

Cardiff Metropolitan University

Board of Governors: 27 November 2018

Confirmed Open Minutes

Present: Ms.N.Amery (Vice-Chair), Ms.J.Berry, Mr.N.Capaldi, Mr.I.Gardiner, Ms.S.Hay, Mr.G.Hardacre, Mr.U.Hussain, Dr.S.Jackson, Dr.M.James, Mr. J. Nottingham, and Dr.K. Thirlaway.

Attendance: Ms. J. Boddington (PVC Student Engagement), 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 Mr. Nick Capaldi, independent governor, who was attending his first meeting of the Board of Governors since his appointment in October 2018.

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

Part A

1733. Apologies for Absence

Apologies for absence were received from Baroness Finlay of Llandaff (Chair), Professor C.C.Aitchison (President & Vice-Chancellor), Mr.G.Davies, Mrs.S.Goodson, Mr.F.Holmes, Dr.K.Nnoaham and Dr.C.Turner.

It was noted that the absences of the Chair and Vice-Chancellor had been occasioned by urgent parliamentary business and by participation in a delegation of senior officials from UK higher education institutions to Pakistan organised by the British Council respectively.

1734. Declarations of Conflict of Interest

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

1735. Minutes of the Board of Governors: 9 October 2018

The minutes of the meeting of 9 October 2018 were confirmed as a correct record, subject to minor typographical errors, and signed. There were no matters arising from the minutes.

1736. Standing Items:

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

.1 **Meetings and Events**

The Chair's written report presented details of meetings and events attended since the last meeting.

.2 Chair's Action

The Chair had waived Standing Orders to allow the Strategic Planning & Performance Committee meeting on 13 November 2018 to proceed in the absence of quorum of four members and for business to be transacted by the three members present.

.3 Strategic Planning & Performance Committee: 13 November 2018

Draft minutes of the most recent meeting of the Strategic Planning & Performance Committee (SPPC) were presented for information. Items of Committee business not on the Board's agenda were the annual review of the Committee's Terms of Reference, an update on student recruitment and retention and the annual report on Fee & Access Plan monitoring.

.4 Governors' Briefing Session: 13 December 2018

It had been agreed at the last meeting (min. 1719.2 *supra* refers) that a Governors' Briefing Session would be arranged later in the term to receive presentations and have more detailed discussions on a number of items on the agenda for that meeting including the Staff Health & Wellbeing Survey, the NSS Survey, league tables, student engagement and experience and the Professional Services Review. It was reported, however, that following receipt of the most recent version of HEFCW's 2018/19 Institutional Risk Review Letter (min. 1743.1 below refers) and a letter dated 30 October 2018 headed *Request to increase the University's financial commitments threshold* from the Funding Council's Chief Executive, the focus of the briefing session arranged for 13 December 2018 had changed to the development of the Cardiff School of Technologies and particularly the request to increase the University's financial commitments threshold. It was agreed that sufficient documentation would be issued to governors before the meeting to enable written contributions by governors unable to attend and informed discussion at the meeting on the issues raised by the Funding Council in preparation for a comprehensive response. It was agreed further that the briefing session would be followed by a special meeting of the Board of Governors early in 2019, to which members of the Funding Council could be invited, to finalise the response to the Funding Council's letter.

Alternative arrangements were to be made for the briefing session as originally planned to be held in the New Year on the items of business identified at the last meeting. Confirmation was given that full details of the Staff Health & Well-Being Survey had been disseminated to members and that themes arising out of the recent Health & Well-Being Roadshows would be presented to the re-scheduled briefing session.

.5 CUC Plenary Meeting in London on 11 and 12 October 2018

CUC's Autumn Plenary 2018 had been held in London on 11 and 12 October. The Chair attended on the first day and the Vice-Chair on the second day. The theme of this Plenary had been *Future Direction and Purpose*, with sessions on the changing nature of the HE landscape and the key issues shaping the sector's future. A useful presentation

was received on the overall serious state of pension deficits across the sector.

