

Cardiff Metropolitan University

Board of Governors

(5.30pm Thursday 11 April, Boardroom Llandaff Campus)

Confirmed Open Minutes

Present: Baroness Finlay of Llandaff (Chair), Ms Nicky Amery (Vice Chair), Ms Jo Berry, Mr Nick Capaldi, Mr Ieuan Gardiner, Ms Suzanne Hay, Mr Gareth Hardacre, Mr Frank J Holmes, Mr Umar Hussain, Dr Stephen Jackson, Dr Malcolm James, Mr Jon Nottingham, Mr Scott Waddington and Mr David Warrender.

In attendance: Dr Jacqui Boddington (Pro Vice Chancellor Student Engagement), Mr John Cavani (Director of Marketing and External Relations), Dr Leila Gouran (Director of Global Academies), Professor Sheldon Hanton (Pro Vice Chancellor Research and Innovation), Mr David Llewellyn (Director of Finance), Professor Jon Platts (Dean of Cardiff School of Technologies), Dr Jenny Rees (University Secretary and Clerk to the Board of Governors), Professor Leigh Robinson (Pro Vice Chancellor and Executive Dean of Sport and Health Sciences), Mr Paul Robinson (Director of Environment and Estates) and Mr Greg Lane (Assistant Secretary)(minutes).

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

Part A

1751. Apologies for Absence (agenda item 1)

Apologies had been received from Mr W. Gareth Davies, Sian Goodson, Professor Kelechi Nnoaham, Dr Katie Thirlaway, Dr Chris Turner (all Governors) and Professor Cara Aitchison (President and Vice Chancellor).

1752. Declarations of Conflict of Interest (agenda item 2)

Mr Waddington declared that he had previously been a Director of Central Quay One Limited from July 2017 to July 2018.

There were no other declarations of interest.

1753. Minutes of the Board of Governors (27th November 2018) (agenda item 3)

Board members referred to paragraph 1737 and requested an update on progress to appoint a Risk Manager. The interim University Secretary and Clerk to the Board of Governors updated that Audit Committee had expressed the same concerns at its meeting on 2 April 2019 and gave assurances that this recruitment would be prioritised.

Board members referred to paragraph 1738 and requested that a future meeting consider a report on good degree outcomes, grade inflation and risk. The Pro Vice Chancellor Student Engagement undertook to prepare a report for a future meeting.

The Board of Governors Resolved:

- To approve the minutes of its meeting held on 27 November as a true and accurate record.

1754. Brexit Presentation (agenda item 4)

The Board received a presentation from Dr Leila Gouran, Director of Global Academies, that updated on the work of the University's Brexit Impact Group to produce a consolidated institutional analysis of the impact of the UK's withdrawal from the EU.

The Board was advised that the University participates in 20 Research and Innovation Projects funded through EU Programmes (2014-20) with an overall partnership value in excess of £103 million and a value to the University of not less than £18.8million. Treasury Guidance published in July 2018 confirmed that the UK would continue to participate in EU programmes financed by the Multiannual Financial Framework (MFF) 2014-20 until their closure including those projects that extended beyond 2020 – even in the event of a 'no deal' Brexit scenario.

The Board was updated that the University's International and Partnerships Office had been successful in securing circa €30m since 2009 via Erasmus+ and its predecessor schemes to support student and staff mobility and capacity building projects. The UK continued participation in the Erasmus+ programme after the UK's exit from the EU will depend on the terms of an exit deal if any is reached.

The Board was informed that changes affecting researcher mobility could put research collaborations between the University's Schools and EU partner institutions at risk and that this may limit the visibility of University researchers and potential for future collaborations. The Board was updated that Associate Deans were acting as the point of contact for students affected by Brexit within each school.

The Board was advised that the Welsh Government had committed to subsidise the fees of EU students studying on Undergraduate, Foundation and PGCE programmes enrolling in 2018/19 and 2019/20 for the duration of their course. The Board was informed that new EU student enrolment proportionately remained the same and that 2018/19 numbers were being closely monitored.

The Board was informed that the University's arrangements regarding HR, procurement, information and compliance had also been considered by the Brexit Impact Group.

