

Cardiff Metropolitan University

Board of Governors

Thursday 28 November 2019

5.30pm, the Boardroom, Maritime House, Llandaff Campus

Confirmed Open Minutes

Present: Baroness Finlay of Llandaff (Chair and Independent Governor), Professor Cara Aitchison (President and Vice Chancellor), Nicola Amery (Independent Governor), Nick Capaldi (Co-Vice Chair and Independent Governor), Gareth Davies (Co-opted Governor), Amy-Louise Fox (Student Governor), Sian Goodson (Co-Vice Chair and Independent Governor), Umar Hussain MBE (Independent Governor), Dr Stephen Jackson (Co-opted Governor), Dr Malcolm James (Academic Staff Governor), Dr Katie Thirlaway (Academic Board Governor), Dr Chris Turner (Independent Governor), Scott Waddington (Independent Governor), David Warrender (Independent Governor) and Denn Yearwood (Professional Services Staff Governor).

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

1827. Apologies for Absence (agenda item 1)

Apologies were received from Keira Davies (Student Governor) and Professor Kelechi Nnoaham (Independent Governor).

1828. Declarations of Conflict of Interest (agenda item 2)

There were no declarations of conflict of interest.

1829. Appointment of Staff Governor (agenda item 3)

The Chair advised that Denn Yearwood was formally proposed for appointment to the Board of Governors as Professional Services Staff Governor. The Chair advised that the nominations process for the election had been held over September and October and that Mr Yearwood was nominated unopposed. It was proposed that Mr Yearwood's appointment run from 28 November 2019 to 31 July 2022.

The Board of Governors Resolved:

To appoint Denn Yearwood as the Professional Services Staff Governor from 28 November 2019 to 31 July 2022.

1830. Minutes of Previous Meeting: Monday 23 September 2019 (agenda item 4)

Accuracy of the minutes

With reference to section 1810 the Vice Chancellor requested that the sixth and seventh paragraph be amended to read as follows:

‘The Vice Chancellor highlighted that the decline in Transnational Education enrolment numbers from 9,497 students in 2016/17 to 9,300 students in 2018/19 was largely due to the University’s move away from moderating diploma level work.

The Vice Chancellor highlighted that the National Students Survey (NSS) results had shown that student satisfaction with the University had increased from 84% in 2016/17 to 85% in 2018/19. The results were pleasing as the University had moved from being 1% below the UK average in 2017 to 1% above the UK average in 2019. The University is currently in line with the Welsh sector and outperforming the UK average as a whole’.

With reference to section 1816 the Vice Chancellor requested that fifth paragraph be amended to read as follows:

‘The Board was informed that a suite of papers was being prepared to support a review of the University’s Measures of Success and a progress review of the University’s Enabling Strategies. The Vice Chancellor would prepare an initial paper for consideration by SPPC and Board in the November round of meetings’.

The Board of Governors Resolved:

To approve the minutes of its meeting held on Monday 23 September 2019 as amended.

Matters arising

There were no matters arising.

1831. Standing Items (agenda item 5)

1. Report of the Chair of the Board of Governors (agenda item 5.1)

The Chair referred to the recent funeral of Dave Leonard, who was a member of staff in the IT department who had passed away unexpectedly. The Chair advised that Mr Leonard’s funeral had been very well attended by University staff and colleagues.

The Chair also referred to a recent student suicide and commended the work of the University Chaplain, the Reverend Paul Fitzpatrick in providing help, support and guidance to students affected by this.

The Chair introduced their report that provided an update on the following matters:

- Linked Governors scheme
- Council of University Chairs (CUC)
- A More Equal Wales: Strengthening Social Partnership White Paper
- Reform of Post Compulsory education and Training (PCET) in Wales
- International Markets
- Recruitment of Governors
- Board effectiveness review
- Governance Review of Universities in Wales
- Chancellor's Group
- Away Day

The Board of Governors Resolved:

To note the oral update from the Chair of the Board of Governors.

2. Report of the President and Vice Chancellor (agenda item 5.2)

The Vice Chancellor introduced their report that provided an update on the following matters:

- Senior Leadership Reorganisation and Recruitment
- Civic Mission
- Staff Survey Results
- Staff and Student Health and Wellbeing
- Our Cardiff Met Community
- Fire Safety Action Following Fire in Bolton University Student Accommodation
- Fovo Technology Ltd (Fovotech) Update
- Establishment of Universities Wales Tackling Harassment Group
- Cardiff Met's Engagement in Soft Power
- Vice Chancellor External Engagement

The Board Resolved:

To note the report of the President and Vice Chancellor.

