



SPECIAL MEETING OF THE BOARD OF GOVERNORS
Monday 13 July 2020, 4.30pm via Microsoft Teams

Confirmed Open Minutes

Governors Present	
Baroness Finlay of Llandaff	Chair and Independent Governor
Professor Cara Aitchison	President and Vice Chancellor
Nick Capaldi	Co-Vice Chair and Independent Governor
Gareth Davies	Co-opted Governor
Keira Davies	Student Governor
Amy-Louise Fox	Student Governor
Sian Goodson	Co-Vice Chair and Independent Governor
Sheila Hendrickson-Brown	Independent Governor
Umar Hussain MBE	Independent Governor
Dr Stephen Jackson	Co-opted Governor
Dr Malcolm James	Academic Staff Governor
Ruth Marks MBE	Independent Governor
Paul Matthews	Independent Governor
Professor Myra Nimmo	Independent Governor
Menai Owen-Jones	Independent Governor
Dr Katie Thirlaway	Academic Board Governor
Dr Chris Turner	Independent Governor
Scott Waddington	Independent Governor
David Warrender	Independent Governor
Denn Yearwood	Professional Services Staff Governor

In Attendance	
Dr Jacqui Boddington	Pro-Vice Chancellor Student Experience
John Cavani	Director of Marketing and External Relations
Christine Fraser	University Secretary and Clerk to the Board
Professor Sheldon Hanton	Pro-Vice Chancellor Research and Innovation
David Llewellyn	Chief Officer Resources
Julie Morgan	Senior Officer, Secretariat
Professor Leigh Robinson	Pro-Vice Chancellor Partnerships and External Engagement
Greg Lane	Assistant University Secretary (minutes)
Observers	
Midhun Pavuluri	Student Union President Elect and Student Governor for Academic Year 2020-21

1892. Apologies for Absence and Preliminaries (agenda item 1)

Apologies for absence were received from Mike Fishwick (Independent Governor) and Professor Kelechi Nnoaham (Independent Governor).

Apologies for lateness were received from Ruth Marks MBE (Independent Governor) and Scott Waddington (Independent Governor).

The Chair welcomed Midhun Pavuluri to the meeting. Mr Pavuluri had been invited to observe the meeting as Students' Union President Elect and Student Governor for 2020-21 Academic Year. Mr Pavuluri would therefore be joining the Board from 1st August 2020.

The Chair advised that Dr Stephen Jackson (Co-opted Governor) would be retiring from the Board on 31st July 2020 after having completed their second term as a Governor. The Chair thanked Dr Jackson for his work on the Board generally, and as Chair of the University's Transnational Education Committee in particular. Dr Jackson in response advised that he had appreciated the opportunity to serve on the Board and felt that the University had achieved real, positive progress over the preceding six years. Dr Jackson wished the University well in meeting the challenges ahead.

The Chair advised that Amy-Louise Fox (Student Governor) would be retiring from the Board on 31st July 2020 after having completed their 1 year term as President of Cardiff Met Students' Union and Student Governor. The Chair thanked Miss Fox for their work on the Board in representing the views of students in what had been a difficult and challenging year. Miss Fox in response thanked all Board members for their support over the previous year and advised that she had felt that the points she had raised on behalf of the Students' Union had been recognised and listened to. Miss Fox added that she could not have imagined at the start of the year how things would have turned out and commended the work of the Students' Union and the University in meeting the challenges created by Covid-19. Miss Fox advised that the Students' Union would have a highly effective student representative team in place for the new academic year headed by Midhun Pavuluri and Keira Davies.

The Chair advised that Dr Malcolm James (Academic Staff Governor) had completed his term as Academic Staff Governor and that an election would be held over the ensuing months. The Chair thanked Dr James for their work on the Board in representing academic members of staff. Dr James in response advised that he had in fact completed his first three year term and was considering whether to seek re-election. Dr James thanked the Chair for their kind words and advised that he may return for a second term.