Board members highlighted that the University's partnerships could be adversely affected by 'geo blocking' in the event of the UK leaving the EU with the University's online internet presence becoming restricted or more limited. The Director of Global Academies undertook to liaise with the relevant University departments to explore the potential implications of this risk.

Board members queried whether there were any VAT implications for the University in the event of the UK leaving the EU. The Director of Finance advised that there were no VAT implications as the supply/provision of education is exempt from VAT.

The Board gave initial consideration as to whether EU students would be reclassified as International students in the event of the UK leaving the EU. The reclassification could potentially result in the University being able to charge EU students £14k per annum in tuition fees instead of £9k per annum.

The Board sought reassurance that HR had checked that people had the correct residency status to continue to study or work at the University. The Board was advised that this work was being undertaken.

The Board of Governors thanked the Director of Global Academies for their presentation.

The Board of Governors Resolved:

- To note the presentation.

1755. Standing Items (agenda item 5)

1. Chair's Business: Report of the Chair of the Board of Governors (agenda item 5.1)

The Chair updated the Board on meetings and events that she had attended since the previous Board meeting.

The Chair advised the Board that she had asked for a short report to be prepared covering Cyber Security and that this was tabled for consideration. The Board sought reassurance that the University had robust business continuity arrangements in place to counter cyber-attacks and asked that a further briefing note be prepared for circulation specifically covering ICT security.

The Board of Governors Resolved:

- To note the update.

2. Report of the Students' Union President (agenda item 5.2)

The Students Union President introduced his report and highlighted some of the key campaigns that the Union had run over the spring term. These included Fairtrade Fortnight, Mental Health and Community Days.

The Student Union President also advised the Board that elections for the Executive Officer team for 2019/20 had been held in March. Amy Fox (the current School Rep for Cardiff School of Management) had been elected to serve as Student Union President. Keira Davies (currently School Rep for Cardiff School of Sport and Health Sciences) had been elected to serve as Student Union Vice President.

The Student Union President updated the Board on arrangements to host the annual Varsity event with the University of Bath. It was anticipated that this year's event would be the largest ever with approximately 3000 students on campus to watch and play sport.

The Student Union President informed the Board that a successful Student Achievement Awards event had been held at the Park Plaza Hotel Cardiff. The awards event had over 90 students and staff attend from societies and the course representative structure. The event recognised the achievements within the student body. The Chair commended the Student Union on the successful awards evening and the important work undertaken over the previous year.

The Board of Governors Resolved:

- To note the report.

3. Draft Committee Minutes and Reports by Committee Chairs (agenda item 5.3)

3.1. One Cardiff Met Programme Board: 7 February 2019 (agenda item 5.3.1)

Ms Amery as Chair of the One Cardiff Met Programme Board updated the Board on interim accommodation options for Cardiff School of Technologies, the purchase of Alexander House and proposals for City Central Campus at Central Quay.

The Board of Governors Resolved:

- To note the draft minutes of the One Cardiff Met Programme Board held on 7 February 2019.

3.2. Resources Committee: 19 March 2019 (agenda item 5.3.2)

Ms Amery as Chair of Resources Committee updated the Board and advised that the Committee had considered a range of items including student recruitment, CST/City Campus and Estates Strategy Master Plan matters, Fees and Fee Planning and key finance reports relating to financial outturns, budget preparation for 2019-20 and treasury management. The Committee had within the Estates Strategy Master Plan item agreed to authorise spending approval of £1,676,939 for the phase 2 project works covering the design and refurbishment of flats 6 to 9 Ellis Block, Cyncoed campus.

The Board of Governors Resolved:

- To note the draft minutes of the Resources Committee meeting held on 19 March 2019.

3.3. Transnational Education Committee (TNE): 26 March 2019 (agenda item 5.3.3)

Dr Jackson as Chair of TNE Committee advised that it was felt that the role, remit and focus of the Committee required change so that it was more aligned to the University's International and Global Academies structures. The Chair of TNE Committee advised that the Committee had considered each of the University's transnational education partnerships in detail together with risk scorecards for each partnership. The Board discussed progress and developments on specific transnational partnerships.

The Board of Governors Resolved:

- To note the draft minutes of the Transnational Education Committee meeting held on 26 March 2019.