3. Report of the President of the Students' Union (agenda item 5.3)

The President of the Students' Union introduced their report that provided an update on the following matters:

- Sabbatical Officer's Manifestos – Update on Progress
- Students' Union Annual Audit of Accounts
- Internal Audit – SU Achievement of Substantial Assurance
- Wonkfest
- General Student Union Update

The Board of Governors Resolved:

To note the report of the President of the Students' Union.

4. Reports from Committee Chairs (agenda item 5.4)

All Committee Chairs provided an update to the Board on the work of their respective Committees.

Audit Committee

The Chair of Audit Committee reported that the Committee had met on Tuesday 19 November 2019 and that Mr Adrian Piper had chaired the meeting. The Committee had endorsed the Annual Report and Financial Statements for the Year Ended 31 July 2019 and had received a full presentation from external auditors on the Audit Findings Report for the same period. Both reports were included in the Board agenda for approval.

Honorary Awards Committee

The Chair of the Board advised that the Committee had met on Thursday 7 November 2019 and had given initial consideration to nominations for July 2020 and July 2021.

Nominations and Governance Committee

The Chair of the Board advised that the Committee had met on Thursday 7 November 2019 and had considered the proposed recruitment of Independent Governors and initial suggestions regarding the proposed review of Board and Committee Effectiveness.

Resources Committee

The Chair of Resources Committee advised that the Committee had met on Tuesday 5 November 2019 and had reviewed the Annual Accounts of the Student Union and had recommended that the Student Union recruit external Trustees on to its Board to improve governance, transparency and confidence.

The Chair of Resources Committee advised that Resources Committee had endorsed the University's Annual Pay Policy Statement for 2019.

Strategic Planning and Performance Committee (SPPC)

The Chair of the Board advised that the Committee met on Friday 15 November 2019 and had reviewed the University's Measures of Success 2018/19, Strategic Performance Process and League Tables Report - all of which were listed on the Board agenda. The Chair also informed that the Committee had approved changes to the arrangements supporting the production and institutional oversight of the University's Fee and Access Plan.

Transnational Education Committee (TNE)

The Chair of TNE Committee advised that the Committee had met on Tuesday 12 November 2019 and that initial proposals for the University to deliver programmes in a language other than English or Welsh would not be progressed further due to concerns about quality, cost and practical delivery.

The Chair of TNE Committee also updated that arrangements to deliver the 'Cardiff Met higher diploma' at ICBT were progressing smoothly. The Board was advised that only the Sri Lankan Government could confer 'Higher National Diplomas' in Sri Lanka.

The Board of Governors Resolved:

To note the oral updates from Committee Chairs.

1832. Finance (agenda item 6)

1. Outturn 2018/19: Final Review (agenda item 6.1)

The Director of Finance introduced the report and confirmed that the University's financial performance for the year had been very good. The University's financial results for the year showed a modest surplus of £178k. However cash generated through operations amounted to £13.1m which equated to 12.2% of turnover which placed the University in the upper quartile of the sector for this key performance indicator.

The Director of Finance explained that as a result of the cash generated through operations, cash on deposit at the year-end increased from £25.3m (2018) to £31.4m (2019) with £8.1m being deployed in-year on the capital programme.

The Director of Finance advised that staff expenditure on a cash basis amounted to 57.9% of turnover and staff expenditure including pension charges amounted to 64.6% of turnover. Turnover for the year increased from £103.7m (2018) to £106.8m (2019). The Director advised that there was a disconnection between accounting and operational performance caused by the increase in pension costs of £4.4m. The USS pension costs were £1.4m more than originally budgeted and the LGPS pension costs were £3m more than originally budgeted.

The Director of Finance elaborated that the additional costs to the LGPS scheme emanated from a court of Appeal case (the McCloud judgement) which had found against the Government on the grounds of age discrimination. The Director explained that the potential liability for the University arising from this judgement had been calculated by the actuary at £3m and was reflected in the results for the year as a past service cost. The Director highlighted that additional USS pension costs would adversely affect old universities the most as these tended to have higher levels of USS membership.

The Chair thanked the Director of Finance and his team for their work over the previous year in ensuring that the University finances were in good order.