.6 Meeting of ChUW in Cardiff on 9 November 2018

It was reported that the Chair was a member *ex officio* of Chairs of Universities Wales (ChUW) and that the Vice-Chair was the University's second member. The business of the meeting held on 9 November 2018 had included a review of the meeting held earlier that day with the Cabinet Secretary and discussions on reform of the Post-compulsory Education and Training Sector and the Welsh Government's draft budget for 2019-20.

.7 Induction of New Governors

An initial induction session for new governors appointed during the Autumn Term 2018 was to be arranged for January 2019. Initial induction training was to be supported by individual "buddying" arrangements and, later in the business year, pan-Wales Stage 2 induction presented by Advance HE supported by the Welsh Clerks' and Secretaries' group.

8. Linking governors with Schools and Units

It was agreed that governors could be linked on a temporary basis to a School or Unit to gain a better understanding of the work of the various areas of the University. Governors were to be invited after the meeting to indicate their preferences to enable an initial list of links to be drawn up for operation during the remainder of 2018/19.

Resolved that the report be received

.2 Report of the Vice-Chancellor

The Vice-Chancellor's written report was presented in her absence by the PVC Cyncoed & Executive Dean of the Cardiff School of Sport and Health Sciences.

The report provided details of interim arrangements to cover the Deputy Vice-Chancellor's duties while that post-holder remained on long-term sick leave and the duties of the PVC (International) following that post-holder's departure on 1 September 2018. Proposal for recruitment to the Level 2 post of University Secretary had been discussed informally by members of the Remuneration Committee and others on 2 November 2018 and were to be further discussed formally by 'lay' governors in private session at the end of this meeting and by Remuneration Committee on 13 December.

Also provided were details of the Vice-Chancellor's external engagements since the last meeting.

Resolved that the report be received.

.3 Report of the Students' Union President

The written termly report provided members with an update on Students' Union activity and developments since the last meeting. Also presented were the Annual Audited Accounts for 2017/18 and the Budget for 2018/19 as presented to the Resources Committee on 15 November 2018.

It was reported that the Accounts, which showed a year-end surplus of £17,661, had been fully consolidated to include the performance of Futura Marketing & Promotions Ltd, a wholly owned trading subsidiary of the Students' Union. The budget remained as previously submitted to the Resources Committee with a year-end projected surplus of £19,428.

The meeting noted the recent appointment of a Student Life Co-ordinator and agreed that a proposal would be drawn up, centred on the role of the Student Life Co-ordinator, for the establishment of links between the Governing Body, the University's Executive and the Students' Union.

Resolved that:

- .1 the termly report be noted;
- .2 the Annual Audited Accounts for 2017/18 and the Budget for 2018/19 be approved.
- .4 **Unconfirmed Minutes and Summary Reports by Committee Chairs:**

The meeting received draft minutes of the business of the SPPC meeting of 13 November 2018 (min. 1736.1.3 above refers) and of the Resources Committee meeting of 15 November 2018. The oral report of the business of the Resources Committee had covered business not on the Board's agenda, viz. the Vice-Chancellors' membership of the Resources Committee, introduction of a standing item on the cost of and risks presented by the three pension schemes, improvement in the ratio of staff costs of total income to 58% and the establishment of a Health and Wellbeing Group chaired by the PVC Cyncoed & Executive Dean of the Cardiff School of Sport and Health Sciences.

The meeting of the TNE Committee originally scheduled for 13 November 2018 had been rescheduled for 6 December 2018.

1737. University Risk Register

A written report, which had been considered by Audit Committee, provided the termly opportunity for members to evaluate the implementation of the Risk Management Policy and the effective mitigation of risks related to the objectives of the Strategic Plan.

Corporate, School, Directorate and Unit Risk Registers had been reviewed in accordance with the Risk Management Policy and Divisional Risks scoring 16 or above had been reported to Management Board. Details of risks reported to Management Board and of risks where scores exceeded appetite were presented in the report. It was confirmed that VCEG was to give detailed consideration to each of the corporate risks during December 2018, to current practice regarding horizon scanning and to the risk management methodology generally.

