

## **Cardiff Metropolitan University**

### **Board of Governors**

**2.00pm, Wednesday 8 April 2020**

### **Meeting Held Remotely via Microsoft Teams**

#### **Confirmed Open Minutes**

**Present:** Baroness Finlay of Llandaff (Chair and Independent Governor), Professor Cara Aitchison (Principal and Vice Chancellor), Nicola Amery (Independent Governor), Gareth Davies (Co-opted Governor), Keira Davies (Student 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), Christine Fraser (University Secretary and Clerk to the Board of Governors), Professor Sheldon Hanton (Pro-Vice Chancellor Research and Innovation), David Llewellyn (Chief Officer Resources), Professor Leigh Robinson (Pro-Vice Chancellor Partnerships and External Engagement) and Greg Lane (Assistant University Secretary)(Minutes).

#### **1853. Welcome, Introductions and Meeting Protocols (agenda item 1)**

The Chair welcomed everyone to the meeting which was the University's first Board of Governors meeting to be held virtually. The Chair anticipated that the Board would need to meet virtually for several months given the scale of the coronavirus global pandemic and resultant necessary social distancing measures that had been introduced by Government.

The Chair specifically welcomed Christine Fraser to her first Board meeting as University Secretary and Clerk to the Board of Governors.

The Chair briefly set out the required meeting protocols for the virtual Board meeting to help the smooth running of the meeting.

The Chair advised that apologies for absence had been received from Nick Capaldi (Co-Vice Chair and Independent Governor) and Professor Kelechi Nnoaham (Independent Governor).

The Chair invited Board members to declare any conflicts of interest. No declarations were made.

#### **1854. Covid-19: University Planning and Response (agenda item 2)**

The Vice Chancellor introduced the report and emphasised that from the outset the University's decision making in response to the Covid-19 national emergency had been values-led with the health and wellbeing of students and staff being prioritised above all else. The University had taken a range of early decisions that reflected the values-led approach of the organisation, these included:

- Releasing all residential students from the third term of their contracts for University-run accommodation at Plas Gwyn and Cyncoed.
- Continuing to pay full, normal salaries to all staff on permanent, non-permanent and casual contracts within the University.
- Continuing to pay sub-contractors so that all sub contracted staff (largely cleaning staff) receive their full, normal salaries.
- Moving all learning, teaching and assessment on-line to enable staff and students to work from home in preparedness for the anticipated forced lockdown situation.

The Vice Chancellor highlighted that the University's communications strategy had prioritised clear, consistent communication that focussed on kindness which recognised that many staff and students were experiencing increased workloads, increased levels of stress and anxiety and, in some cases, complex issues relating to families, friends and finances.

The Vice Chancellor described some of the positive work that the University was doing to contribute to the national effort in combating Covid-19 and paid tribute to the work of the University's staff and students involved with this work.

The Vice Chancellor reported that the University's Covid-19 Planning Group had been set up in late January to develop a specific business continuity response to Covid-19. The early formation of the Group had enabled the University to stay ahead of the curve in relation to planning by the higher education sector. The Group was chaired by the University Secretary and was supported by the University's Risk and Compliance Analyst who co-ordinated and logged all identified actions. The Group met at least weekly from 4 February to 3 April 2020.

The Vice Chancellor reported that a Core Covid-19 Group, chaired by herself, had subsequently been set up as the University progressed towards declaring a Major Incident that involved transferring all learning, teaching and assessment on-line and moving all staff off campus. The Group had met almost daily to respond to the unfolding national emergency.

The Vice Chancellor updated that both Groups had been consolidated into one from the week beginning 6 April 2020 and it was anticipated that the new Covid-19 Planning and Response Group would meet on a weekly basis. The new Group would be chaired by the Vice Chancellor until the Major Incident was declared over. After this time, the Group would be chaired by the University Secretary or Chief Officer Resources. The Vice Chancellor requested that the Board approve the proposed terms of reference and membership of the new Group and advised that the proposed changes would come into effect immediately.

The Vice Chancellor reported that the move to on-line learning, teaching and assessment had been well executed and advised that staff across the University had worked tirelessly to ensure a smooth transition.