The Board of Governors Resolved:

To note the Finance Outturn 2018/19 Final Review Report.

2. Annual Report and Financial Statements for the Year Ending 31 July 2019 (agenda item 6.2)

The Director of Finance briefly introduced the report and explained that the report had been considered by Resources Committee and Audit Committee prior to being presented to the Board. The Director explained that the University's external auditors (PWC) had separately undertaken an analytical review of the University's financial performance and that this should be read in conjunction with the report.

The Board of Governors Resolved:

To approve the Annual Report and Financial Statements for the Year Ending 31 July 2019.

3. PWC: Audit Findings Report for the Year Ending 31 July 2019 (agenda item 6.3)

The Director of Finance advised that the PWC report supported the contents of the Annual Report and Financial Statements and stated that the auditors expected to be able to issue an unqualified audit opinion as set out in accordance with legislation and the Audit Code of Practice. The report also confirmed that the audit had identified no significant issues in regard to risk of fraud in revenue recognition.

The report confirmed that the audit had identified no significant issues in regard to fraud and management override of controls as required under ISA (UK) 240 requirements. However testing had identified instances relating to staff use of purchase cards and the audit advised that whilst the University had suffered no loss to date it was important to continuously assess the risks associated with the use of such cards.

The report advised that under ISA (UK) 260 covering communication of audit matters with those charged with governance the auditors were required to report all instances that they considered to be errors or omissions in the financial statements where management had not made the necessary adjustment. It was reported that the net impact of adjustments would be to increase the reported surplus by £119k.

The Board of Governors Resolved:

To note the Audit Findings Report for Year Ending 31 July 2019.

4. Outturn 2019/20 First Review (agenda item 6.4)

The Director Finance introduced the report and indicated that another solid year of financial performance was anticipated. The Director advised that the budget for 2019/20 was predicated on two main features; the recruitment and retention of

sufficient volumes of students to ensure that the tuition fee income target is met; and the continued strict control of staff costs. The Director highlighted that the University had budgeted to generate a cash surplus of £9m through operations from a corresponding accounting surplus of £1.37m.

The Director of Finance advised that it was anticipated that international fees would exceed budget by £1.3m and amount to circa £12m for 2019/20. However the Director highlighted that there would be more direct costs to the University in achieving a higher than expected level of international students in the February 2020 intake.

The Director of Finance advised that the fees paid to agents used to recruit international students had increased over recent years to 20% plus VAT. Whilst the recruitment of international students achieved higher fee income for the University it also involved the University incurring higher costs relative to the recruitment of Home/EU students. The Pro Vice Chancellor and Executive Dean of Cardiff School of Sport and Health Sciences informed the Board that the University was looking to hold agency fees at 20% but that this was increasingly challenging.

Board members highlighted that staff had continued to work incredibly hard to deliver services following the completion of the voluntary severance scheme and that some areas were stretched. The Vice Chancellor acknowledged this and fully recognised the commitment and hard work of staff. The Vice Chancellor advised that there were still some gaps that needed to be filled within the restructured professional services areas but progress was being made.

The Director of Finance assured Board members that the University's provision of Transnational Education (TNE) continued to generate a valuable source of net income for the University and that all costs were appropriately identified and covered in the accounting process.

The Board of Governors Resolved:

To note the Finance Outturn 2019/20 First Review report.

1833. Annual Performance 2018/19 (agenda item 7)

1. Measures of Success 2018/19 (agenda item 7.1)

The Vice Chancellor introduced the report that provided the Board with an initial review of the University's performance in 2018/19 against its 20 Measures of Success and 35 Performance Indicators. The Board was advised Strategic Planning and Performance Committee had reviewed these in detail at its meeting on Friday 15 November 2019. The Vice Chancellor also advised that it was proposed that the University review its Measures of Success and Performance Indicators and their data definitions to ensure they continued to provide a comprehensive and balanced basis for measuring the performance against the University's Strategic Plan 2017/18 to 2022/23.

The Board was informed that new measures may be proposed for inclusion (e.g. cash generation) and others may be removed having served their purpose (e.g. staff

turnover) or changed (e.g. staff pay as a percentage of income from account value to cash value).

The Measures of Success and Key Performance Indicators evidenced that the University was meeting or surpassing important targets on University finances and student numbers. It was also clear that the University had comfortably surpassed its Research and Innovation income generation target.