3.4 Audit Committee: 2 April 2019 (agenda item 5.3.4)

Mr Hussain as Chair of Audit Committee updated the Board and advised that the Committee had re-iterated its concern that the recruitment of a Risk Manager needed to be prioritised.

The Chair of Audit Committee also advised that the Committee had identified concerns with HR processes and systems as part of its work and remedial action needed to be taken forward by senior management on key areas of recruitment checks and sickness management.

The Board of Governors Resolved:

- To note the draft minutes of the Audit Committee meeting held on 2 April 2019.

3.5 Honorary Awards Committee: (by circulation) (agenda item 5.3.5)

The Chair advised that papers for Honorary Awards Committee had been circulated to Committee members for consideration. It was recognised that the process for proposing and recommending honorary awards had been initiated much later in the academic year than usual but that the Secretariat would expedite arrangements to ensure that the University was in a position to confer honorary awards at graduation ceremonies in July 2019.

The Board of Governors Resolved:

- To note the update.

1756. Measures of Success 2017/18 (agenda item 6)

The Interim University Secretary and Clerk to the Board of Governors provided an update on the Measures of Success and performance indicators for 2017/18 which included final figures for two measures that were not available for the November Board meeting. The Board was advised that the Margin for Sustainability and Investment achieved 11.7% against an original target of 8%. The Board was also advised that there were 81 research and innovation graduate start-ups against an original target of 90 start-ups.

The Board of Governors Resolved:

- To note the report alongside other reports coming to the Board on performance including student numbers and finance.

1757. Key Corporate Risks and Corporate Risk Register (agenda item 7)

The Interim University Secretary and Clerk to the Board of Governors provided an oral update. The Board was advised that Audit Committee had considered the item in detail at its meeting on 2 April 2019. The Board was informed that further work to review corporate risks and update the risk register was required. 11 out of 25 risks had been reviewed by risk owners in the spring term and 9 out of 25 risks had not been reviewed by risk owners in the current academic year. The Board was informed that work on the recruitment of a Risk Manager was being taken forward to ensure that risk management review work was effectively co-ordinated.

The Interim University Secretary and Clerk to the Board of Governors explained that the risk score relating to the University's Fee and Access Plan 2019/20 had been significantly reduced as the Risk of HEFCW rejecting the Plan had more recently been assessed as 'unlikely' rather than 'probable' as the University was handling arrangements for the development of the Plan effectively.

The Board was advised that risks relating to student recruitment continued to be effectively managed and monitored. There was a significant risk that student recruitment targets would not be met and that the University would fail to grow in line with the performance expectation set out in the University's Strategic Plan for 2017/18 to 2022/23.

The Board advised that it was concerned with risks relating to HR processes and systems and that these needed to be recorded on the Corporate Risk Register and reported on in detail.

The Board of Governors Resolved:

- To note the report.

1758. Student Recruitment Update: 2019 Entry (agenda item 8)

The Director of Marketing and External Relations introduced the report that detailed progress on student recruitment for 2019/20. The University has received 7,045 applications from home and EU applicants for full time undergraduate courses. This represented a small decline of 0.2% on the previous year. The Board was advised that the market remained challenging – suffering from demographic change, uncertainty over funding, increased competition and promotion of alternative career routes. However, relative to the HE sector in Wales as a whole the University had performed reasonably well year on year.

The Board was informed that offers were tracking 6% down on the previous year, however this is due to applicant days and interview days being slightly out of sync with last year, as well as an increased number of applications that have been passed to academic schools for further assessment.

The Board considered the University's introduction of an unconditional offer scheme whereby applicants receive a planned series of communications, online resources and face to face meetings designed to keep them focussed on passing their A Levels and prepare them for University. The scheme was being run as a pilot initiative and its effectiveness will be assessed at the end of the recruitment cycle. The Board was informed that some universities were using additional inducements to encourage applicants to take up unconditional offers. These inducements included offers of accommodation, computers and other IT, and cash rewards for passing exams. The Board was of the view that the use of unconditional offers was not without its problems and that some caution needed to be exercised. The Board was of the view that the University should have a very clear message that A Level results do matter. The Board was however keen to ensure that an effective package of support was developed for marketing to potential applicants.