The Vice Chancellor advised that since 25 March only staff with designated 'key worker' status and residential students had been able to access the campus. The Board was informed that University had over 100 residential students on the two campuses. Most of these were international students unable to go home whilst others were care leavers with no other home to go to. These students required continued support from Commercial Services staff in halls management, catering and cleaning.

The Board was advised that Library and Information Services staff dominated the list of Key Workers staff, with staff from IT Infrastructure Services and IT Helpdesk supporting staff and students in the move to on-line delivery. Property Services staff were also on the list of Key Workers primarily providing security cover.

The Vice Chancellor reported on the anticipated financial impact of Covid-19 on the UK higher education sector and the University directly. Universities UK estimated that the sector's loss in commercial income in the summer term of 2019/20 would be in the region of £600m whilst the potential loss in income resulting from poor international recruitment for 2020/21 could be as high as £6bn before the additional economic impact of international students to local economies is factored in. The Vice Chancellor advised that it was anticipated that the University itself would lose about £4m of anticipated income for 2019/20 but reassured the Board that this could be accommodated by the University's finances which were strong in comparison to other universities in the Welsh higher education sector. The University had a mid-year projected outturn of £949k in accounting surplus and £8.775m in cash generation.

The Vice Chancellor stated that the negative downturn in recruitment of international students would hit Russell Group universities particularly badly in 2020/21 and advised that some universities in England had moved to Unconditional Offers to boost home undergraduate numbers.

The Vice Chancellor reported that the University was the first in Wales to convert all conditional offers to unconditional offers following the Government's announcement on the morning of 18 March 2020 that all school exams would be cancelled. The Vice Chancellor highlighted that the University had moved at speed and contacted all applicants to make a revised offer on the afternoon of the announcement. The decision to move to unconditional offers was made to demonstrate to applicants that the University wanted to safeguard and prioritise their health and wellbeing. The decision was also made to support and maintain the University's financial sustainability. The Vice Chancellor reported that the move to unconditional offers had received positive feedback from students but had incurred some criticism from some of the University's competitors.

The Vice Chancellor updated that the Welsh Government had since imposed a moratorium on unconditional offers being made by Welsh universities which would remain in place until 1 May 2020. The Vice Chancellor advised that discussions on mitigation of losses were ongoing between Universities UK and UK Government and Universities Wales, HEFCW and Welsh Government. However, HEFCW had notified

Welsh universities that all funding that would have been paid to them between April and June 2020 would be paid in April 2020 to assist with cash flow.

The Vice Chancellor advised the Board that HEFCW had announced changes to reporting and regulatory requirements for Welsh universities. These were being introduced to ease the administrative burden on universities and all allow them to focus their efforts in responding to the challenges posed by the national emergency.

The Vice Chancellor confirmed that there was still considerable uncertainty about the on-campus start date for 2020/21 academic year but emphasised that detailed planning for various anticipated eventualities was being undertaken.

The Vice Chancellor referred the Board to proposals to merge the University's Academic Board and Management Board to streamline the University's Executive decision-making arrangements in response to the emergency. It was proposed that the combined Management and Academic Board would operate until the end of September 2020 in the first instance. The combined arrangement would make decision making more agile and free up management time to respond to strategic and operational pressures. The Vice Chancellor informed the Board that there was a significant overlap of membership between the University's Academic Board and Management Board. The Board was requested to consider and approve the proposed terms of reference and membership of the Combined Management and Academic Board.

The Vice Chancellor concluded that the University had responded positively and effectively to the challenges posed by the national emergency and that this response had been consistent with the University being a values led organisation.

**The Board Resolved:**

- 1. To note the content of the report covering the University's Planning and Response to Covid-19.**
- 2. To approve the changes to the terms of reference and membership of Academic Board (to incorporate Management Board) through to the end of September 2020 in the first instance.**
- 3. To approve the terms of reference and membership of the reconstituted Covid-19 Planning and Response Group.**

**1855. Covid-19: Initial Assessment of Financial Impact (agenda item 3)**

The Chief Officer Resources introduced this report and advised that the University was in a strong position to meet the unexpected financial challenges posed by the national emergency. The University had £22m of liquidity and an annual turnover of £105m. The strong liquidity of more than 20% meant that that the University would be able to withstand financial pressures in the short and medium term.