The Board recorded its thanks to all the retiring Governors and wished them all the very best for the future.

1893. Declarations of Conflict of Interest (agenda item 2)

There were no declarations of conflict of interest.

1894. Unconfirmed Minutes of the Previous Meeting: Monday 8 June 2020 (agenda item 3)

1. Accuracy

The Vice Chancellor proposed amendments to the minutes of the previous meeting to improve on clarity and accuracy and these were all accepted by the Board.

The Board Resolved:

To approve the minutes of its meeting held on Monday 6 May 2020 as amended.

2. Matters Arising

There were no matters arising.

1895. Extension of Combined Academic Board through the Academic Year 2020-21 (agenda item 4)

The University Secretary and Clerk to the Board set out proposals for the University to continue with a Combined Academic Board for the Academic Year 2020-21. The Board at its meeting on 8 April 2020 had agreed proposals to merge the University's Academic Board with its Management Board for the remainder of the 2019-20 Academic Year to achieve a single overarching structure and process for the management of academic and resource-related matters in response to the demands of Covid-19.

The Board was advised that the exceptional demands on staff time and University resources, together with the need for clear, consistent and decisive communication, had necessitated changes to conventional ways of working. The Vice-Chancellor's Executive Group, together with the COVID-19 Planning Group, therefore recommended that the Combined Academic Board continued to function in the Academic Year 2020-21 to enable comprehensive decision making on a monthly basis through a forum that can act as a 'one-stop shop' resulting in faster implementation of decisions.

The Board Resolved:

- 1. To agree proposals to extend arrangements for the University's Combined Academic Board through to the 2020-21 Academic Year.**

1896. Membership of Cardiff Metropolitan University Board of Governors for 2020-21 (agenda item 5)

The University Secretary and Clerk to the Board introduced the report that set out details of Board of Governors membership for the 2020-21 Academic Year.

The Board Resolved:

- 1. To approve the reappointment of Sian Goodson and Dr Chris Turner as Independent Governors for additional three year terms.**
- 2. To note that Professor Kelechi Nnoaham would take a sabbatical for one year due to the current demands of his role as Executive Director of Public Health at Cwm Taf University Health Board but would be re-approached about his availability to serve a second three year term from the start of the 2021-22 Academic Year.**
- 3. To note that the University Secretary and Clerk to the Board would arrange for an election process to be undertaken for the vacant Academic Staff Governor position in September 2020.**

4. To note that the membership of the University's Board of Governors from 1 August 2020 will be as follows:

Independent Governors:

Professor Ilora Finlay, Baroness Finlay of Llandaff (Chair)
Sian Goodson (Co Vice-Chair)
Nick Capaldi (Co Vice-Chair)
Mike Fishwick
Sheila Hendrickson-Brown
Umar Hussain MBE
Ruth Marks MBE
Paul Matthews
Professor Myra Nimmo
Menai Owen-Jones
Dr Chris Turner
Scott Waddington
David Warrender

Co-opted Governors:

Gareth Davies (Co-opted Governor with experience in education)

President and Vice-Chancellor:

Professor Cara Aitchison

Academic Board Governor:

Dr Katie Thirlaway

Student Governors:

Midhun Pavuluri (Students' Union President)
Keira Davies (Students' Union Vice President)

Staff Governors:

Denn Yearwood (Professional Services Staff Governor)
Vacancy (Academic Staff Governor)

1897. Board Governance Proposals for Academic Year 2020-21 (agenda item 6)

The University Secretary and Clerk to the Board introduced the report that set out proposed governance arrangements for the Academic Year 2020-21. It was explained that the proposed arrangements supported continued flexible and

dynamic decision making by the University's Board of Governors and the Executive in responding effectively to the ongoing challenges of Covid-19.

