



MEETING OF THE BOARD OF GOVERNORS
Thursday 10 September, 4.00pm 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
Keira Davies	Student Governor
Mike Fishwick	Independent Governor
Sian Goodson	Co-Vice Chair and Independent Governor
Umar Hussain MBE	Independent Governor
Ruth Marks MBE	Independent Governor
Paul Matthews	Independent Governor
Professor Myra Nimmo	Independent Governor
Menai Owen-Jones	Independent Governor
Midhun Pavuluri	Student 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

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)

PART A

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

Apologies for absence were received from Gareth Davies (Co-opted Governor) and Sheila Hendrickson-Brown (Independent Governor).

Apologies for absence were also received from Christine Fraser (University Secretary and Clerk to the Board of Governors).

The Chair welcomed Midhun Pavuluri, who had been elected Students' Union President for 2020-21 to their first Board meeting as Student Governor. The Chair also welcomed Keira Davies, who had been re-elected as Students' Union Vice President for a further year.

The Chair advised the Board that the agenda had been split into Part A and Part B business. Part A agenda items were for discussion and/or approval. Part B agenda items were for approval and/or noting without discussion. The Chair proposed that the report on the Board Effectiveness Review listed in Part B of the agenda at item 21 should be discussed at the meeting.

The Assistant University Secretary advised the Board that the process for the election of an Academic Staff Governor on the Board of Governors was underway. A separate process for the election of an Academic Staff Representative on the Combined Academic Board was also underway. Voting for both elections would be conducted electronically from 21 and 25 September 2020.

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

There were no declarations of conflict of interest.

3. Open Minutes of Board of Governors Meeting - Thursday 28 November 2019 (agenda item 3)

3.1 Accuracy

There were no matters raised regarding the accuracy of the minutes.

The Board Resolved:

- 1) To approve the open minutes of its meeting held on Thursday 28 November 2019 as a correct record.**

3.2 Matters Arising

There were no matters arising.

4. Open Minutes of Special Board of Governors Meeting – Thursday 13 July 2020 (agenda item 4)

4.1 Accuracy

The Board agreed that the minute on Board Governance Proposals (paragraph 1897) should include an additional formal recommendation that the Governance Arrangements be reviewed at the mid-year point. The Chair advised that the mid-year review would helpfully coincide with the timings for the completion of the external review of Board and Committee Effectiveness.

The Board agreed that the minute on HEFCW Financial Forecasts (paragraph 1901) should be simplified as some of the financial information included was overly complicated.

The Board Resolved:

- 1) To approve the minutes of its meeting held on Thursday 13 July 2020 as amended.**

4.2 Matters Arising

Board members advised that they had not received further information on the University's proposed new Student System as referred to in the minute on Capital Development Proposals (paragraph 1902). The Assistant University Secretary undertook to provide this information to Board members.

The Vice Chancellor referred to the minute on the Student Relationship Agreement (paragraph 1905) and updated that an initial meeting between the Student Union and the University had been held during August. The Vice Chancellor advised that the additional recommendation agreed at the previous Board meeting (and contained within the Agreement) needed some further revision to more accurately reflect how the University was required to constitute

and agree its membership of committees. The Assistant University Secretary informed the Board that the University Secretary was scheduled to meet with Student Union representatives on 24 September to discuss the finalisation of the Agreement.

The Vice Chancellor referred to the minute on the Strategic Plan 2020-25 (paragraph 1906) and reported on the consultation on the refreshed Plan. The Vice Chancellor re-iterated that the situation regarding University recruitment and finances was more positive than initially thought at the start of the coronavirus pandemic and that the required changes to the existing Plan would not be so extensive. The Vice Chancellor confirmed that the Board would be asked to consider a draft of the refreshed Plan at its October meeting and approve the final version at its November meeting.

Board members highlighted that the University should use its revised risk register to drive the business of the University. Board members were advised that consideration of risk appetite/tolerance had originally been scheduled for the Board away-day in March. The Board was scheduled to consider the revised risk register in detail at its November meeting.

Board members had a brief discussion on the style and content of Board minutes and advised what would best meet their future needs.

5. Chair's Report (agenda item 5)

The Chair introduced their report that covered changes to the membership of Resources Committee; an update on a query relating to the University's conferment of an Honorary Award to a recipient in July 2019; and proposals relating to Governors enhanced use of University IT systems. The Chair also provided an oral update on an employment tribunal that the University was currently involved in.

The Board Resolved:

- 1) To note the Chair's Report.**
- 2) To agree that Dr Chris Turner replace Scott Waddington on Resources Committee (as Mr Waddington was a member of Audit Committee and therefore precluded from also being a member of Resources Committee).**

6. Vice Chancellor's Report (agenda item 6)

The Vice Chancellor reported that the University had performed well in student recruitment for 2020-21 and that it was reasonable to assume that income

expectations relating to Home/EU undergraduate recruitment would be exceeded. The Vice Chancellor also advised that the recruitment of international students was also holding up well despite the challenges posed by the Covid-19 pandemic.