The meeting acknowledged increasing concern by the Audit Committee and the Internal Auditors at the delay in appointing a risk manager since the resignation of the previous post-holder earlier in the year. It was noted that although the Internal Audit Risk Management and Corporate Governance review had provided two substantial assurance ratings, there remained concern that the continuing lack of a risk manager to encourage and support the monitoring and management of risks could lead to a rapid deterioration in performance. Members recommended that the appointment of a risk manager be separated from the outcomes of the Professional Services Review

and an appointment made as soon as was practicable. It was suggested also that Management Board be invited to take a detailed look at corporate and divisional risks and to report its findings to the Spring Term 2019 meetings of the Audit Committee and the Board of Governors.

Resolved that:

- .1 the contents of the report and in particular increasing concern at delay in the appointment of a risk manager to be noted;
- .2 a recommendation be made to the Vice-Chancellor that a risk manager be appointed at the earliest opportunity.

1738. Strategic Plan

.1 Annual Progress Review 2017/18

.1 Review of Progress against Targets: University

The meeting received a report originally presented to the Strategic Planning & Performance Committee on 13 November 2018. The report provided an update on performance for 2017/18 against the total of 55 Measures of Success and Performance Indicators identified within the University's Strategic Plan for the period 2017/18 to 2022/23.

It was noted that the Strategic Plan identified 20 Measures of Success and a further 35 Performance Indicators grouped in four categories: i) Financial Sustainability, ii) Student Numbers, Engagement and Outcomes, iii) Research and Innovation and iv) Staff. It was reported that the measures of success and performance indicators had been selected as 'stretch targets' and that the challenging nature of the targets had been designed to push staff performance towards the delivery of the ambitious strategic plan and its goals of significant and rapid growth, diversification and improvement.

The report demonstrated that the University had met 34 of the 55 targets in full and had achieved performance within 10% of target in a further eight targets. A total of 11 targets had not been met and outcomes in relation to two targets were awaited. An appendix provided full details of the RAG-rated breakdown of the University's performance against each of the four categories.

In accordance with recommendations in the report, SPPC had agreed and the meeting endorsed proposals to revise the following metrics:

separation of PhD completion rates for Cardiff-based PhD students and partner-based PhD students;

graduate start-ups, spin-outs and social graduate start-ups, spin-outs and social enterprises be listed as single year targets rather than cumulative targets;

international academic and professional staff percentage targets be modified to reflect the impact of Brexit and re-presented to the Board for approval.

It was agreed that consideration would be given to 'capture' dates to seek to provide more up-to-date data and that a change model would be developed to demonstrate activity in areas where performance needed to improve. It was agreed further that a future meeting would receive a position paper from the PVC (Student Engagement) on "good degree" outcomes, grade inflation and risk.

Resolved that:

- .1 the report be received;
- .2 revisions to metrics listed above be endorsed as recommended by the Strategic Planning & Performance Committee;
- .3 a report on good degree outcomes, grade inflation and risk be presented to a future meeting.

.2 **Review of Progress against Targets: Schools**

A second report, which had been presented at the request of SPPC, provided an update on performance against the Measures of Success and Performance Indicators at school level.

An appendix provided a RAG-rated breakdown of every School's performance against each of the measures and indicators published alongside the Strategic Plan; a performance scorecard was provided for each School. All items had been measured in the same way as for the University and all targets designed to ensure co-ordination with University goals. It was acknowledged that not all Schools contributed equally on every measure but that a balance of activities would ensure the delivery of the strategic plan objectives.

Resolved that the report be received.

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

A written report provided the governing body with the opportunity to note and comment upon a draft Strategic Planning and Engagement Document (SPED) for 2017/18 in accordance with the HEFCW requirement for the University to provide an annual SPED reporting its contributions to the objectives set out in HEFCW's own Corporate Strategy.

The University's 2017/18 review of performance against targets was presented in the context of the University's Corporate Strategy. All SMART targets had been derived from the University's Measures of Success and Strategy Performance Indicators. It had been acknowledged by SPPC that the University's level of performance for 2017/18 had been broadly positive; explanations had been provided where the University had failed to achieve the targeted level of performance.

It had been agreed at SPPC that consideration would be given to developing a revised format of the progress report for future years to enable, *inter alia*, comparisons with performance in earlier years.

Resolved that the Strategic Planning and Engagement Document be approved for submission to HEFCW

.3 Strategic Projects Register: Termly Review

This report provided the Board with an annual review of progress relating to the Strategic Projects identified for 2017/18 and a first termly review of progress under Strategic Objectives for 2018/19.