The Board was broadly supportive of the proposals but sought assurances on two points. Firstly, that there would be some further work on clarifying each Committees' terms of reference and delegated decision making powers. Secondly, that there would be some recourse for the Chair of the Board to ensure that the scheme of delegation operated effectively. The University Secretary confirmed that these points would be addressed and clarified that there were no proposals to delegate major decisions to Committees that ought to be taken by the full Board directly. The University Secretary advised that the proposals aimed to create more time and space for the Board to consider strategic plans and decisions. The Board advised that it wanted to review the governance arrangements mid-year (February or March) to ensure that they were operating effectively.

The Board Resolved:

- 1. To agree to the suspension of Standing Orders for the Academic Year 2020-21.**
- 2. To agree to meet on an approximately monthly basis (as per the Board and Executive Calendar 2020-21) for the Academic Year 2020-21.**
- 3. To agree the delegation of decision making as allowed by the Articles of Government to the committees, for the Academic Year 2020-21.**
- 4. To agree proposals to reduce the number of Committees of Board from 8 to 4.**
- 5. To agree the proposed membership of Committees as follows:**

Audit Committee

Umar Hussain MBE (Independent Governor)(Chair)
Menai Owen-Jones (Independent Governor)
Scott Waddington (Independent Governor)
Adrian Piper (External Co-opted member)(Vice-Chair)
Lisa Winstone (External Co-opted member)

Nominations and Governance Committee

Nick Capaldi (Independent Governor)(Chair)
Sheila Hendrickson-Brown (Independent Governor)
Paul Matthews (Independent Governor)
David Warrender (Independent Governor)

Professor Cara Aitchison (President and Vice Chancellor)
Dr Katie Thirlaway (Academic Board Governor)
Denn Yearwood (Staff Governor)

Remuneration Committee

Sian Goodson (Independent Governor) (Chair)
Baroness Finlay of Llandaff (Independent Governor/Chair of Board of Governors)
Paul Matthews (Independent Governor)
Professor Myra Nimmo (Independent Governor)
Dr Chris Turner (Independent Governor)

Resources Committee

David Warrender (Independent Governor)(Chair)
Mike Fishwick (Independent Governor)
Ruth Marks MBE (Independent Governor)
Scott Waddington (Independent Governor)
Gareth Davies (Co-opted Governor)
Professor Cara Aitchison (President and Vice-Chancellor)
Vacancy (Staff Governor)
Midhun Pavuluri (Student Governor)

- 6. That the Board governance arrangements be reviewed mid-year to ensure that they were operating effectively.**

1898. Board and Committee Calendar 2020-21 (agenda item 7)

The University Secretary and Clerk to the Board introduced the report that provided information on term dates, assessment dates, graduation and the main committees of Board of Governors, Combined Academic Board and the Vice Chancellor's Executive Group. The Board was advised that the dates included took account of revised HEFCW reporting and regulatory requirements that were introduced in late March at the start of the Covid-19 pandemic. The University Secretary explained that some dates may need to change in future to align with any further changes to HEFCW reporting and regulatory requirements.

The Board Resolved:

- 1. To agree the Board and Committee Calendar for the Academic Year 2020-21.**

1899. Outturn 2019/2020 Third Review (June 2020)

The Chief Officer Resources introduced the report and advised the Board that despite the impact of Covid-19 the University remained on course to deliver a solid financial performance for 2019-20 with cash generated through operations projected at £7.35m. The Chief Officer Resources provided a summary of changes to operational changes and projected performance variances.

The Board sought clarification on the reasons for reduced expenditure on IT from £1.25m to £640k. The Chief Officer Resources advised that the reduction was aligned to suspension of wider capital programme planned works due to Covid-19. The Chief Officer Resources reassured the Board that the University would continue to invest in its IT infrastructure going forward.

The Board sought reassurances that the projected accounting deficit and changes to pension fund provision would not adversely affect the University's ability to borrow for future planned investment. The Chief Officer Resources confirmed that the University's finances remained healthy in comparison to many other universities and that the accounting deficit was essentially a one-off occurrence caused by changes to pension fund arrangements.