The Board was updated that the Student Recruitment Team was delivering a number of 'get ready for uni' talks in schools and colleges throughout the early spring. Drop in sessions were being carried out during this period and University Open Days are scheduled. Whilst traditionally these events would focus on the recruitment cycle for the following year (i.e.2020), the events for this year had seen 63% of those booked express an interest in commencing their studies with the University in 2019.

The Board sought assurances that effective arrangements were in place to support potential University students experiencing difficulties such as family break up or bereavement. The Director of Marketing and External Relations advised that the Admissions team was in place and trained to provide support on an individual basis.

The Board briefly considered the list of programmes that had the largest decline in applicants from the previous year. These programmes are: BA Primary Education Studies; BSc Sport, Physical Education and Health; BA Accounting and Finance; BA

Early Childhood Studies; and BA Graphic Communication. It was explained that some of the programmes were being reconfigured or revalidated to ensure that they met students' learning needs and expectations

The Board of Governors Resolved:

- To note the report.

1759. Outturn 2018/19 – Second Review (January 2019) (agenda item 9)

The Board was advised by the Director of Finance that the projected outturn for the year had improved from original budget expectations. The accounting surplus was projected to increase to £4.6m as a result of revisions to non-cash charges. The original budget expectation for the year had been £3.6m. Current projections continue to indicate that the cash generation target of £12m will be achieved.

The Board was informed that the projected outturn for the year amounted to a solid financial performance. The financial outlook for the next year appears more challenging and it will be more difficult to continue to achieve the generation of cash through operations that is required to support the University's aspirations.

The Director of Finance highlighted that there had been an in-year allocation of capital funding from HEFCW. This was the first time that a capital allocation had been made since 2010/11. The funding amounted to £910k and would be spent across the summer period. It was estimated that £360k would be spent in 2018/19 with the balance of £550k being spent during 2019/20. Previously all receipts of capital grant were deferred and matched against future depreciation. The implementation of a new financial reporting standard (FRS 102) in 2015/16 changed the accounting rules for capital grants. Under these new rules capital grants are recognised as income as soon as the terms of the grant have been met i.e. when the grants have been spent. This means that the University will now account for capital grants as they are deployed whilst simultaneously capitalising expenditure.

The Director of Finance advised that the University is required to account for the pension deficits on two of its three pension schemes, the Cardiff and Vale of Glamorgan Pension Fund (CVGPF) and the Universities Superannuation Scheme (USS).

The Board was updated that actuarial charges for CVGPF were £350k lower than originally budgeted for at the start of 2018/19. The revised projection was reflected in the financial forecasts for 2018/19.

The Board was updated that the University (in line with the sector) originally assumed that there would need to be an increase to the USS deficit provision during 2017/18 to reflect the increase in the scheme deficit arising out of the 2017 valuation. No increase was actioned during 2017/18 as the sector and USS could not agree on the actions needed to reduce the deficit. The Director of Finance advised that negotiations between the sector and the USS were continuing and that it was anticipated that agreement would be reached prior to the end of the 2018/19 financial year. The increase to the provision was originally budgeted at £650k and it was assumed that this budget would be adequate.

The Board was informed that Home tuition fees were projected to fall short of target by £320k but that that this shortfall would be offset by higher levels of international tuition fees of £500k resulting in a net improvement against the fee budget of £180k.

The Board of Governors Resolved:

- To approve the report.

1760. The Central Quay Development Update – Report of the Director of Finance (agenda item 10)

This item is confidential and is recorded in the confidential and restricted minutes.

1761. Fee and Access Plan 2020/21 (agenda item 11)

The Interim University Secretary and Clerk to the Board of Governors advised that HEFCW had agreed an extension to the 22 March submission deadline so that the University could present its Fee and Access Plan for 2020/21 for full Board approval in accordance with HEFCW requirements. It was explained that the University's Measures of Success map on to the National Measures launched by HEFCW in November 2018. There are 29 measures across six themes (a) Increasing Widening Access and Inclusion (b) Improving Student Experience (c) Strengthening Skills, Employability and Entrepreneurship (d) Broadening Innovation and Engagement (e) Increasing Internationally Excellent Research and (f) Other measures. The Board was also advised that effective student involvement in the development of the plan was required and that the University had appropriate arrangements in place to support this.

