



MEETING OF THE BOARD OF GOVERNORS
Thursday 15 October, 4.00pm via Microsoft Teams

Confirmed 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
Mike Fishwick	Independent Governor
Sian Goodson	Co-Vice Chair and Independent Governor
Sheila Hendrickson-Brown	Independent Governor
Umar Hussain MBE	Independent 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
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 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
Mairwen Harris	Head of Strategy, Planning and Performance
David Llewellyn	Chief Officer Resources
Professor Leigh Robinson	Pro Vice-Chancellor Partnerships and External Engagement
Greg Lane	Assistant University Secretary (minutes)
Observers	
Susie Hills	Chief Executive and Co-Founder of Halpin Partnership Ltd
Frank Toop MBE	Consulting Fellow at Halpin Partnership Ltd

PART A

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

Apologies for lateness were received from Scott Waddington (Independent Governor). There were no apologies for absence.

The Chair welcomed Susie Hills and Frank Toop MBE from Halpin Partnership Ltd to the meeting to observe proceedings as part of the University's external review of Board and Committee Effectiveness.

The Chair also welcomed Dr Malcolm James to the meeting. Dr James had been returned unopposed at the recent election for an Academic Staff Governor. The Chair advised that Board would be asked to consider Dr James' reappointment at agenda item 5.

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.

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

Dr James advised that he would recuse himself from the meeting at agenda item 5 when the Board would formally consider his reappointment as Academic Staff Governor. There were no other declarations of interest.

3. Open Minutes of the Board of Governors Meeting – Thursday 10 September 2020 (agenda item 3)

Accuracy

The Board Resolved:

- 1) To approve the open minutes of its meeting held on Thursday 10 September 2020.**

4. Matters Arising (agenda item 4)

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 congratulated the Vice Chancellor and all staff on Cardiff Metropolitan University being named Welsh University of the Year for 2021 by the Times and Sunday Times Good University Guide.

The Chair updated the Board on the Chairs of Universities Wales meeting with Kirsty Williams MS, (Wales Government Education Minister) the previous day. The University would need to engage with Welsh Government on the implementation of the Wales Governance Review recommendations prior to seeking consent from Privy Council for any changes to its Articles and Instrument of Government. The Chair also highlighted the effective liaison work of NUS Wales in meeting Covid-19 challenges and reflected whether Cardiff Met Students' Union should seek to re-affiliate with the NUS.

The Chair informed the Board that it was anticipated that the UK Government would issue its response to the Review of Post 18 Education and Funding (the Augar Review, May 2019) within the next month. This could have significant indirect implications for Welsh based universities.

The Board approved the reappointment of Dr Malcolm James as Academic Staff Governor for a second three year term.

The Board Resolved:

- 1) To approve the re-appointment of Dr Malcolm James as Academic Staff Governor for a second three year term (until 31 July 2023).
- 2) To note the Chair's report.

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

The Vice Chancellor reported that HEFCW, Universities Wales, NUS Wales and UCU had secured an additional £10m from Welsh Government to support student mental health, housing and hardship. The University had also submitted 3 collaborative bids totalling £5m with other Welsh universities to access £27m funding available through the Higher Education Investment and Recovery Fund that was being administered by HEFCW on behalf of Welsh Government.

The Vice Chancellor reported that a virtual launch of the University's 3 Global Academies would take place on 1 December 2020 and that all Governors would be invited. The Global Academies cover: Health and Human Performance; Food Science, Safety and Security; and Human-Centred Design.

The Vice Chancellor outlined proposals to close a limited number of undergraduate programmes and provided the rationale for this. There would be no staff redundancies associated with the programme closures. Programme Directors would be informed via the relevant Deans of School.

The Vice Chancellor provided an update on communication with staff and students during the ongoing Covid-19 pandemic. Morale remained high but it was recognised that people were somewhat tired. The Vice Chancellor wished to place on record her thanks to UCU, Unison and Cardiff Met Students' Union for their ongoing effective work with the University in addressing the challenges of the pandemic.