The former report provided the contextual narrative to accompany the review of the Measures of Success and Performance Indicators presented under the item at minute 1738.1 above. The latter report provided an update on the Vice-Chancellor's Executive Group's 2018/19 work plans and progress achieved to date in the current business year. The work plans identified the enabling projects which had been designed to support the delivery of the University's Strategic Plan and had been presented earlier in the term to the Remuneration Committee.

Resolved that the report be received.

1739. Cardiff School of Technologies: Progress Report

This item presented a letter from HEFCW's Chief Executive dated 30 October 2018 headed *Request to increase the University's financial commitments threshold* (Min. 1736.1.4 above refers). The letter contained the suggestion, which was not accepted by the meeting, that the governing body had yet to be provided with information sufficient to be assured regarding the financial implications of investment in the School of Technologies/Central Quay initiative. Presented also was a written report providing a summary of the development of the portfolio of programmes for the new School.

It was noted that the Funding Council's concerns included forecast growth in recruitment and a perceived lack of market research involving potential students. The letter required the University to update the financial model to reflect the current loan offer from Barclays and set out the expectation that the University would commission further market research and financial due diligence prior to a final decision on the Central Quay development and/or the associated borrowing.

It was confirmed that the HEFCW letter had been sent on receipt to all governors accompanied by a message from the Vice-Chancellor setting out matters for discussion at Committee and Board meetings including the likely implications of the Augur Review into Post-18 Funding in England. It was thought unlikely that HEFCW would approve significant investment projects in Wales until the final outcomes of the Augur Review are known and modelled. As such outcomes were not likely to be known until the New Year, it was anticipated that the planned 2021 campus opening would be delayed. It had been suggested, therefore, that the governing body should discuss a range of alternative scenarios including the postponement of development at Central Quay from a 2021 opening to one in 2022. This deferral, it was suggested, would enable the University to build capacity on the Llandaff Campus in time for the forecast increase in school leavers in 2021/22.

It was reported that a meeting of the Chair and Vice-Chancellor with the HEFCW Chair and Chief Executive had been held on 13 November 2018 to discuss the contents of the draft 2018 Institutional Review Letter dated 8 October 2018. The business of that meeting had included consideration of the suggestion by HEFCW that HEFCW Council members could meet governors to discuss the University's plans.

As recorded above, the business of the Governors' Briefing Session scheduled for 13 December 2018 had been changed to focus on the HEFCW letter of 30 October; a

revised date was to be identified for early in 2019 to consider displaced business. Detailed proposals for a response to the HEFCW letter and a list of issues for consideration/determination were to be presented to the briefing session together with a comprehensive options appraisal in preparation for a special meeting of the Board of Governors early in 2019 to which HEFCW Council members could be invited.

Resolved that:

- .1 the written and oral reports and HEFCW correspondence be received and actions to be taken in response noted;
- .2 arrangements be noted for a briefing session on 13 December 2018 and a special meeting of the Board of Governors early in 2019.

1740. Research Exercise Framework 2021 - Planning Overview: Briefing Note

A written report provided an overview of planning arrangements for the REF 2021. It was noted that this assessment exercise would be a different from its forerunners, the most fundamental change being that inclusion would be decided by an individual's research engagement rather than the quality or volume of output.

Assurance was provided that Cardiff Met's operational planning for REF 2021 was considerably more advanced than at a similar point prior in the preparations for the 2014 exercise.

Resolved that the report be received.

1741. Audit Committee Business – Meeting of 27 November 2018

.1 Committee Chair's Report

The Committee Chair presented an oral report on the meeting of the Audit Committee held earlier on 27 November 2018. In addition to the substantive business addressed at this meeting (under this minute and under minutes 1737, 1742.2, 1742.3, 1743.3 and 1743.4), the Committee had considered reports on four internal audit reviews for 2017/18 and two reviews for 2018/19 and a report on satisfactory progress in the implementation of internal audit recommendations from earlier years.

Resolved that the oral report be received.