The Chief Officer Resources advised that for the remainder of the 2019/20 academic year there would be a reduction in cash inflows of £6m which would be offset by a reduction in cash outflows of £2m. The total net loss of income was therefore

anticipated to be approximately £4m to what was originally forecast prior to the national emergency.

The Chief Officer Resources highlighted that the Student Loans Company (SLC) was scheduled to pay the University £28m on 6 May 2020. It was hoped that this payment would be made in full and on time to help the University's finances.

The Chief Officer Resources outlined the potential impact on income across a range of areas for the remainder of the 2019/20 academic year, including: Student Residences; Catering; Conferencing; Sports Facilities; Tuition Fees; Research and Innovation; and Transnational Education. The anticipated loss in income would be in a modest way be offset by reductions in expenditure which were at that juncture unquantified in detail but estimated to amount to circa £4m.

The Chief Officer emphasised that it was not known whether the Welsh Government would provide additional financial support to offset lost income. However, the University was proceeding on the basis that no support should be assumed.

The Chief Officer Resources advised that confirmation was awaited as to whether universities could participate in the Government's job retention scheme and furlough some staff. The Board was informed that the anticipated recovery of staff costs, even if permissible, was likely to be limited to staff working in the University's trading operations.

The Chief Officer Resources stated that it was impossible at that point in time to accurately assess the adverse financial impact of Covid-19 on the next academic year. Significant factors that would influence this included the provision of additional government funding (or lack of such funding) and the timing of the start of the next academic year.

The Chief Officer Resources advised that if the 2020/21 academic year started as normal in September 2020 then the disruptive impact of Covid-19 would be more limited than if the start were delayed until January 2021. A January 2021 start would potentially result in a significant loss of tuition fee income and commercial services income. Detailed financial modelling would be undertaken over the next few months to gauge the likely financial impact to starting the academic year at various different times. Financial modelling for a staggered start for different cohorts would also be covered.

Notwithstanding the timings for the start of the 2020/21 academic year it was anticipated that the disruptive impact of Covid-19 would have a detrimental impact on student recruitment. The Chief Officer highlighted that it was already accepted across the sector that the recruitment of new international students would decline significantly and that there would be increased competition for home students with Russell Group universities. The Chief Offer Resources emphasised that the best case scenario was that the University's student population for 2020/21 would be similar to the current year and that at worst there would be considerable shrinkage.

The Chief Officer Resources advised that the extensive capital programme work to redevelop the University's estate was suspended and this would impact on the phased completion of works prior to the start of the 2020/21 academic year. The loss of

revenue could also potentially impact on future planned capital works and the University's ability to borrow funds for future capital investment.

**The Board Resolved:**

- 1. To note the content of the report covering an initial assessment of the financial impact of Covid-19.**

**1856. Covid-19: Amendments to Reporting and Regulatory Requirements (agenda item 4)**

The Chair at this juncture reported that due to the cancellation of the Board meeting on Thursday 19 March 2020 she had approved a number of decisions under Chair's Action. These were as follows;

- Equalities and Diversity Annual Report 2018/19
- Strategic Equality Plan 2020-24
- Anti-Money Laundering Policy 2020
- Fee and Access Plan 2021/22
- Flexible Working Policy

The University Secretary and Clerk to the Board of Governors introduced this report and advised that HEFCW had written to Welsh Universities on Thursday 2 April 2020 to set out changes to regulatory requirements during the Covid-19 outbreak that had been approved by HEFCW Council. The changes were intended to introduce a 'light touch' approach to reduce the burden on Universities whilst maintaining effective management processes and requiring Universities to report significant failures or issues. The HEFCW letter included an appendix that listed 36 separate changes to reporting and regulatory requirements. The Board was informed that some changes listed were awaiting approval from Welsh Government.

The University Secretary advised that Board and Committee work programmes would be revised to take account of the changes to reporting and regulatory requirements. It was evident that that the changes being introduced would remain in effect for some time extending well beyond the current lockdown period.