Board members had a broad discussion on some of the Measures of Success and related matters covering student recruitment and entry tariffs, the development of new programmes and staff communication and wellbeing. Some Board members suggested that the proposed review should consider whether the University could be more selective about its priorities as it was acknowledged that significant work was involved in reporting on progress.

The Board of Governors Resolved:

To note the progress made against the University's Measures of Success and Performance Indicators.

2. League Tables 2018/19 (agenda item 7.2)

The Vice Chancellor introduced the report that provided the Board with a summary review of performance in the university league tables for 2019. Information from the three main university league tables was included, namely - the Complete University Guide (May 2019), the Guardian University Guide (June 2019) and the Times University Guide (September 2019). The report also covered the People and Planet Green League Table (July 2019), the Times Higher Education World University Ranking (September 2019), the QS World University Ranking (September 2019) and the Academic Ranking of World Universities (August 2019).

The Vice Chancellor advised that they had recently established a League Table Action Group so that the University's approach to meeting league table requirements was sufficiently sophisticated, focussed and fully understood by all concerned.

The Vice Chancellor advised that league table results for 2019 were mixed and highlighted their commitment for the University to achieve future improvement. The Vice Chancellor highlighted that league table rankings were based on historic information and that in many areas the University's performance had already improved from what had been reported e.g. staff/student ratio and investment in staff and student facilities. The Vice Chancellor acknowledged that exercising financial restraint across the University to rebalance the books had adversely impacted on league table rankings in some areas. The action taken had however been necessary to secure the future of the University.

The Vice Chancellor was pleased to report that the University had for the first time been ranked in the World University Rankings. The University was ranked in the 800 to 1000 grouping. The Vice Chancellor expressed her ambition for the University to move up a grouping within a limited number of years.

The Board of Governors Resolved:

To note the University League Table Performance Summary Report.

3. Strategic Performance Review Process 2019/20 (agenda item 7.3)

The Vice Chancellor introduced the report which set out the context and rationale for the strategic performance review process. The Vice Chancellor advised that the University's Strategic Plan for 2017/18 to 2022/23 had been approved by the Board of Governors in June 2017. The Plan was supported by 15 Enabling Strategies (5 Thematic Strategies, 5 School Strategies and 5 Professional Services Strategies).

The Vice Chancellor advised that whilst it was too early in Strategic Plan cycle to do a wholesale review, a light touch review and revision to the University's Measures of Success and Performance Indicators was advocated. The review would:

- Include new measures that are deemed to be significant;
- Delete any measures that have diminished in their significance;
- Amend terminology where this has changed;
- Amend metrics where these have changed;
- Revise measures upwards where targets had been exceeded;
- Review if it is appropriate to revise any targets downwards where they cannot be achieved.

The Vice Chancellor emphasised that the recalibration of the Measures of Success and Performance Indicators would help ensure that performance targets remained realistic, relevant and useful. The Vice Chancellor affirmed that the University's 'Seven Priorities' that emerged from the development of the Strategic Plan would remain unchanged.

The Vice Chancellor informed the Board that following the review, a revised set of measures would be brought forward to the March Board of Governors meeting for approval and implementation from 2020/21. The Vice Chancellor advised the Board that the review would coincide with annual planning round for Schools and Professional Services which cover strategic planning and budget setting. The Vice Chancellor referred Board members to the proposed review management process and timeframe detailed in the report.

The Board shared the Vice Chancellor's view that a light touch review and revision of the Measures of Success and Performance Indicators was required to support the University's strategic performance management arrangements and assist in the delivery of objectives detailed in the Strategic Plan.

The Board of Governors Resolved:

To agree that the proposed Strategic Performance Review Process be undertaken to recalibrate the University's Measures of Success and Performance Indicators.

1834. Student Recruitment Update (agenda item 8)

1. Student Recruitment 2019-20 and 2020-21 Entry (agenda item 8.1)

The Director of Marketing and External Relations updated the Board on developments regarding student recruitment since it was previously reported to the Board in September. The Director advised that the final position on 2019/20 recruitment could not be provided until after the February 2020 intake.

The Director highlighted that the initial forecast expectation level set in November 2018 was to have a new student intake of 4,334 across all categories. This was reduced to 4,153 in May 2019. However the Director informed the Board that this target would be surpassed due to the level of international students being recruited. It was anticipated that the final total new intake would be between 4187 and 4242 students.

