

Cardiff Metropolitan University

Board of Governors

(3.30pm, Thursday 4 July 2019, the Boardroom, Llandaff Campus)

Confirmed Open Minutes

Governors Present: Baroness Finlay of Llandaff (Chair), Professor Cara Aitchison (President and Vice Chancellor), Ms Nicola Amery (Vice Chair), Ms Jo Berry (Professional Services Staff Governor), Mr leaun Gardiner (SU President), Ms Suzanne Hay, Mr Gareth Hardacre, Mr Frank Holmes, Mr Umar Hussain, Dr Stephen Jackson, Dr Malcolm James (Academic Staff Governor), Professor Kelechi Nnoaham, Mr Jon Nottingham (SU Vice President), Dr Katie Thirlaway (Academic Board Governor), 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), 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 (Interim 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).

In attendance for agenda item 23: Mr Alistair Burleigh (Senior Research fellow FoVo Technology), Ms Leila Gouran (Director of Global Academies), Professor Sheldon Hanton (Pro Vice Chancellor Research and Innovation), Professor Robert Pepperell (Professor of Fine Art) and Mr Matthew Taylor (Director of Innovation).

Observers for agenda items 1 to 17: Ms Amy-Louise Fox (SU President Elect) and Ms Keira Davies (SU Vice President Elect).

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

1779. Apologies (agenda item 1)

Apologies for absence were received from Mr Nick Capaldi, Mr Gareth Davies, Mrs Sian Goodson and Dr Chris Turner (all Governors).

1780. Declarations of Conflict of Interest (agenda item 2)

Mr Waddington declared that he had previously been a Director of Central Quay One Ltd from July 2017 to July 2018 with reference to agenda item 9 on Central Quay Proposals and Cardiff School of Technologies.

Mr Holmes declared that he was a founder partner of Gambit Corporate Finance Ltd with reference to agenda item 23 on FoVo Technology Ltd. (Mr Holmes left the meeting in advance of any restricted business being considered).

1781. Minutes of the Board of Governors (agenda item 3)

1.1 Board of Governors: Unconfirmed Minutes: 11 April 2019 (agenda item 3.1.1)

The Board of Governors Resolved:

- To approve the unconfirmed minutes of its meeting held on 11 April 2019 as a true and accurate record.

1.2 Board of Governors: Unconfirmed Confidential and Restricted Minutes: 11 April 2019 (agenda item 3.1.2)

The Board of Governors Resolved:

- To approve the unconfirmed confidential and restricted minutes of its meeting held on 11 April 2019 as a true and accurate record.

2. Special Board of Governors: Unconfirmed Confidential Minutes: 2 May 2019 (agenda item 3.2)

The Board of Governors Resolved:

- To approve the unconfirmed confidential minutes of its special meeting held on 2 May 2019 as a true and accurate record.

1782. Standing items (agenda item 4)

1. Report of the Chair of the Board of Governors (agenda item 4.1)

The Chair thanked the Students' Union President and Vice President for their work over the previous year in ensuring that the views of students were put forward in the management and governance of the University.

The Chair was pleased to advise that the recent visit to the University's Food Technology Centre by the Vice President of the People's Republic of China had been successful and commended all those staff and students that had been involved.

The Chair highlighted that the Pro Vice Chancellor Student Engagement will provide her with an updated version of the Fee and Access Plan 2020-21 for formal sign off following further discussions with HEFCW.

The Board of Governors Resolved:

- To note the update from the Chair of the Board.

2. Report of the President and Vice Chancellor (agenda item 4.2)

The Vice Chancellor advised that the National Student Survey (NSS) results had been announced the previous day and that the University had improved its overall score by

2% from 83% to 85% and had moved significantly up the University rankings table. The Vice Chancellor informed the Board that the number of programmes with a 100% overall satisfaction rating had risen from 5 to 7 and that the number of programmes scoring above 90% had risen from 15 to 17. The Pro Vice Chancellor Student Engagement was undertaking a detailed analysis of all the data to identify and highlight good practice across all schools.