.2 Deloitte: Internal Audit Annual Report 2017/18

The Internal Auditors' Annual Report for 2017/18 provided assurance that the planned internal audit work for 2017/18 had been completed through the submission of outstanding reports to the Committee in November 2018. Assurance was provided also that work during the year had been carried out in accordance with Public Sector Internal Audit Standards and the requirements of the Financial Management Code and Audit Code of Practice (W17/16HE).

The Internal Auditors stated that their overall assessment for the classification of assurance for corporate governance and risk management was substantial assurance. The Internal Auditors stated further that for the 12 months ended 31 July 2018, based on the work undertaken during the year, they were able to conclude that the University had a basically sound system of internal control which should provide moderate assurance regarding the achievement of the University's objectives.

- .3 **Resolved** that the Internal Audit Annual Report be received.
Deloitte: Internal Audit Plan 2018/19

Subject to minor revisions agreed by the Audit Committee, the meeting approved the proposed Internal Audit Plan for 2018/19, the first year of a three-year Internal Audit Strategy for the period 1 August 2018 to 31 July 2021.

Resolved that the Internal Audit Plan for 2018/19 and the Internal Audit Strategy for 2018/2021 be approved

- .4 **Annual Re-Appointment of External Auditors - PricewaterhouseCoopers**

It was reported that the Audit Committee earlier on 27 November 2018 had considered a report assessing the performance of PricewaterhouseCoopers (PWC) against agreed performance indicators. On the recommendation of the Audit Committee, it was agreed that PWC would be re-appointed as the University's External Auditors for 2018/19, the second year of the current contract.

Resolved that PricewaterhouseCoopers be re-appointed as External Auditors for the second year of the current contract.

- .5 **Audit Committee Annual Report 2017/18**

It was confirmed that, after endorsement *post* meeting by Audit Committee members, the Audit Committee's Annual Report for 2017/18 would be circulated to governors for information before its submission to the Funding Council by 31 December 2018.

Resolved that arrangements for the finalisation of the Audit Committee Annual Report for 2017/18 and its subsequent submission to HEFCW be noted.

1742. Finance Reports

- .1 **Outturn 2017/18: Final Review**

It was reported that the final outturn report for 2017/2018 was based on the financial results for the year which were still subject to audit and confirmation by the University's external auditors.

The report stated that the key financial priority for the year had been the resetting of the staff cost base through a voluntary severance exercise during August 2017. That exercise, it was reported, had been successfully executed resulting, in combination with the disestablishment of vacant posts, in an adjustment to the staff cost base of c. £7.5m.

The actual outturn for the year showed the delivery of cash through operations at £9.4m (an improvement of £1.3m on the final projection), an accounting surplus of £3.4m (an improvement of £2.3m on the final projection) and a staff spend as a % of turnover at 58.0% (excluding severance costs of £5.3m).

As planned, the University had ended the year with a substantially improved financial outlook although, in common with much of the sector, recruitment of full-time undergraduate home students, the main income stream, remained challenging.

Appendices to the report presented the Summary Income & Expenditure Account, summary detail of cash flow, the Balance Sheet and the capital programme.

Resolved that the report be noted.

.2 Annual Report and Financial Statements for the Year End 31 July 2018

The meeting received and considered the draft consolidated Financial Statements for Cardiff Metropolitan University together with the draft Financial Statements for its subsidiary companies Cardiff Met Limited, Cardiff Metropolitan Education Services (Beijing) Ltd and Fovo Technology Ltd are enclosed. It was noted that the financial statements remained subject to review by the External Auditors and that the disclosures were subject to amendment before the statements were finalised.

It was reported that the University had delivered a solid financial performance during the year with a surplus of £3.4m and cash generated through operations of £9.4m. The balance sheet had strengthened by a £9.9m (11%) increase in net assets, driven by the surplus for the year of £3.4m and an actuarial gain of £6.5m in relation to the pension deficit for the Cardiff & Vale of Glamorgan Pension Fund (CVGPF).

The Annual Report set out in detail, for the Committee's review, i) the Report of the Board of Governors (including the Public Benefit Statement), ii) the Responsibilities of the Board of Governors and iii) Corporate Governance Statement. Confirmation was given that 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 governors' report contained the operating and financial review which provided commentary on the past and future financial position of the University, together with an overview of financial performance.