The Vice Chancellor reported that she had participated in various discussions with UK Government and Welsh Government Ministers on admission related issues for the sector caused by the Covid-19 pandemic. The Vice Chancellor had been invited to join the Higher Education Task Group formed by the Welsh Government Minister for Education and had been one of five Vice Chancellors to address the All-Party Parliamentary University Group.

The Vice Chancellor advised that it was understood that a significant proportion of Covid-19 testing centres across Wales and the UK were to be located in areas that were accessible to university students. It was anticipated that the most local testing centre to the University would be situated in the Maindy area of Cardiff. The Vice Chancellor informed the Board that a specific joint communications initiative had been agreed between Cardiff Met University, Cardiff University and the University of South Wales to provide reassurance to students and clarify expectations regarding their behaviour in addressing the challenges posed by Covid-19.

The Vice Chancellor updated the Board that work on the refresh of the Strategic Plan and recalibration of measures of success was proceeding to schedule. A draft Plan would be considered at Board at its October meeting and a final version at its November meeting.

The Vice Chancellor highlighted the excellent results achieved by the University had achieved in the National Students Survey Results, the World University Rankings and the Guardian Good University Guide. Good progress was also anticipated in the Times Good University Guide to be published later in the month. Full details on league table performance would be provided to Board members for consideration in due course. Board members commended the Vice Chancellor and staff on the league table results recently achieved.

The Board was invited by the Vice Chancellor to consider proposals to recruit to the vacant Deputy Vice Chancellor post. The improved budget position enabled the process to be brought forward. (The Board had previously agreed to defer the recruitment process at the start of the Covid-19 pandemic due to the financial uncertainty caused). The Chair advised they would invite the Board to formally decide on the recruitment to the post after the reports on student recruitment and finance matters had been considered.

The Board Resolved:

- 1) To note the Vice Chancellor's report.**

- 2) That approval of the proposal to progress with the recruitment to the vacant post of Deputy Vice Chancellor should be determined after due consideration of agenda items 9 and 10 on student recruitment and finance matters.

7. Students' Union General Update Report (agenda item 7)

The Students' Union President provided the Board with a general update on recent activities and plans for the coming year. The Students' Union President reported on the recruitment and induction of new Student Reps; the Students' Union's response to the challenges of Covid-19 in terms of provision of commercial and student support services and support to related clubs and societies; planning for Fresher's Week activities; and Student Union governance and finance related matters. The Students' Union President also drew the Board's attention to the commitments contained within his election manifesto and those of the Students' Union Vice President appended to the report.

The Board Resolved:

- 1) To note the report from the Student's Union.

8. Campus Operations Autumn 2020 Report (agenda item 8)

The Pro Vice-Chancellor for Student Engagement reported on the proposed approach to Term 1 campus operations and the related plan that had been devised. The Pro Vice-Chancellor emphasised that the proposed approach had been designed to prioritise the health and wellbeing of students, staff and community stakeholders. The plan for the term had been developed through iterative engagement process with public health regulators/advisors, and had been informed by emerging higher education sector practice and advice that had an appreciation of the pedagogy of hybrid delivery. The plan had been produced in consultation with Schools, Unison, the University and College Union and the Students' Union at the University. The plan detailed various works-strands and proposed approach/thinking covering (i) return to campus; (ii) return to student residential halls; (iii) teaching, learning and support, and (iv) contingency planning.

Board members thanked the Pro Vice-Chancellor for Student Engagement for the level of clarity and detail in their report and advised that they felt reassured by the plan and more confident that early warning systems were in place.

Board members commended the additional support arrangements that had been put in place to support students' academic needs and overall health and wellbeing.

The Pro Vice-Chancellor for Partnerships and External Engagement advised of the support arrangements introduced by the University for those international students who were required to quarantine prior to the start of term.

The Pro Vice-Chancellor for Student Engagement confirmed that the Schools and academic staff therein had largely embraced the new model of teaching delivery and were actively involved in its design and roll out. It was also however recognised that some academic staff could not deliver face to face teaching because of their underlying health conditions.

The Board Resolved:

1) To approve the approach to Term 1 campus operations as detailed in the report.

9. Student Recruitment Report (agenda item 9)

The Director of Marketing and External Relations reported that the University was likely to exceed budget target for Home/EU UG, PG and PGCE student recruitment and that original pre-Covid expectations in these areas may be reached. The Director reported that international student numbers were tracking well but that extreme uncertainty around travel restrictions made it difficult to forecast the final position in this area. The Director highlighted that the conversion and clearing process had gone particularly well and outlined the various approaches used by Marketing and External Relations to achieve this.