The Board of Governors Resolved:

- To approve (subject to minor changes) the University's Fee and Access Plan 2020/21 for submission to HEFCW.

1762. Looking Out – Internationalisation Strategy 2018/19 – 2022/23 (agenda item 12)

The Pro Vice Chancellor and Executive Dean of School of Sport and Health Sciences introduced the report which had been brought to the Board for consultation. The Board was advised that 'Looking Out' is the University's Internationalisation strategy that sets out its ambitions as an outward-looking international university with a global reputation for high quality teaching and research. It was the stated intention that the University will be an agent for change, connecting people, innovating and transforming the lives of its students, staff and the global communities that it serves.

Board members commented that it was important for the University to emphasise the positive experience that it provided to help enhance its internationalisation strategy and raise its profile to attract potential students.

Board members noted that the Internationalisation Strategy had been prepared in a timely and effective way.

The Board of Governors Resolved:

- To approve the University's Internationalisation Strategy 2018/19 – 2022/23.

1763. Health and Wellbeing Update (agenda item 13)

The Pro Vice Chancellor and Executive Dean of School of Sport and Health Sciences introduced the report which provided an update on the actions associated with staff Health and Wellbeing. It was explained that six Health and Wellbeing roadshows had been held with staff to seek feedback on how to address the issues identified in the staff survey.

The Board was advised that the University's flexible working policy was being reviewed to allow for 45 minutes per week to be set aside for health and wellbeing related activities.

The Board was updated that additional space had been identified for the installation of 5 kitchen space areas and 5 staff break out areas across both Llandaff and Cyncoed campuses.

The Board was also informed that all job descriptions will be reviewed to ensure that they are up to date and accurate as concerns had been expressed by some staff that there was a lack of clarity of roles. It was explained that the review of job descriptions would then inform the revised staff performance review process which includes discussions on wellbeing.

The Board was informed that a brochure of staff benefits was being produced for all staff and job applicants to improve non-financial recognition of staff.

The Board was advised that to support improved workload management the WAM is to be revised and that roles and posts are to be reviewed.

The Board was informed that a Communications Strategy to improve communications with staff was being developed and that this was to be discussed at VCEG the following week.

The Board queried whether the work on WAM had highlighted any equal pay issues. It was explained that the review was ongoing. However, it was anticipated that any potential issues re equal pay would be identified as part of the exercise.

The Board welcomed the work that was being undertaken to support staff health and wellbeing. The Board noted that the work on health and wellbeing was focussed on achieving improvements within a relatively short timeframe and was not formally part of the University's people strategy. The Board was of the view that work on staff health and wellbeing should be part of a continuous review process by HR rather than a single or one off review event.

The Board of Governors Resolved:

- To note the report.

1764. Smoke Free Campuses (agenda item 14)

The Pro Vice Chancellor and Executive Dean of School of Sport and Health Sciences introduced the report which provided the Board with an update on the Smoke Free Campus initiative and included proposals for the University's 'Clean Air Policy'. The Board was advised that the University was working to a revised timetable to adopt a

Clean Air approach in September 2019 with a complete ban in 2020. It was explained that planned measures included removing tobacco products from Student Union shops by 2019, providing smoking areas/shelters in designated areas and banning vaping on campus. The Board was also informed that information to promote a Clean Air approach had been disseminated to students and staff.

The Board of Governors Resolved:

- To approve the 'Clean Air' Policy as an appropriate approach to supporting staff and student health and wellbeing.
- To agree to revisions being made to the Smoke Free Campuses Policy in line with current legislation, Welsh Government regulations and Clean Air Campus approach.

1765. Policy Approval: Anti-Bribery Policy and Gifts and Hospitality Policy (agenda item 15)

The Director of Finance introduced the report and explained that both policies had been due for periodic review. The Director of Finance informed the Board that both policies had been considered and endorsed by Audit Committee.

The Board was of the view that the £25 value limit in the Gifts and Hospitality Policy was quite low and that the University should have a purchase option for staff to purchase gifts received above this value in conjunction with declaring the gift on the departmental risk register and receiving any necessary advice from Finance.