The University Secretary specifically highlighted change (23) that advised that governor development training sessions with Advance HE and HEFCW would be postponed until autumn 2020 or spring 2021 and change (26) that advised that timescales for completion of Camm Governance Review actions would be extended.

**The Board Resolved:**

- 1. To note the content of the report detailing amendments to HEFCW's reporting and Regulatory Requirements in response to Covid-19.**

**1857. Covid-19: Impact on National Student Survey, Graduate Outcomes Survey and Quality Enhancement Review (agenda item 5)**

The Pro-Vice Chancellor Student Engagement introduced this report and stated that all four main areas (Registry Services, Quality Enhancement Directorate, Student Services and Library and Information Services) had started the process of preparing for lockdown 7 to 10 days ahead of the UK Government's announcement on 23 March 2020 so that effective support and working arrangements were in place for students and staff.

The Pro-Vice Chancellor confirmed that teaching actively moved on-line from 23 March 2020 with all face to face contact and access to facilities halted. The Board was advised that assessment audits had been completed to allow all assessment to be delivered in existing or amended format. The Student Services Team had reviewed all amended format assessments to ensure that those with additional learning needs had been assessed and support arrangements were in place. Similar audits were taking place across further education and transnational education provision.

The Pro-Vice Chancellor highlighted that a Special Circumstances two-week extension had been applied to all student work following the lockdown. The Mitigating Circumstances policy had been amended to reflect the changed circumstances as a result of lockdown. A no-detriment policy was also being developed for delivery by the end of the Easter holiday period. Exam Boards were also being rescheduled to accommodate the required changes. The Pro-Vice Chancellor confirmed that the changes had been introduced in concert with the five Schools and the Student's Union and that a communications protocol had been developed to ensure clarity of communications.

The Pro-Vice Chancellor Student Engagement confirmed that Counselling Services, IT and Library helpdesks had all moved on-line with specific communication to students to convey the changes. The on-line appointments system for Counselling Services had proved particularly successful and popular with students.

The Board was informed that the Quality Assurance Agency for Higher Education had suspended all quality enhancement reviews for the foreseeable future and that the University was in discussions with the QAA and HEFCW to identify potential new dates after the national emergency had passed.

The Board was advised that the National Student Survey was continuing. However, the Office for Students (OfS) had indicated that the survey data would be reviewed to explore the impact of the national emergency across the arc of its collection.

The Pro-Vice Chancellor informed the Board that the publication of Graduate Outcomes data had been delayed and may not be available in time for publication of league tables. There had already been significant concerns across the sector about the quality and reliability of responses before the crisis.

The Pro-Vice Chancellor concluded that the University continued to engage with regulators and the wider higher education sector in responding to the challenges posed by the national emergency.

**The Board Resolved:**

**To note the content of the report detailing the impact of Covid-19 on the National Student Survey, Graduate Outcomes Survey and the University's scheduled Quality Enhancement Review.**

**1858. Questions and Discussion (agenda item 6)**

The Chair thanked the Vice Chancellor and the senior management team on behalf of the Board for providing clear and effective management to the University in response to the national emergency.

Board members sought further clarification on plans to furlough staff. In response the Chief Officer Resources advised that confirmation was still awaited on whether universities could participate in the Government's job retention scheme. The Chief Officer Resources advised that they anticipated that the University would only be permitted to access the scheme for a limited number of staff that in the main worked in the University's trading services. The Chief Officer Resources highlighted that full, normal salaries would continue to be paid to all staff on permanent, non-permanent and casual contracts within the University. It was explained that the Government's job retention scheme – in which 80% salary costs would be covered for furloughed staff – would only be accessed by the University in order to recover some of the costs incurred by the University in paying full salaries to its staff. Board members welcomed the early reassurance that had been provided by the University to all staff soon after the national emergency had been declared that salaries would continue to be paid in full.

Board members sought clarification on arrangements to undertake financial modelling for various scenarios. The Chief Officer Resources explained that detailed work would be undertaken once further indication of the mitigation support became available from Welsh Government and HEFCW. It was anticipated that this would be provided within the next month or so.

Board members sought assurances on whether the University had robust arrangements in place to record all decisions and whether records distinguished between temporary and permanent decisions. The Vice Chancellor confirmed that required arrangements were in place with the University's Risk and Compliance Analyst being responsible for ensuring that all decisions taken in response to the national emergency were appropriately logged.