The External Auditors confirmed that in their opinion 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 2018, 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 the Charities Act 2011 and Regulation 14 of The Charities (Accounts and Reports) Regulations 2008.

The External Auditors had nothing to report in respect of the governing body's use of the "going concern" basis of accounting.

Noting the addition during 2017/18 of a third subsidiary company, viz. Fovo Technology Ltd, it was agreed that a report on the mechanism for setting up a

subsidiary company would be presented during the Spring Term 2019 to the Strategic Planning & Performance and Resources Committee.

Resolved that the Annual Report and Financial Statements be approved.

.3 PricewaterhouseCoopers: Audit Findings Report for Year Ended 31 July 2018

The report of the external auditors provided an analytical review of the financial performance which was to be read in conjunction with the Annual Report and Financial Statement. Assurance was given that the results as reported to the governing body fully satisfied the University's financial strategy and targets.

It was noted that the external auditors' report supported the contents of the Annual Report and Financial Statements and that the External Auditors anticipated the issue of an unqualified audit opinion. No significant issues arise from the ISA 260 report requiring referral to 'those charged with governance'.

Resolved that the External Audit Report for the year ended 31 July 2018 be approved.

.4 Outturn 2018/19: First Review

The final finance report presented details of progress made during the first quarter of the current financial year towards the delivery of budgeted financial objectives.

It was reported that the University had budgeted to generate a cash surplus in 2018/19 of £12m through operations from a corresponding accounting surplus of £3.6m. Early indications suggested that both the cash generation target and the accounting surplus would be achieved although, as was customary at this early point in the year, there was insufficient detail across all budget heads for an informed budget revision. At this juncture, therefore, no change had been proposed to either cash generation or the budgeted accounting position. The report identified budget areas where future revision was anticipated.

Appendices provided a comparison between current student number projections against budget, a summary Income & Expenditure Account and summary details of cash flow, the balance sheet and the capital programme.

Given the significant risk presented by pensions deficit charges, it was agreed that a report on pensions would henceforth be presented to the Resources Committee as a termly rather than annual standing item and the Committee's business plan revised accordingly.

Resolved that

- .1 the report be noted.
- .2 a report on pensions be a standing item on Resources Committee agendas.

1743. Governance

.1 Final HEFCW Institutional Risk Review Letter

The meeting received the final version of the most recent iteration of HEFCW's Institutional Risk Review Letter dated 18 November 2018, the original draft of

which, dated 8 October 2018, had been considered by SPPC on 13 November 2018. The contents of the letter and the Funding Council's proposals for further engagement (min. 1736.4 above refers) were noted.

It was reported that an initial written response, to the draft letter, had been submitted to HEFCW in mid-October 2018. As requested in the draft letter, a meeting of the Chair and Vice-Chancellor with the HEFCW Chair and Chief Executive had been held on 13 November.

As recorded under minute 1736.4 above, it was agreed that the issues raised in the letter and in the meeting of 13 November would be discussed at the governors' briefing session scheduled for 13 December 2018 and the subsequent special meeting of the Board of Governors.

Resolved that the final Institutional Risk Review Letter for 2017/18 be received and its contents noted.

.2 Prevent Annual Report

A written report advised members that on 4 November 2016 the Funding Council had issued *Circular W16/39HE: The Prevent Duty: Monitoring Framework for Higher Education Providers in Wales*. The report confirmed that under the auspices of the Prevent Co-ordination Group, preparations were underway for the submission to HEFCW by 31 December 2018 of the governing body's third Annual Report under the Counter-Terrorism and Security Act 2015 in compliance with the Prevent agenda and specifically 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 a draft Annual Report would be circulated to governors for comment before signature by the Chair of the Board of Governors and subsequent submission to the Funding Council by 31 December 2018.

.3 Revision of Data Protection Policy

A revised Data Protection Policy, which has been endorsed by Management Board and Audit Committee, was presented for the governing body's approval. The proposed revision provided a more comprehensive overview of the legislation and greater detail regarding the roles and responsibilities of staff, students and third parties and how they can help the University to comply with data protection legislation.

It was confirmed that no issues had been identified following an equality impact assessment of the Policy as revised.