The Vice Chancellor advised that it was clear that the University was in a very different financial position from other universities across Wales with half having declared deficits and none having declared the level of sustainable cash generation or surplus as the University. The University had achieved this through completing an extensive voluntary severance programme, imposing stringent controls on spending, and focussing on supporting new programmes and commercial activities to generate income.

The Vice Chancellor informed the Board that the review of the University's International Strategy and the International Office had been completed. The International Strategy had been approved by Management Board and Academic Board and will be presented to TNE Committee and Board in the November cycle of meetings together with proposals to reconfigure governance committee structures and responsibilities in relation to international and TNE matters.

The Vice Chancellor advised that a Staff Wellbeing Committee reporting to Management Board would be set up to give added focus and direction to staff health and wellbeing matters across the University. The Vice Chancellor advised that the next Staff Survey would take place in October 2019.

The Vice Chancellor confirmed that a League Table Action Group will be set up to focus on analysing and gathering data covered by different league table rankings that are published at various times during the year (the Complete University Guide published in April, the Guardian University Guide published in June and the Times Good University Guide published in September). The University's fall in the various league table rankings could largely be explained by the implementation of the voluntary severance scheme that had been implemented to control the University's finances. It was anticipated that the University would improve its rankings significantly as it moved forward positively on a sound financial footing.

The Board sought assurances that the stringent financial control that had been introduced was not impairing the capacity of the University to deliver key objectives or attain improved rankings in the various league tables. The Vice Chancellor confirmed that much of the hard work to improve the University's finances had already been achieved and that rankings relating to staff/student metrics would improve next time around with the recruitment of new academic staff. However, the League Table Action Group was established with a view to identifying and mitigating any future actions that would adversely affect league table performance.

The Board requested that the establishment of the League Table Action Group be communicated across the University so that stakeholders were made aware of its existence and could feed in to its work.

The Board requested that a report be prepared for its spring term meeting to update on the work of the League Table Action Group.

The Board of Governors Resolved:

- To note the report from the President and Vice Chancellor.
- To request that the Board is provided with an update on the work of the League Table Action Group at its spring term meeting and that the report includes information on staff/student metrics (ratios).

3. Report of the Student Union President (agenda item 4.3)

The SU President introduced Ms Amy-Louise Fox and Ms Keira Davies as SU President Elect and SU Vice President Elect respectively. Both Ms Davies and Ms Fox would be joining the Board as Governors for 2019-20 academic year from 1st August 2019.

The SU President informed the Board that the Students' Union had been working on recruiting its Representation Team for the forthcoming academic year and that this process would be completed by September. The SU President highlighted the Students' Union Annual Report for 2018-19 which covered six themes: academic experience; student voice and representation; support; belonging; partnership; student experience; recommendations and actions from 2018-19. The SU President advised that communication between the University and Students' Union required improvement and that the action plan detailed the positive steps that would be taken to improve this relationship.

The SU President concluded by making a request for all future Board papers to have cover sheets highlighting key points and recommendations to assist Board members when considering reports.

The Chair advised that the Secretariat was taking forward arrangements to better support governance at meetings and that cover sheets would be used for all reports at future meetings. The Chair also highlighted that late reports would not be accepted at future meetings to afford Governors reasonable time to read reports and consider their recommendations.

The Board of Governors Resolved:

- To note the report of the Student Union President.

4. Reports from Committee Chairs (agenda item 4.4)

4.1 Report of the Chair of Resources Committee (agenda item 4.4.1)

Ms Amery as Chair of Resources Committee updated that she had signed off costs for refurbishment works on Alexander House, A and E Blocks on Llandaff campus and Ellis Block on Cyncoed campus.

Ms Amery updated that the previous meeting held on Wednesday 12th June 2019 had endorsed the Budget proposals for 2019/20 set for consideration and approval by the Board.

The Board of Governors Resolved:

- To note the update from the Chair of Resources Committee.