Board members congratulated the University's management and staff in moving so quickly to on-line teaching, learning and assessment. Board members sought assurances that the on-line arrangements were suitably secure in terms of on-line authentication. The Pro-Vice Chancellor Student Engagement responded by advising that much of the work submitted by students was already submitted on-line via Turnitin. The Pro-Vice Chancellor added that the most significant change was the move to open book assessments rather than exams.

Board members reflected on whether degrees awarded to students in 2020 would hold the same attraction or value to potential employers relative to degrees awarded in other years. The Pro-Vice Chancellor Student Engagement advised that the sector was still developing its approach on this matter with particular consideration being given to the awarding of first class honours degrees. The Pro-Vice Chancellor advised that there



did not appear to be a large number of students wanting to sit exams and that there would, under the assessment arrangements recently introduced be an opportunity to retake an assessment in September 2020. The Pro-Vice Chancellor advised that the arrangements recently introduced in response to the national emergency seemed to be the best possible solution in allowing students to graduate and move on their lives with purpose. One Board member contended that these students had been required to demonstrate their diligence and tenacity in completing their final year of studies whilst facing the wider challenges posed by the national emergency. Another Board member highlighted that students on health related programmes had been drafted into the NHS to support the national effort in combatting Covid-19. It could therefore be argued that these students were more critical and valued than ever. Similarly, the Pro-Vice Chancellor Research and Innovation highlighted how students and research staff were adding to the University's contribution to these efforts.

Board members referred to the proposals to temporarily combine the University's Academic Board with its Management Board and sought clarification on how input from the Deputy Deans would be maintained in the University's decision-making arrangements. The Vice Chancellor advised that Deputy Deans would be expected to cover meetings in the absence of their Dean of School and that further work to consider their role on other committees would be considered.

Board members sought clarification on whether the University continued to undertake maintenance and health and safety work on its estate during lockdown. The Chief Officer Resources confirmed that the University's capital and maintenance programme on its estate had been suspended during lockdown due to social distancing requirements and difficulties in sourcing supplies. The Chief Officer Resources advised that all sites were safe and secure during lockdown with an appropriate security presence and detailed plans would be developed in preparedness for re-opening the University campus.

Board members sought assurances that the University would look to ensure that staff resources were correctly configured to meet organisational priorities and financial challenges after the national emergency had abated. The Vice Chancellor highlighted that it was vital that expectations were effectively managed and that the University used its staff to the very best effect in the challenging times ahead. The Vice Chancellor advised that the University had pulled the recruitment to 60 posts over previous weeks and that meetings with Deans of School had been scheduled to discuss related matters.

Board members reflected that the social distancing measures would remain in place for some considerable time (up to 2 years) and recognised that this could have significant detrimental impact on student and staff health and wellbeing. The Pro-Vice Chancellor Partnerships and External Engagement outlined some of the work that was being undertaken to support students and staff with their mental and physical health and wellbeing.

Board members reflected on the discussion on future student recruitment and the Director of Marketing and External Relations outlined some of the new marketing work being undertaken to encourage applicants to take up a place at the University.

At the conclusion of questions and discussion the Chair invited the Board to formally reconfirm the required decisions listed in the Vice Chancellor's report (agenda item 2) and these were duly agreed:

**The Board Resolved:**

- 1. To note the content of the report covering the University's Planning and Response to Covid-19.**
- 2. To approve the changes to the terms of reference and membership of a Academic Board (to incorporate Management Board) through to the end of September 2020 in the first instance.**
- 3. To approve the terms of reference and membership of the reconstituted Covid-19 Planning and Response Group.**

**1859. Restricted Business (agenda items 7 to 10)**

The Board Resolved to consider the following restricted business in closed session:

- Recruitment to the Board of Governors (agenda item 7)
- Chairing of Board of Governors Committees (agenda item 8)
- Report of the Business of the Remuneration Committee of 26 February 2020 (agenda item 9)
- Virtual Committee Meetings Schedule (agenda item 10)

(Open Meeting concluded 3.00pm)

(Restricted Meeting concluded 3.30pm)