The Board Resolved:

To note the Outturn 2019/20 Third Review (June 2020)

1900. Budget Proposals for 2020-21 (agenda item 9)

The Chief Officer Resources introduced the report detailing the budget proposals for 2020-21 and advised that the final budget would be presented in-year at the Board meeting on 12 November 2020. This would allow the budget proposals to more fully take account of the impact of Covid-19 on a range of areas - but particularly student recruitment. The Chief Officer Resources advised the Board in detail about the structure of the proposed budget which would enable a shortfall of student recruitment to be absorbed whilst still operating above the minimum cash generation threshold to avoid breaching banking covenants. To this end, the minimum cash generation threshold had been set at £3m. The proposed budget cash generation target for 2020-21 was £5.8m. In addition, the proposed budget included a contingency allocation of £1m. It was explained that if student enrolment did not achieve its targeted numbers the University would have the option of using its £1m contingency allocation before relaxing (lowering) its cash generation target by up to £2.8m through using its cash reserves. The University could also explore reducing its cost base as necessary if achieving the minimum cash generation target of £3m looked unlikely.

Board members sought clarification on the staff spend figures as a percentage of turnover. The Chief Officer Resources advised that the 71% figure provided in the financial statements took account of the one-off adjustment required to meet changes in the pension fund arrangements. The actual staff spend figure on a cash basis was around 64%. The Chief Officer Resources explained to Board that staff spend figures as a percentage of turnover tended to be higher at new type universities than at older universities. The Chief Officer Resources informed the Board that UCEA had recently issued a statement that advised that the sector could not afford a pay rise for 2020-21 due to the financial uncertainty and challenges caused by Covid-19. The Chief Officer Resources however advised that annual increments would be paid to those staff eligible for them- around 56% of staff currently working at the University. The Vice Chancellor together with the Chief Officer Resources also highlighted arrangements that had been implemented to help control staff recruitment costs.

The Board Resolved:

- 1. To approve the proposed budget as a provisional budget for 2020-21 that will be subject to confirmation during the autumn term.**

1901. HEFCW Financial Forecasts 2020-21 (agenda item 10)

The Chief Officer Resources introduced the report on HEFCW Financial Forecasts for 2020-21 and explained that the required forecasting period had reduced from five years to three years due to the uncertainty caused by Covid-19. The Board was also advised that HEFCW had requested all Welsh based universities to provide financial modelling in response to two downside scenarios for 2020-21 and their potential impact into 2021-22.

The Chief Officer Resources advised that 70% of the University's turnover derived from tuition fees. As such changes to student recruitment as a result of Covid-19 represented THE key risk to the University. The Chief Officer Resources explained that if student recruitment assumptions modelled in scenario 1 were to materialise the projected cash generation would reduce by £10.5m in 2020-21 with a potential further impact of £4.9m in 2021-22. If the student recruitment assumptions modelled in scenario 2 were to materialise the projected cash generation would reduce by £18m for 2020-21 with a potential further impact of £8.8m in 2021-22. The Chief Officer Resources advised that the anticipated position was significantly more positive than that detailed in the financial modelling exercise and that the University approached the 2020-21 financial year in a solid financial position.

The Board Resolved:

- 1. To endorse the financial forecasts as presented in appendices 2 and 3 for required submission to HEFCW.**

1902. Capital Development Proposals 2020-21 (agenda item 11)

The Chief Officer Resources introduced the report that set out the University's capital development proposals for 2020-21 which amounted to £4.3m. The Board was advised that the capital development proposals had been scaled back due to Covid-19 which had created financial uncertainty and disruption to the University's income generation capacity for 2019-20 and 2020-21. The proposals included £1.8m to cover the costs of Phase 2 of the development of the Cardiff School of Technologies and £2.5 capital budget on the development of the University's IT. Approximately £1.7m of this would be used to replace the University's Student System which would cost £5m over three years. A further £800k would be used for IT infrastructure and minor systems developments.