The Board advised that a paragraph covering the University's own marketing activities should be included in the Gifts and Hospitality Policy to ensure that University is not improperly seeking to influence or induce others in a way that would breach audit and probity requirements.

The Board of Governors Resolved:

- To endorse the updated Anti Bribery Policy.
- To endorse the updated Gifts and Hospitality Policy.

1766. Spring Interim Quality Assurance Report (agenda item 16)

The Pro Vice Chancellor Student Engagement introduced the report which summarised the major external and internal quality assurance developments since the Board signed off the 5 HEFCW Quality Assurance Statements at its meeting on 27 November. The report also included a case study, the second in a series of thematic case studies, that outlined the work the University had undertaken to that point to track and support student engagement in a consistent and beneficial manner. The Board was advised of the ongoing work with JISC to develop and embed a learner analytics system to inform student support and business enhancement.

The Board of Governors Resolved:

- To note the report.

1767. Research Excellence Framework (REF) 2021 Planning (agenda item 17)

The Pro Vice Chancellor Research and Innovation introduced the report that provided an update on the University's preparations for REF2021. The Pro Vice Chancellor Research and Innovation informed the Board that the output assessment will make up 60% of the overall REF2021 quality profile for the institution. It was explained that REF2021 involved recording more than 1000 research outputs from 'REF Eligible' staff and approximately 400 individual staff WAM spreadsheets to determine whether an individual has 'Significant Responsibility for Research'. The Board advised that the equality and diversity and coaching and mentoring considerations referenced in the Code of Practice section of the report be included in the Environment section of the report.

The Board recognised the importance of the REF2021 towards the Growth in Research and Innovation as listed in the University's Strategic Plan. The Board indicated that it wanted to consider REF2021 in detail later in the calendar year. (Secretariat note: This item is now listed for the Board meeting in October 2019).

The Board of Governors Resolved:

- To note the progress achieved to date and the next steps in the development of the University's REF submission.

1768. Any Other Business (agenda item 18)

The Chair thanked the three Pro Vice Chancellors and the Interim University Secretary and Clerk to the Board of Governors for their efforts in providing senior management leadership for the University in the absence of the Vice Chancellor and Deputy Vice Chancellor.

1. Prevent Training for Governors (agenda item 18.1)

The Interim University Secretary and Clerk to the Board of Governors advised that routine Prevent training was provided to staff and that relevant and appropriate training would be arranged for Governors as part of the Governor Training Programme.

2. Review of Board and Committee Effectiveness (agenda item 18.2)

The Interim University Secretary and Clerk to the Board of Governors advised that she reviews of Board and Committee Effectiveness were required and that proposals on this and wider governance arrangements would be taken forward later in the year.

3. Contract Extension (agenda item 18.3)

This item was considered under restricted business.

1769. Part B (agenda item 19)

1. Monitoring Report on the Implementation of Cardiff Metropolitan University's Welsh Language Standards (agenda item 19.1)

The Board of Governors Resolved:

- To approve the content of the report.

2. Equality and Diversity Annual Report 2017-2018 (agenda item 19.2)

The Board of Governors Resolved:

- To note the content of the report.

3. Complaints: Annual Report 2017/18 (agenda item 19.3)

The Board of Governors Resolved:

- To note the content of the report.

4. Minutes of Academic Board (agenda item 19.4)

The Board of Governors Resolved:

- To note the minutes of the Academic Board meeting held on 14 November 2018.
- To note the minutes of the Academic Board meeting held on 16 January 2019.
- To note the minutes of the Academic Board meeting held on 13 March 2019.

5. Minutes of Management Board (agenda item 19.5)

The Board of Governors Resolved:

- To note the minutes of the Management Board meeting held on 4 December 2018.
- To note the minutes of the Management Board meeting held 5 February 2019.
- To note the minutes of the Management Board meeting held on 5 March 2019.

1770. Confidential and Restricted Business

The Board of Governors Resolved:

That the following items be considered as confidential or restricted

10. The Central Quay Development Update (Confidential)
- 18.3 Contract Extension (Restricted)
20. Remuneration Committee minutes: 5 February 2019 (Restricted)

Meeting Concluded: 8.30pm