4.2 Report of the Chair of Transnational Education Committee (agenda 4.4.2)

Dr Jackson as Chair of Transnational Education Committee updated that the previous meeting held on Tuesday 18th June 2019 had considered two substantive items. Firstly, TNE Partnerships and Home Partnerships including current risk scorecards. The Committee was reassured that the University was managing and monitoring partnerships effectively. Secondly, the potential for delivery of courses in a second language. Dr Jackson advised that the costs involved outweighed the benefits that the University would incur as an institution and that more evidence would be needed to demonstrate viability if the proposals were to be pursued any further.

Dr Jackson also advised that the role and purpose of the Committee would also be reviewed to ensure that it fitted with the new International Strategy and International Office.

The Board of Governors Resolved:

- To note the update from the Chair of Transnational Education Committee.

4.3 Report of the Chair of Strategic Planning and Performance Committee (agenda item 4.4.3)

Baroness Finlay as Chair of Strategic Planning and Performance Committee advised that the Committee members had met on Thursday 20th June 2019 but that as the meeting was inquorate could only informally endorse the report on Central Quay and Cardiff School of Technologies as listed at item 9 of the Board agenda.

The Board of Governors Resolved:

- To note the update from the Chair of Strategic Planning and Performance Committee.

4.4 Report of the Chair of Audit Committee (agenda item 4.4.4)

Mr Hussain as Chair of Audit Committee updated that the Committee had met on Tuesday 25th June 2019 and endorsed the Internal Audit Report for 2018/19 and the Internal Audit Plan for 2019/20. In addition, the Committee had considered eight separate Internal Audit reports and the External Audit Plan for 2019/20. The Committee had also received two informative presentations on the Annual Report on Information Compliance for 2018 and the Procurement Annual Report for 2018.

Mr Hussain re-iterated the concerns that the Committee continued to have in regard to the University not yet having a Risk Management Officer in post and advised that this continued to present a risk to the University's good governance.

The Board of Governors Resolved:

- To note the update from the Chair of Audit Committee.

4.5 Report of the Chair of Remuneration Committee (agenda item 4.4.5)

Ms Amery as Chair of Remuneration Committee updated that the Committee had met immediately before the Board meeting. Ms Amery advised that the Committee had considered its terms of reference and revised arrangements for senior staff salary review and appraisal that necessitated changes to future meeting dates. The Committee also considered the report to the Board under the senior staff severance policy.

The Board of Governors Resolved:

- To note the update from the Chair of Remuneration Committee.

1783. Student Charter 2019/20 (agenda item 5)

The report was introduced by the Interim University Secretary and Clerk to the Board of Governors who advised that the Student Charter had been developed jointly by the University, the Students' Union and students. The Charter sets out what is expected of each party in being part of the community, moving forward with a set of shared values.

The Board of Governors Resolved:

- To note the Student Charter 2019/20.

1784. Students' Union: Relationship Agreement 2019/20 (agenda item 6)

The interim University Secretary and Clerk to the Board of Governors introduced the report. The Relationship Agreement outlined the basis for the relationship between the University and Students' union and the principles under which they will operate. Both parties will review the Agreement annually for sign off. The Agreement takes account of the legal requirement on the University as detailed in the Education Act 1994 to ensure that the Students' Union operates in a fair and democratic manner and of the registered charity status of both parties. The Agreement complemented the Student Charter that had been considered at agenda item 5 and was supported by an Implementation Plan.

The Student Union Relationship Agreement was signed by Professor Cara Aitchison, Mr Ieuan Gardiner and Ms Amy-Louise Fox in their respective capacities as Vice Chancellor, SU President and SU President Elect.

The Board of Governors Resolved:

- To note the Cardiff Metropolitan University and Cardiff Met Students' Union Relationship Agreement for 2019/20 and the supporting Implementation Plan.

1785. Student Recruitment Update: 2019 Entry (agenda item 7)

The Director of Marketing and External Relations introduced the report and advised that full time undergraduate home recruitment was unlikely to reach expected levels in 2019/20. The impact of this was an anticipated reduction of £1.88m of income for 2019/20. There is potential to mitigate this through an improved Clearing round, but there is a requirement to first achieve minimum Clearing targets. The number could also be mitigated by retaining more students over the summer. As postgraduate and part time study are now funded this may allow the possibility of increased recruitment in these areas and provide diversification of income.