The Board recognised the significant work that had been undertaken to increase the number of international post graduate students recruited by the University. The Director confirmed that the intake of international students in February 2020 would be significantly higher than the previous year. Applications were predominately for post graduate programmes from Indian students. The main areas of interest were programmes in the Cardiff School of Management and Cardiff School of Technologies. The Vice Chancellor assured the Board that arrangements were being effectively progressed to support the new intake of international students. A task group had been established, headed up by the Director of Finance to oversee arrangements.

The Director of Marketing and External Relations confirmed that Clearing had gone well with the conversion rate for student recruitment having improved.

The Board was advised of the various methods used to recruit new students including digital campaigns and open days. The Director informed the Board that more than 900 applicants had registered for one of the University's Open Days that was held at the Cyncoed campus on Saturday 9 November 2019.

The Director advised the Board that it was proposed to continue with the use of unconditional offers for specific courses where it was felt that it clearly supported student recruitment. The Director highlighted that the use of unconditional offers helped retain strong applicants and discouraged them from going elsewhere to study.

The Director concluded by advising that further work was being undertaken to develop a more sophisticated understanding of student recruitment trends with a view to producing more accurate forecasts on recruitment numbers.

The Board of Governors Resolved:

To note the Student Recruitment Update on 2019/20 and 2020/21 Entry.

1835. Environment and Estates (agenda item 9)

1. Environment and Estates Update and Masterplan (agenda item 9.1)

The Director of Environment and Estates gave a PowerPoint presentation to the Board that highlighted, with visuals, the revised Estates Masterplan. The Director advised that the University had engaged with architects Austin Smith Lord to revise the Estates Masterplan, originally produced in 2018 that looked ahead to 2032. The revised Masterplan reflected recent changes with the Cardiff School of Technologies being based at Llandaff and the Cardiff School of Education and Social Policy remaining at Cyncoed.

The Director referred Board members to the accompanying report and advised that an enhanced governance structure was being established to ensure effective governance for estates planning and delivery. An Environment and Estates Committee that reported to the University's Management Board had met for the first time on 22 October 2019. It was envisaged that the Committee would meet ten times per year. The Director advised that a new Board led group providing oversight of master-planning was also due to be established. Informal forums and groups were also being established to ensure robust discussion and engagement with all stakeholders.

The Director provided the Board with an update on existing capital projects for 2019/20 and proposed capital projects for 2020/21 and 2021/22.

The Director highlighted that the University had received c£909k in HEFCW grant funding for capital works in 2018/19 aimed at improving the student experience and reducing operational costs. For 2019/20 the University had been awarded c£841k for the same purpose.

The Director advised that the University was now looking to press ahead with developing a revised and more affordable Cyncoed Sports and Wellbeing Hub with the intention of co-locating general and community sports facilities within one complex. Facilities would include a sports hall, gym, studio spaces, wellbeing facilities, main reception and café. The Board was informed that the proposed development would not have a swimming pool as originally envisaged.

The Director outlined proposals to have Student Centres that would integrate student focussed services within one accessible location on each campus. The Director advised that his team was working with key stakeholders in developing proposals. The Director concluded by emphasising that all proposals would take account of environmental sustainability and carbon reduction requirements.

Board members sought assurances from the Director that the University would effectively engage with the Student Union to ensure that the 'student voice' was included in the development of proposals. The Director emphasised that they were very keen to work with the Student Union and highlighted that relationships to support engagement were still being formed. Similarly, arrangements to engage staff in the process were also being taken forward with roadshows and specific consultations being planned.

The Director clarified that the Cyncoed Sports and Wellbeing Hub proposals would not include a swimming pool because of the added capital and revenue costs that this would involve. The Director highlighted that the existing swimming pool would remain open until the development of the new Academic Building commenced. This would

allow the University time to identify and implement off-campus swimming arrangements.

Board members expressed the view that the revised Estates Masterplan presented the University with a genuine opportunity for it to consolidate and rationalise its estate and to invest in its strategic long term priorities.

The Board of Governors Resolved:

That the permanent home for the Cardiff School of Technologies should be at the south east of the campus, including the interim space in F Block, and will consist of refurbished and modernised facilities, rather than a new building. This will enable us to take forward the second phase of the School, (as detailed in the report – section 4.1), and release funds for other developments.

The Sports and Wellbeing Hub should be prioritised as the first capital redevelopment at the Cyncoed campus, no longer containing a swimming pool.