Resolved that the revised Data Protection Policy be approved and further reviewed by no later than the Autumn Term 2021.

.4 Annual Modern Slavery and Ethical Supply Chain Statement 2018

A written report advised that the Annual Modern Slavery and Ethical Supply Chain Statement was to be approved by the governing body in time for publication by 31 January 2019.

It was confirmed that the statement would address both statutory reporting under the MSA and the reporting requirements of the Welsh Government's 'Ethical Employment in Supply Chains : Code of Conduct'. Demonstrating developments since the issue of the second such statement in January 2018, the 2018 Statement would include details of the conclusion of a review of the University's Ethical Supply Chains Policy to ensure it continued to reflect good practice in an evolving activity area and the University's on-going participation in a working party set up by the Welsh Universities Procurement Consortium which was developing a collaborative approach to commodity risk profiling and supplier audit and reporting regimes. The Statement would also reflect the following objectives for 2018 /2019:

in the evaluative elements of future tenders, the requirement for bidders to make more detailed statements and risk assessments about their supply chains;

the development of user-friendly on-line guidance on ethical employment and supply chain interrogation for SME's and small businesses currently not formally responsible under the MSA and/or which may not be aware of the Welsh Government code of practice.

A number of positive references to the 2017 Annual Statement were noted in the University of Greenwich Business, Human Rights and the Environment Research Group's Report: UK Modern Slavery Act 2015 Transparency in Supply Chains: The Second Year of Reporting by Universities

Resolved that:

- .1 the oral report be received;
- .2 preparations for the publication of the 2018 Annual Statement noted;
- .3 the draft Statement would be circulated to governors for comment in time for signature by the Chair of the Board of Governors and publication by 31 January 2019.

.5 **Annual Assurance Report 2017-18**

A comprehensive written report presented the recommendation of Academic Board that on the basis of the Annual Assurance Report, the Board of Governors may with confidence confirm the five HEFCW quality assurance governance statements for 2017/18. The Annual Assurance Report 2017-18, which sought to present to the Board of Governors a representation of the University's quality assessment process sufficient to evidence compliance with the HEFCW statements, had been approved by Academic Board on 14 November 2018. Data were provided showing the location of corroborating evidence in the Assurance Report to each of the HEFCW statements.

It was noted that the drafting of the Annual Assurance Report had been undertaken by the Quality Enhancement Directorate which had created an online repository of evidence collated to support the narrative, that feedback on the draft report had been provided by two suitably qualified and experienced 'lay' governors and that scrutiny had been provided by the Quality Assurance

Action Group, the Academic Quality & Standards Committee and Academic Board.

On the basis of the Annual Assurance Report, the governing body was content to respond positively to each of the following five annual assurance statements:

The governing body has received a report taking account of the external quality assurance review, and an action plan has been put in place and implemented as appropriate, in partnership with the student body;

The methodologies used as a basis to improve the student academic experience and student outcomes are, to the best of our knowledge, robust and appropriate;

The standards of awards for which we are responsible have been appropriately set and maintained;

The governing body has considered a report on the annual dialogue between the institution and the student union or equivalent, scrutinised student survey outcomes and confirmed that action plans have been put in place and implemented, in partnership with the student body;

The governing body has received a copy of the relationship agreement between the institution and the student union or equivalent, and a copy of the student charter, both of which have been reviewed within the past year

The meeting expressed its gratitude to all staff and governors who had contributed to a comprehensive and helpful report.

Resolved that the Secretary & Clerk to the Governors be authorised to confirm to HEFCW the governing body's positive responses to the five quality assurance governance statements for 2017/18.

.6 Governance Report

The Governance Report presented the periodic overview of current governance issues and made recommendations on the appointment of two new governors.

As reported to the last meeting, arrangements were made for the Chair and members of the selection panel to make further recommendations to this meeting. On the recommendation of the panel the meeting agreed to the appointment of Mr. Scott Waddington, recently retired Chief Executive of S A Brain & Co, and Mr. David Warrender, Chief Executive and founder of Innovation Point (business growth and investment), as independent governors for initial three-year terms commencing forthwith. In respect of Committee membership, Mr Waddington was appointed to the Audit Committee and Mr Warrender to the Resources Committee for the period to 31 August 2021. It was confirmed that arrangements were being made for an induction session in December 2018/January 2019 for governors appointed this term. This training will be supported by buddying arrangements as required and pan-Wales training for new governors arranged by Advance HE and the Welsh Clerks and Secretaries.