Board members commented that capital development proposals should not be scaled back or delayed unduly as this could place at risk the long term growth plans of the University. Board members advised that major capital schemes had a number of stages and take time to develop. However it was imperative that the University had a detailed design in place. The Chief Officer Resources reassured the Board that the University would be well placed to deliver on its ambitious capital development plans after the more immediate financial uncertainty caused by Covid-19 had abated. The Chief Officer Resources confirmed that the University was not going to delay capital development planning so that clear plans would be in place prior to the Board being asked to make any decisions on future borrowing. The Chief Officer Resources highlighted the significant work on replacing the Student System as a clear example of the scale and scope of the University's future ambitions.

Board members requested that the University Secretary arrange for the provision of further information on the procurement and implementation of a new Student System either in the form of a briefing session or a briefing paper in recognition of the scale and potential impact of what was proposed.

The Board Resolved:

- 1. To endorse the proposed £4.3m capital programme.**
- 2. To request that the university secretary arrange for the provision of further information on the new Student System.**

1903. Student Recruitment Update- July 2020 (agenda item 12)

The Director of Marketing and External Relations introduced the report and advised that as at the end of June the University was continuing to outperform the sector and its competitors on Home/EU full time undergraduate recruitment. Overall conversion rates for programmes continued to be strong. Many new programmes were performing well although there some concerns about the conversion rates for some of these programmes. Post graduate, PGCE and part time programmes performance was at a similar level to the previous year.

The Director advised that robust arrangements were in place for the Clearing process which would commence on the 13 August 2020. The Board was advised that the process this year was anticipated to be more volatile with larger universities seeking to recruit more domestic students to offset the expected drop in international students. The introduction of Clearing Plus by UCAS also created further uncertainty in the student recruitment market. The Director concluded by informing the Board that the University would hold its first Virtual Post Graduate open Day on 29 July 2020 and that it was hoped that this would be well received by potential applicants.

Board members commented that it was important for the University to highlight the high quality of its programmes in its communications and marketing activity and emphasise that low entry tariffs do not equate to low quality programmes.

The Board Resolved:

1. To note the Student Recruitment Update as at July 2020.

1904. Student Union Annual Report 2019-20 (agenda item 13)

The Students' Union President introduced the Annual Report for 2019-20 and highlighted the Union's key achievements and activities over the year. The Students' Union President advised that because of Covid-19 the year had been very different from the one that was originally anticipated. Nevertheless the working relationship between the Students' Union and the University had improved and strengthened over this time. The Students' Union President was pleased with how the Students' Union Representative Team had met with the challenges over the year in ensuring that the student voice was effectively heard and that students were well supported over a range of matters. The Students' Union President advised the Board of the Union's work to support good governance and effective budget management and also highlighted the Students' Union Action Plan for 2020-21. The Students' Union President thanked the Board and senior management for their support and assistance over the previous year in delivering key aims and objectives.

Board members thanked the Students' Union President for all their hard work over the previous year. Board members recognised that Cardiff Met Students'

Union was not affiliated to the National Union of Students and sought clarification from the Students' Union President whether this presented any barriers to support and sharing of best practice from the wider Students' Union sector. The Students' Union President advised that over the previous year they met with many other sabbatical officers across the UK to access support and share best practice. This was particularly evident in developing the Students' Union's response to Covid-19. The Students' Union President had found this very helpful and expressed a hope that relationships would continue to grow and develop over future years.

The Board Resolved:

To note the Students' Union Annual Report for 2019-20.

1905. Student Relationship Agreement (agenda item 14)

The Pro-Vice Chancellor Student Experience introduced the report to the Board that set out the Relationship Agreement between the University and the Students' Union for 2020-21 academic year. The Pro-Vice Chancellor highlighted that good progress had been achieved over the previous year on developing positive working relationships. The comprehensive joint working in responding to the challenges of Covid-19 provided clear evidence of the progress made.