The Director of Marketing and External Relations advised that overseas recruitment remains on expectation with potential to exceed in the postgraduate market and that this will impact on populations going forward in terms of planning, budgeting and the short term goals of the Strategic Plan.

The Director of Marketing and External Relations advised that the conversion rates on student recruitment varied from year to year and from programme to programme. For the first year ever, the number of applications from English domiciled students was more than the number of applications from Welsh domiciled students. However, the University has previously had a better conversion rate with Welsh domiciled students.

The Board briefly discussed the reasons as to why 51% of BA Primary QTS applicants had withdrawn prior to interview. It was highlighted that this new course had attracted an excellent response and that staff wanted to ensure rigorous entry standards

The Board also noted that staff from the University's careers service had worked on the Clearing process previously and that this had been very helpful in supporting the student recruitment process and conveying a positive message to students that the University was supportive and student-focussed.

The Director of Marketing and External Relations advised that the prospectus for 2020/21 entry was launched in March and that student recruitment activities to drive the applications process will begin in September 2019. The Board was advised that 2020/21 was set for some significant introductions of new programmes and the continued development of Cardiff School of Technologies.

The Board discussed the practice of an increasing number of universities providing unconditional offers to students. The Board was generally not in favour of this practice but asked for further information on what other incentives the University could offer to potential students.

The Board of Governors Resolved:

- To note that the update on Student Recruitment Entry for 2019.

1786. Outturn 2018/19: Third Review (agenda item 8.1)

The Director of Finance introduced the report to the Board and confirmed that the University remained on course to enjoy a solid year in financial terms, benefiting as

planned from the resetting of the staff cost base during the autumn of 2017 and the achievement of the student tuition fee targets.

The University had originally budgeted for an accounting surplus for the year of £3.6m with associated cash generation through operations of £12m at the start of 2018/19. This had improved to £4.5m and £12.3m respectively at year end. The Director of Finance explained that the outturn included an assumption that £750k costs relating to the city centre campus would be capitalised. If they were not capitalised, then this would have an impact on the accounting surplus.

The Director of Finance informed the Board that the one main area of uncertainty related to the accounting for the Universities Superannuation Scheme (USS). It was explained that the outlook assumed that the charge relating to the USS would be based on the March 2018 actuarial valuation of the scheme. However, if the March 2017 actuarial valuation was used instead it would result in materially higher costs that would impact on the accounting surplus.

The Board of Governors Resolved:

- To note the third review on financial outturn for 2018/19.

1787. Budget Proposals for 2019/20 (agenda item 8.2)

The Director of Finance introduced the report and advised that the budget proposals for 2019/20 target a cash surplus of £9m, an accounting surplus of £1.4m, and a staff KPI on a cash basis of 62.1%. It was explained that the changing financial position was mainly due to significant staff cost inflation which amounted to circa £5m or an increase of 8% on the 2018/19 year, and the inability to grow the income base sufficiently to offset the cost of inflation largely due to the continuing cap on the FTUG tuition fee.

Notwithstanding the changing financial position, the proposed budget represented a solid performance with £9m forecast cash surplus being able to support a £5.5m planned capital programme.

The Board of Governors Resolved:

- To approve the Budget for 2019/20.

1788. HEFCW Financial Forecasts (agenda item 8.3)

The Director of Finance introduced the report and explained that each year the University is required to submit financial forecasts to HEFCW in a prescribed format. The format must include the latest projection of the financial outturn, the budget for the next year and the operational forecasts for the following year. The Director of Finance conveyed that the forecasts demonstrated the University's solid financial position.

The Director of Finance advised that the proposals for future years had been developed with the following working assumptions:

- That the Cardiff School of Technologies would grow from 378 students in 2018/19 to a forecasted 1,693 in 2022/23;

- That there would be progressive growth in student numbers across all other Schools to 2022/23;
- That the Full Time Undergraduate (FTUG) tuition fee would remain unchanged at £9k and that there would be no increase in HEFCW funding;
- Growth in Research and Innovation income and contribution was assumed to be in line with corporate strategy targets;
- Growth in TNE income and contribution was also assumed to be in line with corporate strategy targets;
- A £30m increase in borrowing through a commercial loan was assumed, with £10m drawdown during 2021/22 and a £20m drawdown during 2022/23.