The Vice Chancellor reported that Professor Diane Crone (Professor of Exercise and Health, Cardiff School of Sport and Health Sciences) had been appointed as a non-executive director on the board of Public Health Wales.

The Vice Chancellor informed the Board that the Cardiff School of Sport and Health Sciences (Sport) had been awarded the University's first departmental Athena Swan Silver Award.

The Board was advised of death of David Benson (former Director of Estates and Facilities at the University) and Dilys Price (Honorary Fellow).

The Board Resolved:

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

(Secretariat Note: Scott Waddington, Independent Governor, joined the Board meeting during consideration of this item).

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

The Student Governors jointly updated the Board on the Virtual Fresher's Fayre; the 'Same but Diff' Student's Union services publicity campaign; developments on the student relationship meetings with the University; and changes to the Students' Union Board of Trustees and related governance arrangements.

The Board was advised that the Virtual Fresher's Fayre had been particularly successful with more than 8000 separate web views since it was launched on 30 September 2020. This compared with around 4000 attendees at the Fresher's Fayre held at NIAC in September 2019.

The Board Resolved:

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

8. University Strategic Plan Refresh Report (agenda item 8)

The Vice Chancellor introduced the Strategic Plan Refresh Report and detailed the rationale and context for making the proposed changes. The Vice Chancellor confirmed that the structure of the refreshed Strategic Plan as drafted would retain the three pillars (people, place and performance) in the original Strategic Plan. The seven priorities would also be retained although they would be revised and reordered (as detailed below in recommendation 1). The Vice Chancellor confirmed that the refreshed Strategic Plan would run to 2022/23 (in line with the original Strategic Plan) rather than being extended to 2025 as initially envisaged. The Measures of Success would be revised and reduced in number from 20 to 11 to enable the University to provide a more strategic focus on specific measures.

The Head of Strategy, Planning and Performance provided a brief presentation on the revised Measures of Success for proposed inclusion in the Refreshed Strategic Plan.

Board members had an extensive discussion on the refreshed Strategic Plan and revised Measures of Success, relating to; consideration of opportunities, risk appetite and risk tolerance; strengthening of civic mission; measures on staff and student wellbeing; people measures on staff development and diversity; measuring student outcomes other than student satisfaction; future management and monitoring of inclusivity measures; strengthening of partnership work by the University; and measures that highlighted the University's commitment to ethical values and behaviours.

The Vice Chancellor advised that the refreshed Strategic Plan as drafted would be revised further to reflect Board members' comments and that a final draft would be brought to Board for consideration/approval in November or December.

The Board Resolved to Note:

- 1) **Proposed changes to the strategic plan, especially:**
 - a) **Moving values and behaviours out of the priorities section to sit as all encompassing;**
 - b) **Splitting Cardiff Global priority so that there is a focus on internationalisation and creating a new Wales and the region priority to focus on Cardiff Open Colleges, civic mission and the Welsh language;**
 - c) **Incorporating the synergy between on and off campus provision into the Cardiff Global priority;**
 - d) **Adding Cardiff Met Digital priority; and**
 - e) **Moving the people section, to come first, signalling the importance we place on our people;**
- 2) **The timeframe for the strategy will be until 2022/23**
- 3) **The refined 11 measures of success and associated targets**
- 4) **That the period until the end of this strategy will be used to begin shaping the next strategy including reviewing what is missing, such as the environment.**
- 5) **That a final report will be brought to Board for consideration/approval in November or December.**

(Secretariat Note: The Chair of the Board varied the order of business so that Sian Goodson as Chair of Remuneration Committee could present her report prior to having to leave for another commitment).

9. Summary Report from Remuneration Committee: 6 October 2020 (agenda item 13)

The Chair of Remuneration Committee updated the Board on follow up work undertaken by the Committee since the Board's decision in September to recruit to the vacant Deputy Vice Chancellor post. The Committee had considered the Job Description and related salary for the post and confirmed that recruitment work for the post should be undertaken by an Executive Search company. The Board was advised that an additional meeting of the Committee would be held in November 2020 to progress this work and to undertake work on the annual salary review for level 1 and 2 staff (i.e. the Vice Chancellor and Executive Group members).