The Board thanked the Director of Marketing and External Relations and his team for their efforts. Board members reflected that the decision made by the University in the early part of the pandemic to make unconditional offers to potential students had been vindicated. The Director confirmed that this decision had helped with student recruitment – both in terms of numbers and the quality of students recruited. The attractiveness of new programmes was also a key factor. The Vice Chancellor informed the Board that the University now had the 2nd highest entry tariff in Wales and the 55th highest in the UK. It was anticipated that the high quality of students would over the course of time lead to higher graduate outcome results.

The Pro Vice-Chancellor for Partnerships and External Engagement and the Pro Vice-Chancellor Student Engagement outlined the range of support available for newly recruited international students and those in disadvantaged groups who may experience added difficulties in light of the challenges posed

by coronavirus. The Board was reassured that robust arrangements were in place to support students' mental and physical wellbeing. The Board was also reassured that access to the student hardship fund was being promoted.

The Board Resolved:

- 1) To note the update on Student Recruitment for 2020-21 (as at 2 September 2020)
- 2) To note that a final report on Student Recruitment for 2020-21 will be brought to Board for consideration at its meeting scheduled for 12 November 2020.

10. HEFCW Annual Grant Letter for 2020/21 (agenda item 10) and Recruitment of Deputy Vice Chancellor (agenda item 6)

The Chief Officer Resources reported that the HEFCW Annual Grant Funding Letter for 2020/21 advised that the University would receive £600k more than the sum assumed in the provisional budget for the year as considered by Board in July. The Chief Officer Resources advised that usually HEFCW would advise institutions of their funding allocations in March each year so that this could be factored in to their annual budgets. However, due to the uncertainties caused by the Covid-19 pandemic HEFCW had delayed its announcement until August. The Chief Officer Resources clarified that further additional funding would be available from the Higher Education and Investment Recovery Fund for Wales and it was anticipated that the University would have some of the £27m funds available.

The Chief Officer Resources referred to the previous report on Student Recruitment (agenda item 9) and confirmed that due to a successful round of student recruitment the financial position of the University was more positive than expected. On this basis the Chief Officer Resources explained that there was no financial constraint to moving forward with the recruitment to the vacant Deputy Vice Chancellor post as proposed by the Vice Chancellor in their report (agenda item 6). The Chief Officer Resources advised the Board that the recruitment would in financial terms be classed as a 'part year event' as it was anticipated that a new Deputy Vice Chancellor would not take up their position until the middle of the financial year. The Board thanked the Chief Officer Resources for his advice and agreed to approve the proposed recruitment of a new Deputy Vice Chancellor. The Board agreed that Remuneration Committee would be asked to consider/review the Job Description and salary proposed for the post.

The Board Resolved:

- 1) To note the report on the HEFCW Annual Grant Letter for 2020/21 and the Chief Officer Resources summary on the financial implications for the University.

- 2) To approve the recruitment to the vacant Deputy Vice Chancellor post as proposed by the Vice Chancellor in their report (agenda item 6).
- 3) To agree that Remuneration Committee should be consider/review the Job Description and salary proposed for the Deputy Vice Chancellor post at its next meeting.

11. **Student Feedback Report (including National Student Survey Results 2019-20) (agenda item 11)**

The Pro Vice-Chancellor for Student Engagement reported that the Student Feedback Report provided an overview of the University's activity in response to feedback received via its institutional student voice mechanisms. This included the Level 4 and 5 internal Student Satisfaction Survey (SSS), the National Student Survey (NSS), the Postgraduate Taught Experience Survey (PTES) and the COVID-19 survey. The Pro Vice-Chancellor reported that on the National Student Survey the University had retained an 85% Overall Satisfaction score and that internal modelling suggested that this placed the University at 41st in the UK on this measure, up from joint 45th previously. This outcome placed the University 2% above the UK and Welsh sector average for the first time (83%). The report provided a detailed analysis of survey data and included recommendations for enhancements to improve the student experience further in 2020-21. The Board was advised that monitoring arrangements were in place for programmes that had achieved feedback scores below benchmark to support improvement and that formal reporting to HEFCW was required in instances where feedback scores were significantly below benchmark.

The Board Resolved:

- 1) To note the Student Feedback Report (including National Student Survey Results for 2019-20).

12. **Graduate Outcomes 2017-18 Results Report (agenda item 12)**

The Pro Vice-Chancellor for Student Engagement reported that the Graduate Outcomes 2017-18 Results showed a strong performance for the University in terms of graduate employability and further study. Graduate Outcomes had been included as a main Measure of Success included in the University's Strategic Plan. The results highlighted that 95.6% of the University's graduates were in work or further study. Moreover 72.2% of graduates were in professional level work or further study. It was explained that Graduate Outcomes survey replaced the Destinations of Leavers from Higher Education Survey. The Graduate Outcomes survey information was collated from December 2018 to November 2019 and related to the University's graduates from August 2017 and July 2018.