The Director of Finance highlighted that the key risks to the forecasts related to student recruitment, with forecast growth in income being predicated largely on growth in student numbers.

The Director of Finance clarified that the University would need to confirm with Barclays bank whether the University could transfer the proposed loan originally earmarked for the city centre development to alternative projects to improve Llandaff and Cyncoed campuses. It was proposed that a loan of £30m rather than £50m would be needed for this work and that HEFCW approval would be sought even though the University could clearly meet the proposed repayments from its own resources.

The Board queried whether the shortfall in 2019/20 recruitment had been factored in to the budget forecasts. The Director of Finance confirmed that the shortfall in home student numbers had largely been offset by an increase in overseas student numbers.

The Board queried whether any financial modelling had been undertaken to forecast the budget position in the event of FTUG tuition fees being reduced to £7.5k as advocated in the Augar Review. The Director of Finance informed the Board that HEFCW had asked all universities across Wales to provide forecasts illustrating what 'no growth' would look like. HEFCW were known to be concerned about universities forecasting growth only for it not to materialise. The Director of Finance advised the Board that a reduction in FTUG tuition fees to £7.5k would result in a £10m budget reduction which would necessitate deep cuts in the University's finances. The Director of Finance however advised that there was now some doubt across the sector as to whether the reduction of the FTUG tuition fee from £9k to £7.5k advocated in the Augar Review would be implemented.

The Vice Chancellor stated that whilst there had been a demographic dip in the number of students available the Strategic Plan and related financial modelling had taken account of the steep demographic upturn in student numbers that would occur over the next few years for all schools in general and the Cardiff School of Technologies in particular.

The Board queried whether the forecast increase in staff costs as a percentage of income would necessitate a further voluntary severance programme which in turn would adversely impact on staff/student metrics and the University's rankings in various league tables. The Director of Finance confirmed that the University would need to grow student numbers in future years to avoid a budget squeeze.

Board members queried whether the University had the right balance between academic and professional services staff budgets. The Vice Chancellor explained that the relative size of an institution was a crucial factor and that smaller institutions usually spent a greater percentage of their staff budget on professional services staff.

Board members highlighted that the changing financial climate in Welsh higher education finance meant there would be winners and losers in future years. With strong finances and a clear strategic plan focussing on growth it was felt that the University was well positioned to take advantage of potential future opportunities.

The Board thanked the Director of Finance and his department for the work undertaken over the previous year on financial management, control and planning.

The Board of Governors Resolved:

- To endorse the financial forecasts for submission to HEFCW.

1789. Central Quay Proposals and Cardiff School of Technologies (agenda item 9)

This agenda item is recorded in the confidential minutes.

1790. Estates Development – Llandaff and Cyncoed Campuses (agenda item 10)

The Director of Environment and Estates introduced the report that provided further detail on the short and medium term plans and longer term vision for the University's estate. The report set out plans for the development of Llandaff and Cyncoed campuses in follow up to the Board's decision to withdraw from the proposed city centre campus at Central Quay.

The Director of Environment and Estates advised that it was proposed to locate the Cardiff School of Technologies at the front of the Llandaff campus with the Cardiff School of Education and Social Policy remaining at Cyncoed campus. Further work was required to remodel student numbers to take account of not having a city centre campus and reordering of the emphasis of the strategic plan. The Director of Environment and Estates informed the Board that the Estates Masterplan devised in 2018 remained suitable and fit for purpose with the future estate being located across two rather than three campuses.

The Director of Environment and Estates highlighted that the proposals were based on a broad financial envelope of a £30m bank loan plus annual cash revenue support of £5m per annum. The funds will be used to prioritise the Cardiff School of Technologies at Llandaff, the centralising of student services at Llandaff, the Academic Building at Cyncoed and the Phase 2 Sports Extension at Cyncoed up until 2024.