To take forward concepts for new Student Centres, utilising existing space at Llandaff and Cyncoed.

1836. International (agenda item 10)

1. Looking Out: Global Engagement Strategy (agenda item 10.1)

The Pro-Vice Chancellor and Executive Dean of Cardiff School of Sport and Health Sciences introduced the report that set out the University's new Internationalisation Strategy. The Strategy had been endorsed by TNE Committee at its meeting on Tuesday 12 November 2019. The Pro-Vice Chancellor explained that the University's internationalisation objectives would be delivered under three themes: Global citizenship; Globally-relevant research and innovation; and Global responsibility.

The Board of Governors Resolved:

To approve 'Looking Out' the University's Global Engagement Strategy for 2018/19 to 2022/23.

1837. Quality (agenda item 11)

1. Annual Quality Assurance Report 2018/19 (agenda item 11.1)

The Pro-Vice Chancellor introduced the report and explained that it provided an overview of the implementation of the University's quality assessment processes during the 201/19 academic year and draws upon an evidence set collated according to a model suggested by the Committee of University Chairs (CUC) Good Practice Note. The Board was invited to discuss the Annual Quality Assurance Report and confirm all 5 of HEFCWs quality assurance statements for 2018/19.

Board members sought clarification on the governance interrelationship between Academic Quality Standards Committee, Academic Board and the Board of Governors in developing the Annual Quality Assurance Report and Statements.

The Board of Governors Resolved:

To approve the Annual Assurance Report for 2018/19 and confirm all 5 quality assurance statements for submission to HEFCW.

2. Quality Enhancement Review Self Analysis Statement 2019 (agenda item 11.2)

The Pro-Vice Chancellor Student Engagement provided an oral update to the Board on arrangements for the Quality Enhancement Review 2020. The Board was advised that the University's review with the Quality Assurance Agency for Higher Education (QAA) would take place between Monday 18 and Friday 22 May 2020. The Board was advised that Governors were scheduled to meet with the QAA assessors on Wednesday 20 May 2020. The Pro-Vice Chancellor informed the Board that the University planned to run a mock assessment during mid-April as part of its preparatory plans. Governors would be invited to a mock exercise on Monday 20 April 2020.

The Pro-Vice Chancellor advised the Board that the Change Report and Self Evaluation Report for QER May 2020 would be considered by the Strategic Planning and Performance Committee on Thursday 23 January 2020 prior to submission to QAA by Wednesday 26 February 2020. A special meeting of Academic Standards and Quality Committee would be convened in January 2020 to consider the papers for submission. The Change Report and Self Evaluation Report would take at its starting point the outcomes of the University's previous review by the QAA in May 2014. These would also cover changes at an institutional and sector level and provide an account of how baseline requirements and other external reference points are being met by the University.

The Chair advised that arrangements would be taken forward by the Secretariat for Governors to be invited to the mock exercise on Monday 20 April 2020 and meeting with the QAA assessors on Wednesday 20 May 2020.

The Board of Governors Resolved:

To note the oral update.

1838. Risk Review (agenda item 12)

1. Final HEFCW Institutional Risk Review Letter 2019 and Responses (agenda item 12.1)

The Vice Chancellor advised that they had been in contact with the Chief Executive of HEFCW to address matters raised in the Institutional Risk Review Letter. HEFCW had sought further information on three separate areas: firstly, on the University's current senior management team; secondly, on the University's plans to address the decline

in graduate employability; and thirdly, on the delivery of the University's estates strategy.

The Vice Chancellor advised that the information requested by HEFCW would be provided in full. The Vice Chancellor highlighted that there had been significant staff changes and resource pressures at HEFCW and that the University was working positively with the organisation to ensure that any knowledge gaps that it had about the University were addressed. The Vice Chancellor informed the Board that the University would look to meet HEFCW in the spring term to provide the organisation with a detailed update on the estates strategy and masterplan that was being reviewed for Llandaff and Cyncoed campuses in light of the University's decision not to proceed with a city centre campus at Central Quay.

The Board of Governors Resolved:

To note the Institutional Risk Review Letter from HEFCW (dated July 2019) and the University's subsequent responses (dated October and November 2019).