The Board Resolved:

- 1) To note the summary report of the Remuneration Committee meeting held on 6 October 2020.
- 2) To note that an additional meeting of Remuneration Committee will be held on 18 November 2020.

10. Covid-19 Update (agenda item 12)

The University Secretary introduced the update on University's management of Covid-19 related arrangements since the return to campus and recommencement of face to face teaching at the start of the autumn term. The report covered; outbreak planning; reporting and monitoring arrangements; support for students and liaison between Welsh Government, Public Health Wales and local authorities.

Board members queried arrangements for assessing students' work during the Covid-19 pandemic/lockdown and were reassured that robust plans were in place. Laboratory skills and students on health science based placements were specifically discussed. Board members were also informed of effective work between Cardiff Met Students' Union and various University services to ensure that students were fully supported during what was a particularly difficult time for them.

The Board Resolved:

- 1) To note the report.

11. Financial Outturn 2019/20 Final Review (agenda item 10)

The Chief Officer Resources advised that the report could be deferred due to meeting time constraints and informed the Board that the report would be considered by Resources Committee on 2 November prior to it being brought back to Board on 12 November 2020. The Chief Officer Resources offered the Board his view that the University's liquidity position continued to be strong.

The Board Resolved:

- 1) To defer the report until its next meeting to be held on 12 November 2020.
- 2) To note that the report would be considered by Resources Committee on 2 November 2020.

12. Risk Register Update (agenda item 11)

The University Secretary updated the Board on arrangements to introduce a shorter risk register and proposals to integrate this with the Board's agenda

planning process. The Chair invited Board members to provide the University Secretary with comments directly prior to a full report being prepared for consideration by Audit Committee and Board in November.

The Board Resolved:

- 1) To note the update.
- 2) To note that a full report on Key Corporate Risks and Risk Register will be considered by Audit Committee on 9 November 2020 and then the Board on 12 November 2020.

13. Student Recruitment Report (agenda item 9)

The Director of Marketing and External Relations reported that overall acceptances for Home/EU undergraduate recruitment was 2,852 which was 194 above original budget expectation and 362 above revised budget expectation. This was an increase of 94 since the previous report to the Board in September. Clearing had gone particularly well with 401 acceptances being reached. This was an increase of 141 since the previous report. Home/EU postgraduate recruitment was currently at 474 which was 99 ahead of the same time the previous year. International student recruitment numbers remained uncertain due to the Covid-19 pandemic.

The Board had a brief discussion on the University's international student recruitment in the context of its support for human rights.

The Board Resolved:

- 1) To note the report and the position on student recruitment (as at mid October 2020).

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

The Board had no specific or additional observations on equality, diversity, inclusion or ethical matters.

15. Communications and Consultation (agenda item 15)

The Board had no specific or additional observations on communications and consultation matters.

16. Any Other Business

There was no other business.

PART B

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

17. Board Effectiveness Review update (agenda item 16)

The Board Resolved:

- 1) To note the update on progress provided by Halpin Partnership Ltd on the University's external review of Board and Committee Effectiveness.**

18. Dates of Future Board Meetings for 2020-21 Academic Year (agenda item 17)

The Board Resolved:

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

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

RESERVED BUSINESS

The Board, the University Secretary and the Assistant University Secretary were present/in attendance for consideration of reserved business. Susie Hills and Frank Toop MBE of Halpin Partnership Ltd also remained to observe proceedings.

The Board considered the following matters under Reserved Business:

19. Restricted Minutes of the Board of Governors Meeting – Thursday 10 September 2020 (agenda item 18)

The Board Resolved:

- 1) To approve the restricted minutes of its meeting held on Thursday 10 September 2020.**

(Open Meeting concluded 6.15pm)
(Reserved Meeting concluded 6.20pm)

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