The Director of Environment and Estates highlighted that the University would consult internal and external stakeholders extensively in taking the proposals forward. The Board advised that the Llandaff Society and Llandaff Rugby club should be approached early in the process.

The Board recognised that the proposed works had potential to adversely impact on students' experience of studying at the University and expressed its view that detailed planning was required to mitigate any potential disruption. The Board highlighted that given the planned duration of the works many students studying at the University over the next few years would have left the University before the improvements to campuses are completed.

The Director of Environment and Estates advised that the long-term use of the newly acquired Alexander House would also be considered as part of the proposals. The Vice Chancellor indicated that Alexander House may potentially be used for residential purposes after its temporary use to house PDR had ended. Board members also suggested that the land could be used to develop a car park for the Llandaff campus and that a strategic decision would need to be made re the use of cars and car parking facilities in and around the Llandaff campus. Transport facilities between both campuses and the development of safe cycling routes would also need consideration.

The Board of Governors Resolved:

- To note the Estates Development report.
- To note the specific follow up actions listed in section 10 of the report that are to be undertaken between July and October 2019 to take forward development opportunities on Llandaff and Cyncoed campuses.
- To request that Director of Environment and Estates develop proposals for consideration at the November Board meeting on the first capital developments.

1791. Key Corporate Risks and Corporate Risk Register (agenda item 11)

The interim University Secretary and Clerk to the Board of Governors introduced the report and advised that during the summer risk review it had been proposed to create a new corporate level risk for graduate employability. This had been agreed at Management Board in June and will be added to the register for the autumn review.

The Board of Governors Resolved:

- To note the update on Key Corporate Risks and Corporate Risk Register.
- To note that an additional risk on the Graduate Outcomes Process had been added to the register as 'URR27' following discussion and decision by Management Board. The current risk score is 16.

1792. Summer Interim Quality Assurance Report 2019 (agenda item 12)

The Pro Vice Chancellor Student Engagement introduced the report that summarised the major external and internal quality assurance developments that had taken place since the Spring Interim Quality Assurance Report had been considered by the Board at its previous meeting. It was explained that a case study illustrating the embedding of EDGE (ethical, global, digital and entrepreneurial) into the curriculum was appended to the report for information.

The Board requested that it be provided with a detailed briefing (briefing session) in advance of the QAA assessment that is scheduled for May 2020.

The Board requested that a case study be prepared to highlight the journey of a student through University so that student analytics could be more easily understood in layman's terms.

The Board of Governors Resolved:

- To note the report on Summer Interim Quality Assurance for 2019.
- To request that a briefing session be held for Board members in advance of the QAA assessment.
- To request that a case study be prepared to highlight the journey of a student through University.

1793. Prevent Policy 2019 (agenda item 13)

The Pro Vice Chancellor Student Engagement introduced the Prevent Policy 2019 for endorsement by the Board. The policy sets out how the University complies with the Counter Terrorism and Security Act 2015 to 'have due regard to the need to prevent people from being drawn into terrorism' and the specific Prevent Duty Guidance that complemented the Act.

The Board of Governors Resolved:

- To endorse the University's Prevent Policy for 2019.

1794. Governance Report (agenda item 14)

The interim University Secretary and Clerk to the Board of Governors introduced the report that set out various governance related matters that would be progressed over the summer. This included recruitment of new governors, governor development, scheduling of meetings and a review of Board and Committee practice.

The Board of Governors Resolved:

- To note the report.
- To note that comments on the Review of Board and Committee Practice can be provided to the Secretariat by correspondence after the meeting.

1795. Appointment of Vice Chair of the Board of Governors (agenda item 15)

The Chair thanked Ms Amery for her service as Vice Chair over the previous three years. The Chair was very appreciative of Ms Amery's support since becoming Chair of the Board in the autumn. The Chair advised that Ms Amery would continue as a Governor into 2020 and would remain as Chair of Resources Committee

The Chair was pleased to propose that Mr Capaldi and Mrs Goodson be appointed as co-Vice Chair.