The Students' Union President concurred with the views of the Pro-Vice Chancellor. The Students' Union President advised the Board that an amendment to the Relationship Agreement had been proposed for inclusion which related to an initial meeting between the University and the Students' Union being convened at the start of the academic year. The Board agreed that reference to the meeting should be included in the text of the Relationship Agreement.

The Board Resolved:

- 1. To note that Cardiff Met Students' Union had proposed an additional paragraph at the start of the section on 'Working Relationship' in a previous draft and that this should be included in the final Student Relationship Agreement for 2020-21.**
- 2. To note that this paragraph reads as follows:**

'An initial meeting to take place during August 2020 between the Vice Chancellor, PVC Student Engagement, SU CEO, SU President, SU Vice-President and the Director of Student Engagement. This meeting will be used to discuss the roles, responsibilities and priorities of the

Sabbatical Officers during the academic year. This meeting will also be used to discuss the board meetings the SU has decided appropriate for each officer to sit on throughout the year’.

- 3. To agree the final Student Relationship Agreement for 2020-21 as amended.**

1906. Strategic Plan 2020-25 (agenda item 15)

The Vice Chancellor introduced the report that set out proposals for an amended timescale for the development of the refreshed Strategic Plan 2020 to 2025. The Board was advised that the University had just concluded a major internal consultation exercise that would help inform how the organisation will adapt post Covid-19. Some further time was required to analyse and respond to the findings of the consultation exercise. The Board was also advised that the situation regarding the University’s student recruitment and finances appeared to be more positive than initially thought and that the growth trajectory that the University had set out in the Strategic Plan for 2017/18 to 2022/23 may not be impacted as negatively as initially feared.

The Vice Chancellor advised that a draft of the Strategic Plan 2020 to 2025 would be brought to the Board at its meeting on 15 October 2020 for comments and feedback, with the final Plan being presented to Board for approval at its meeting on 12 November 2020.

The Board suggested that it would be helpful and beneficial to have further discussions on University strategy/the Strategic Plan outside of formal Board meetings. The Vice Chancellor undertook to work with the University Secretary to arrange small group discussions with Board members prior to the draft being considered at the Board’s October meeting.

The Board Resolved:

- 1. To note the content of the report from the Vice Chancellor.**
- 2. To approve the revised timetable for the development of a refreshed Strategic Plan for 2020 to 2025.**
- 3. To request that the Vice Chancellor and University Secretary arrange small group discussions with Board members to discuss the University’s strategy/Strategic Plan.**

1907. Covid-19 and Return to Campus Planning (agenda item 16)

The University Secretary and Clerk to the Board provided an oral update on return to campus planning. The University would prioritise students and staff that needed direct access to University campus facilities in the delivery of undergraduate and postgraduate programmes. Risk assessments were being undertaken to support a phased and managed approach. Arrangements were firmly in place for remote studying and working from home by staff where it was considered necessary. Working from home would essentially be the default position for many professional services staff for the foreseeable future. Preparations were also being made in anticipation of a second wave of the Covid-19 virus in the autumn/winter.

The Board sought reassurance from the University Secretary that the University had implemented suitable arrangements to protect staff and students with underlying medical conditions. The University Secretary advised that the safety of students and staff was paramount and that risk assessments and measures to minimise and mitigate risk were being implemented. The University Secretary also recognised that BAME groups and those with specific types of disabilities were more at risk than others and highlighted that equality impact assessments were being undertaken in support of arrangements.

The Board Resolved:

- 1. To note the oral update from the University Secretary on Covid-19 and Return to Campus Planning.**

1908. Any Other Business (agenda item 17)

The Chair thanked Professor Myra Nimmo for working with Secretariat on developing a single pack of papers for the Board meeting. Board members advised that they had found this helpful.

There was no other business.

(Meeting concluded 6.10pm)

**Baroness Finlay of Llandaff
Chair of the Board of Governors
Cardiff Metropolitan University**