At the request of the Vice-Chancellor and with the support of the Resources Committee, it was agreed that the status of the Vice-Chancellor at meetings of

that Committee be changed from attendee to member with immediate effect. It was confirmed that there were no constitutional or good practice reasons not to accede to the Vice-Chancellor's request.

The report listed current vacancies on Committees for 2018/19 as follows:

Strategic Planning & Performance Committee – one lay governor;

Remuneration Committee – one lay governor;

TNE Committee – one lay governor;

Nominations & Governance Committee – one lay governor;

Honorary Awards Committee – one staff governor.

Given the number of apologies received for this meeting, it was agreed that authority would be given to the Chair to make appointments to Committees for the remainder of 2018/19.

It was reported that the Remuneration Committee had met on 26 October 2018 to agree senior staff assignments and objectives for 2018/19, give further consideration to senior staff salaries for 2018/19 and the job description for the new level 2 position of University Secretary & Clerk to the Governors. Details of the outcomes of the meeting were reported to 'lay' governors privately at the end of the meeting and were to be incorporated subsequently in the Committee's first joint Annual Report and Senior Staff Remuneration Statement.

In accordance with the resolution of the last meeting (min. 1728 refers), a request was made to Advance HE to facilitate a full review of the effectiveness of the Board of Governors and certain Committees during 2018/19. It was reported that this request had been accepted and that arrangements would be made for the review to commence under the auspices of advance HE during the Spring Term 2019.

Resolved that:

- .1 the report be noted;
 - .2 Mr. Scott Waddington and Mr. David Warrender be appointed as independent governors for the three-year term to 31 July 2021 and as members of the Audit Committee and the Resources Committees respectively;
 - .3 authority be given to the Chair in consultation with members of the Nominations and Governance Committee to make appointments to Committees for the remainder of 2018/19;
 - .4 the Resources Committee's Terms of Reference be revised to incorporate membership by the Vice-Chancellor.
- .7 **Rolling Calendar**

The most recent version of the rolling calendar of meetings was published for information.

Resolved that the rolling calendar be received.

1744. Any Other Business

.1 Restricted Business

Resolved that the following items retain restricted status:

University Risk Register
Cardiff School of Technologies: Progress Report
Outturn 2017/18: Final Review
Outturn 2018/19: First Review
HEFCW Institutional Risk Review Letter

Part B

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

1745. Cardiff Metropolitan University and Cardiff Met SU Relationship Agreement

The 2018/19 Relationship Agreement between the University and the Students' Union was presented for information.

Resolved that the updated Relationship Agreement for 2018/19 be received.

1746. Quality Enhancement Review Visit 2020

A written report invited the Board of Governors to note that Academic Board on 14 November had approved a recommendation that the week of 18 to 22 May 2020 is the University's preferred date for the Quality Enhancement Review Visit in 2020.

Resolved that the report be received and the preferred date for the Quality Enhancement Review Visit in 2020 be noted.

1747. Academic Board

The following minutes of Academic Board were presented for information:

- .1 Confirmed Minutes of the meeting of 4 July 2018
- .2 Confirmed Minutes of the meeting of 10 October 2018

1748. Management Board

The following minutes of Management Board were presented for information:

- .1 Confirmed Minutes of the meeting of 3 July 2018 (enclosure)
- .2 Confirmed Minutes of the meeting of 4 September 2018 (enclosure)

1749. CUC HE Senior Staff Remuneration Code

The Higher Education Senior Staff Remuneration Code published by the Committee of University Chairs in June 2018 was presented for information.

Resolved that the CUC HE Senior Staff Remuneration Code be received.

Restricted Business – Independent and Non-Staff/Student Co-opted Members Only

1750. Business of the Remuneration Committee meeting of 26 October 2018

1. Oral report on the business of the Remuneration Committee meeting of 26 October 2018

This item is recorded in the restricted minutes.

END

CONFIRMED