Board members reflected on the strong performance achieved and were reassured by the Pro Vice Chancellor for Partnerships and External Engagement that an active publicity and social media campaign was in place to promote the University's success and attract future potential students.

The Board Resolved:

To note the report on Graduate Outcomes for 2017-18.

13. Long-term Strategic Implications (agenda item 13)

The Vice Chancellor advised that draft Strategic Plan would be brought to the Board meeting in October for consideration where these implications could be more fully considered. The Board had no further/wider observations on the long term strategic implications to the reports that it had considered at the meeting.

14. Equality, Diversity, Inclusion and Ethics (agenda item 14)

The Board advised that the Welsh Standards Annual Monitoring Report (agenda item 18) had clear equality and diversity implications and that the covering report should indicate this. The Board recognised that the use of language (in this case the Welsh language) should be viewed as a right.

The Vice Chancellor reflected that equality, diversity and inclusion continued to be core values promoted by and practised at the University. The Vice Chancellor offered the view that ethics was considered quite main stream and core business and was commented on a little less frequently.

15. Communications and Consultation (agenda item 15)

The Board had no further/wider observations on communications and consultation.

16. Any Other Business (agenda item 16)

The Chair advised that she had asked to meet with the Chief Officer Resources to discuss the University's Major Incident Plan. The Chair emphasised the importance of the Plan and the need to have senior management cover to respond to any Major Incident at the University.

The Chair invited Board members to provide the Assistant University Secretary with any information and user experience they have on specific Board Paper

management systems. A new system would be procured either as part of the Board Effectiveness Review or before if possible.

17. Board Effectiveness Review Overview (agenda item 21)

The Chair advised that the Board Effectiveness Review report had been originally listed as a Part B agenda item but had been notified that Board members had wanted to discuss the report. Board members referred to the Task and Finish Group Remit and Terms of Reference and agreed that the University Secretary should be listed as 'in attendance' rather than as a 'member' of the Group to highlight her role in providing expert, impartial governance advice to the Group as required.

The Chair invited Board members to provide any further comments on the report to the University Secretary or the Assistant University Secretary directly.

The Assistant University Secretary provided a brief update on indicative arrangements for the University's external review consultants to survey and interview Board members.

The Board Resolved:

- 1) To note the content of the report.
- 2) To agree that the Board Effectiveness Review's Task and Finish Group Remit and Terms of Reference be amended to reflect that the University Secretary should be listed as 'in attendance' at Group meetings rather than being listed as a 'member' of the Group.
- 3) For Board members to provide any comments on the report and review proposals to the University Secretary and/or Assistant University Secretary directly.

PART B

The Board noted and/or approved the reports listed below without discussion:

18. Cardiff Metropolitan University's Response to USS Pensions Consultation (agenda item 17)

The Board Resolved:

- 1) To note the University's response to the USS Pensions Consultation exercise.

19. Welsh Standards Monitoring Annual Report 2018/19 (carried forward from March 2020 meeting) (agenda item 18)

The Board Resolved:

- 1) To note that the report had been carried forward from the March 2020 Board meeting that had been cancelled.**
- 2) To note that a draft version of the report had been placed on the University's website to meet the requirements of the Welsh Language Commissioner.**
- 3) To approve the Welsh Standards Monitoring Annual Report for 2018/19**

20. Annual Statement on Research Integrity (agenda item 19)

The Board Resolved:

- 1) To note the report, as required as part of the University's commitment to the Concordat to Support Research Integrity.**

21. HE Risk Outlook 2020-21 (agenda item 20)

The Board Resolved:

- 1) To note the Higher Education Risk Outlook for 2020-21.**

22. Dates of Future Board Meetings for 2020-21 Academic Year (agenda item 22)

The Board Resolved:

- 1) To note the dates of its scheduled future meetings as follows:**

**Thursday 15 October 2020 at 4.00pm
Thursday 12 November 2020 at 4.00pm
Thursday 10 December 2020 at 4.00pm
Thursday 11 February 2021 at 4.00pm
Thursday 11 March 2021 at 4.00pm
Thursday 13 May 2021 at 4.00pm
Thursday 10 June 2021 at 4.00pm
Thursday 8 July 2021 at 4.00pm**

23. RESERVED BUSINESS

The Board considered the following matters under Reserved Business:

Strategic Alliance between University of South Wales and University of Wales
Trinity Saint David (agenda item 23)

Confidential Minutes of Board of Governors Meeting – Thursday 28 November
2019 (agenda item 24)

Restricted Minutes of Board of Governors Meeting – Thursday 28 November
2019 (agenda item 25)

(Open Meeting concluded 5.45pm)

(Reserved Meeting concluded 6.00pm)

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