copies of the guidance were provided for the information of all governors.

It was agreed that an approach would be made to Advance HE with a view to facilitation of the next full review of the effectiveness of the Board of Governors to commence during the Spring Term 2019.

Resolved that:

- .1 the report be noted;
- .2 in addition to the appointment of Dr. Katie Thirlaway as Academic Board Representative, Mr. Nick Capaldi be appointed as an independent governor for the three-year term 2018 – 2021 with immediate effect; and as a member of the Resources Committee;
- .3 revised Terms of Reference for the Remuneration Committee be approved.

1729. Any Other Business

- .1 Restricted Business

Resolved that the following items retain restricted status:

Outturn Final Review
Student Recruitment
One Cardiff Met Update
NSS Results

Part B

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

1730. Clerk's Annual Report: 2017/18

The Clerk's fifteenth Annual Report, for the year 2017/18, summarised the composition, structure and operation of the Governing Body and its compliance with the Instrument and

Articles of Government and certain legislative requirements 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 2017/18.

Resolved that the Annual Report be received.

RESTRICTED BUSINESS

Independent and non-staff/student co-opted governors in private session (with the Secretary & Clerk in attendance).

1731. Restricted Minutes of the Meeting of 3 July 2018

The restricted minutes of the meeting of 3 July were presented for approval.

Resolved that the restricted minutes be approved and signed.

1732. Report on the business of the Remuneration Committee meeting of 17 September 2018

An oral report covered the business of the most recent meeting of the Remuneration Committee. The Committee had:

reviewed the Committee's Terms of Reference (as presented to this meeting for approval – min. 1728 above refers);

reviewed senior staff performance during 2017/18 and determination of salaries for the three Pro Vice-Chancellors and the Secretary & Clerk for 2018/19 – the determination of 2018/19 salaries for the Vice-Chancellor and the Deputy Vice-Chancellor were deferred to the next meeting to allow for completion of annual performance appraisals;

endorsed a framework for the first Annual Senior Staff Remuneration Statement for issue alongside the Annual Report & Statutory Accounts by the end of 2018;

endorsed revisions to the Senior Staff Severance Policy (min. 1727.2 above refers).

In addition to receipt of the draft minutes, the private meeting noted determination of salaries for 2018/19 for the three Pro-Vice-Chancellors and the Secretary & Clerk and discussed and noted arrangements to cover the long-term sickness absence of the Deputy Vice-Chancellor.

The meeting's gratitude was recorded for the work of the Board's Vice-Chair in relation to the settlement of recent severance agreements.

Discussions continued to agree a job description for the new Level 2 position of University Secretary & Clerk to the Governors which would provide the post-holder with two reporting lines, as University Secretary to the Vice-Chancellor and as Clerk to the Governors to the Chair.