The Board of Governors Resolved:

- To appoint Mr Capaldi as Co-Vice Chair of the Board of Governors.
- To appoint Ms Goodson as Co-Vice Chair of the Board of Governors.

1796. Any Other Business (agenda item 16)

The Chair announced that Ms Hay and Mr Holmes would both retire as Independent Governors on 31st July 2019 and that Mr Gareth Hardacre would retire as a co-opted Governor on the same date. The Chair thanked each of the Governors for their service over the previous six years.

The Chair announced that Ms Berry would stand down as Professional Services Staff Governor on 31st July 2019. The Chair thanked Ms Berry for her service over the previous five years.

The Chair advised that Mr Gardiner and Mr Nottingham would both retire as Student Governors on 31st July 2019. The Chair thanked them for their hard work over the previous year and highlighted how important it was to have an effective student presence on the Board. The Chair informed the Board that she was looking forward to working with Ms Amy-Louise Fox and Ms Keira Davies from the start of the new academic year.

The Chair presented gifts to each of the retiring governors and a bouquet of flowers to Ms Amery for her service as Vice Chair of the Board.

1797. Part B (agenda item 17)

As the division of Part A and Part B business had been agreed by the Board at the start of the meeting all Part B business listed on the agenda was formally approved without debate.

1. Fee and Access Plan 2020-21 (agenda item 17.1)

The Board of Governors Resolved:

- To note the 2020/21 Fee and Access Plan.
- To note that the 2020/21 Fee and Access Plan was submitted to HEFCW on 24 June 2019.

2. Procurement Annual Report 2018 (agenda item 17.2)

The Board of Governors Resolved:

- To note the Procurement Annual Report for 2018.

3. Deloitte: Internal Audit Annual Report 2018-19 (agenda item 17.3)

The Board of Governors Resolved:

- To note the Internal Audit Annual Report for 2018-19.

4. Deloitte: Internal Audit Annual Plan 2019-20 (agenda item 17.4)

The Board of Governors Resolved:

- To note the Internal Audit Annual Plan for 2019-20.

5. Information Compliance Annual Report 2018 (agenda item 17.5)

The Board of Governors Resolved:

- To note the Information Compliance Annual Report for 2018.

6. Annual Statement on Research Integrity: 2018-19 (agenda item 17.6)

The Board of Governors Resolved:

- To note the Annual Statement on Research Integrity for 2018-19.

7. Health and Safety Committee Annual Report 2018-19 (agenda item 17.7)

The Board of Governors Resolved:

- To note the Health and Safety Committee Annual Report for 2018-19

8. Proposed Calendar of Governor Body Meetings 2019-20 and 2020-21 (agenda item 17.8)

The Board of Governors Resolved:

- To approve the Calendar of Board of Governor Meetings for 2019-20 and 2020-21 subject to minor amendments from the Secretariat in relation to Remuneration Committee meeting dates.

9. Minutes of Academic Board (agenda item 17.9)

The Board of Governors Resolved:

- To note the confirmed minutes to Academic Board meeting held on 15 May 2019.

10. Minutes of Management Board (agenda item 17.10)

The Board of Governors Resolved:

- To note the confirmed minutes to Management Board meeting held on 2 April 2019.

- To note the confirmed minutes to Management Board meeting held on 7 May 2019.

1798. Confidential and Restricted Business

The Board of Governors Resolved:

That the following items be considered as confidential or restricted:

9. Central Quay Proposals and Cardiff School of Technologies (Confidential)
18. Update from Chair of Remuneration (including Report of Remuneration Committee to the Board under the Senior Staff Policy) (Restricted)
19. Statement from the Clerk to the Board of Governors (Restricted)
20. Statement from the President and Vice Chancellor (Restricted)
21. Proposal for Clarity of Interpretation of Articles of Government in relation to Level 2 senior staff (Restricted)
22. Proposals for the Vice Chancellor's Executive Group Structure (Restricted)
23. FoVo Technology Ltd (Restricted)

Open meeting concluded: 4.45pm

Restricted meeting concluded: 6.45pm