2. Key Corporate Risks and Corporate Risk Register (agenda item 12.2)

The Interim University Secretary and Clerk to the Board of Governors introduced the report and referred to a related internal audit report on the University's risk management arrangements that had been considered by Audit Committee at its meeting on Tuesday 19 November 2019. The Interim University Secretary added that the University's new Risk and Compliance Analyst would meet with risk owners to determine support needs and identify areas for improvement. The University's Management Board would be involved in work to review and update the University's risk appetite and tolerance to align it with strategy, build risk accountability within the governance structure, and develop training and support packages.

Board members highlighted that any new risk management processes implemented must be used to drive the business and be integrated into the business cycle and strategic planning process.

The Board of Governors Resolved:

To note the Key Corporate Risks report and Summary of the Corporate Risk Register.

3. Modern Slavery and Ethical Supply Chain Statement 2019 (agenda item 12.3)

The Interim University Secretary and Clerk to the Board of Governors provided the Board with an oral update on arrangements to approve and publish the University's Statement on Modern Slavery and Ethical Supply Chain for 2018/19 by 31 January 2020. The Board was advised that the Statement would be signed off by the Chair under Chair's action to accord with the required statutory timeframe for approval and publication.

The Board of Governors Resolved:

To note the oral update.

1839. Corporate Policies and Strategies (agenda item 13)

1. Harassment and Bullying Policy (agenda item 13.1)

The Interim University Secretary and Clerk to the Board of Governors introduced the report and explained that the Policy had been amended so that it was more inclusive of the Trans community. The amended Policy had been approved by the Vice Chancellor ahead of the University's application to the Stonewall Diversity Champions Programme in September 2019.

The Board of Governors Resolved:

To note the amendments to the University's Harassment and Bullying Policy.

2. Review of Family Friendly Policy Suite (agenda item 13.2)

The Interim University Secretary and Clerk to the Board of Governors introduced the report and explained that it was hoped that in separating out each of the policies and procedures they would be more user friendly for managers and staff. The Board was advised that the policies and procedures used gender neutral language that would support inclusivity and help ensure that LGBT staff access the benefits they are entitled to which in turn would help prevent claims of indirect discrimination.

The Board of Governors Resolved:

To approve the Family Friendly Policy Suite covering:

**Maternity Leave Policy and Procedure
Paternity Leave Policy and Procedure
Parental Leave Policy and Procedure
Shared Parental Leave Policy and Procedure
Adoption and Surrogacy Policy and Procedure**

3. Prevent Policy Update (agenda item 13.3)

The Pro-Vice Chancellor Student Engagement introduced the report and updated Prevent Policy that addressed the requirements of the New Prevent Duty Framework for Monitoring Higher Education in Wales. The Pro-Vice Chancellor advised that there was also a need to review and extend the presence of Governors on the University's Prevent Co-ordination Group.

The Board of Governors Resolved:

Approve the updated Prevent Policy.

Note that the Chair of the Board will nominate two Governors to become members on the Prevent Co-ordination Group.

4. Civic Engagement and Social Responsibility Strategy (agenda item 13.4)

The Pro-Vice Chancellor and Executive Dean of Cardiff School of Sport and Health Sciences introduced the report and explained that it was, in essence the strategic response to the University's civic mission. The strategy aims to ensure that the University is 'at the heart of our place' and has four pillars for success in support of this aim. These are as follows (i) Heart of the Community – Fully integrated within our place; (ii) Transforming Lives – Providing opportunities to transform lives; (iii) Active Citizens - Empowering people to influence the decisions which affect their lives; and (iv) Generating sustainable, inclusive economic growth through research, innovation and skills to secure a prosperous and thriving economy.

The Pro-Vice Chancellor highlighted various examples of how the University had opened its doors for successful community events previously. The Pro-Vice Chancellor informed the Board that the University was actively working to engage with BAME communities and hard to reach groups to promote interest and participation.

The Board of Governors Resolved:

To approve the Civic Engagement and Social Responsibility Strategy.

5. Annual Pay Policy Statement 2019 (agenda item 13.5)

The Interim University Secretary and Clerk to the Board of Governors introduced the report and advised that the Annual Pay Policy Statement for 2019 had been approved by Management Board and Resources Committee at separate meetings on Tuesday 5 November 2019.

The Board of Governors Resolved:

To endorse the recommendations of Management Board and Resources Committee.

6. Gender Equal Pay Review 2019 (agenda item 13.6)

The Interim University Secretary and Clerk to the Board of Governors introduced the report that provided information on equal pay for equal work of equal value as at 31 March 2019.

The Board of Governors Resolved:

To endorse the recommendations of Management Board and Resources Committee.

7. Gender Pay Gap (agenda item 13.7)

The Interim University Secretary and Clerk to the Board of Governors introduced the report that provided information on the Gender Pay Gap. It was explained that the information would be published to support transparency and highlight the University's commitment to reducing the Gender Pay Gap and emphasise the importance placed on equality and diversity matters.

The Board of Governors Resolved:

To endorse the recommendations of Management Board and Resources Committee.

1840. Governance Report (agenda item 14)

The Interim University Secretary and Clerk to the Board of Governors introduced the report that set out the proposed terms of reference and membership of Governing body Committees for 2019-20.

The proposed terms of reference for the new Estates Masterplan Committee were also put forward for consideration by the Board. The Board requested that further work be undertaken to ensure that the new Committees terms of reference were correctly aligned with the University's wider decision making arrangements and did not duplicate the role of any existing committees.

The Board Resolved:

To approve the terms of reference and membership of committees for 2019/20.

To request that the proposed draft terms of reference of the Estates Masterplan Committee be further reviewed.

1841. Minutes of Meetings (agenda item 15)

1. Audit Committee: Tuesday 25 June 2019 (agenda item 15.1)

The Board of Governors Resolved:

To note the confirmed minutes of Audit Committee from its meeting held on Tuesday 25 June 2019.

2. Resources Committee: Wednesday 12 June 2019 (agenda item 15.2)

The Board of Governors Resolved:

To note the confirmed minutes of Resources Committee from its meeting held on Wednesday 12 June 2019.

3. SPPC: Thursday 20 June 2019 (agenda item 15.3)

The Board of Governors Resolved:

To note the informal notes of SPPC from its inquorate meeting held on Thursday 20 June 2019.

4. TNE Committee: Tuesday 18 June 2019 (agenda item 15.4)

The Board of Governors Resolved:

To note the confirmed minutes of TNE Committee from its meeting held on Tuesday 18 June 2019.

5. Academic Board: Wednesday 26 June 2019 (agenda item 15.5)

The Board of Governors Resolved:

To note the confirmed minutes of Academic Board from its meeting held on Wednesday 26 June 2019.

6. Academic Board: Wednesday 9 October 2019 (agenda item 15.6)

The Board of Governors Resolved:

To note the confirmed minutes of Academic Board from its meeting held on Wednesday 9 October 2019.

7. Management Board: Tuesday 4 June 2019 (agenda item 15.7)

The Board of Governors Resolved:

To note the confirmed minutes of Management Board from its meeting held on Tuesday 4 June 2019.

8. Management Board: Wednesday 3 July 2019 (agenda item 15.8)

The Board of Governors Resolved:

To note the confirmed minutes of Management Board from its meeting held on Wednesday 3 July 2019.

9. Management Board: Wednesday 1 October 2019 (agenda item 15.9)

The Board of Governors Resolved:

To note confirmed minutes of Management Board from its meeting held on Wednesday 1 October 2019.

1842. Dates of Future Board Meetings (agenda item 16)

The Board Resolved:

To note the dates of future meetings as follows:

Thursday 19 March 2020 (time TBC)

Thursday 2 July 2020 (5.30pm)

Thursday 8 October 2020 (5.30pm)

Thursday 3 December 2020 (5.30pm)

Thursday 25 March 2021 (5.30pm)

Thursday 1 July 2021 (5.30pm)

1843. Any Other Business (agenda item 17)

There was no other business.

(Open Meeting concluded 8.10pm)

1844. Confidential Business (agenda item 18)

The Board considered the following confidential business in closed session:

Board of Governors: Monday 23 September 2019 (Unconfirmed Confidential Minutes)
(agenda item 18.1)

Resources Committee: Wednesday 12 June 2019 (Confirmed Confidential Minutes)
(agenda item 18.2)

(Confidential Meeting concluded 8.15pm)

1845. Restricted Business (agenda items 19 and 20)

The Board considered the following restricted business in closed session:

Board of Governors: Monday 23 September 2019 (Unconfirmed Restricted Minutes)
(agenda item 19.1)

Remuneration Committee: Thursday 4 July 2019 (Confirmed Restricted Minutes)
(agenda item 19.2)

Resources Committee: Wednesday 12 June 2019 (Confirmed Restricted Business)
(agenda item 19.3)

Statement from the President and Vice Chancellor (agenda item 20)

(Restricted Meeting concluded 9.20pm)