



**MEETING OF THE BOARD OF GOVERNORS**  
**Thursday 12 November, 4.00pm via Microsoft Teams**

**Confirmed Minutes**

<b>Governors Present</b>	
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
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
<b>In Attendance</b>	
Dr Jacqui Boddington	Pro Vice-Chancellor Student Engagement

Steve Davies	Risk and Compliance Analyst
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
Greg Lane	Head of Governance (minutes)
<b>Observers</b>	
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 absence were received from Gareth Davies (Co-opted Governor) and Sian Goodson (Co-Vice Chair and Independent Governor).

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

The Chair welcomed Susie Hills and Frank Toop MBE from Halpin Partnership Ltd to the meeting to observe proceedings as part of the Board Effectiveness Review.

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

The Summary Report of the Nominations and Governance Committee (agenda item 10) included proposals to extend the appointment of four Independent Governors appointed for one year in the first instance to the standard three year term until 30 April 2023 (Mike Fishwick, Sheila Hendrickson-Brown, Ruth Marks MBE and Menai Owen-Jones).

### **3. Refresh of Strategic Plan (agenda item 3)**

The Vice Chancellor provided an oral update on work being completed to refresh the Strategic Plan and confirmed that a final version would be presented to Board for approval at its meeting on 10 December 2020. The Vice Chancellor

advised that the Measures of Success and Key Performance Indicators (used in support of the Plan) would be assigned to Governor-level Committees for reporting and monitoring purposes. The Vice Chancellor confirmed that work to develop Measures of Success that covered the University's Civic Mission was also being completed and that Governors would be consulted on these Measures.

The Vice Chancellor raised the idea of reinstating the Strategic Planning and Performance Committee during the academic year to help support the ongoing monitoring of measures and provide a forum for discussion of related issues. Governors were supportive and the Vice Chancellor agreed to draft a proposal for further consideration at a future Board meeting.

**The Board Resolved:**

- 1) To note the oral update from the Vice Chancellor.**
- 2) To ask the Vice-Chancellor to develop a proposal for reinstating the Strategic Planning and Performance Committee.**

(Secretariat Note: Ruth Marks MBE, Independent Governor, joined the Board meeting during this item).

**4. Key Corporate Risks and Corporate Risk Register (agenda item 4)**

The University Secretary informed the Board that the University's had achieved only limited assurance for its risk management arrangements during the 2019/20 review period. Significant progress had been achieved since the review had been undertaken but unfortunately the University's internal auditors (Deloitte) had not been able to complete a follow up audit to formally confirm this. During the 2019/20 review period the University had recruited to the vacant Risk and Compliance Analyst post. The Risk and Compliance Analyst had been heavily involved in critical work on the University's response to the Covid-19 pandemic. Notwithstanding this, routine work on risk management and review of risk registers had been completed and a regular system for reporting progress to Audit Committee and Board had been agreed.

The Risk and Compliance Analyst presented the revised/rationalised Corporate Risk Register that had been agreed by Board at its meeting on 15 October 2020 and briefly outlined each of the 20 risks listed. Risks on Student Mental Health, IT Security, and Graduate Outcomes were specifically highlighted as High Risks. Other risks on Research Quality and Volume, and Student Retention had also increased and were nearing the High Risk category.

The Risk and Compliance Analyst advised they would work with Audit Committee to hold in depth sessions on specific risk areas to support assurance. Board members were also asked to complete the risk appetite survey that had been circulated to help inform work on the University's Corporate Risk appetite and risk tolerance that needed to be undertaken.

The Board had a focussed discussion on the specific risks rated as High Risk/nearing High Risk and causal factors. The Board sought assurance from individual Vice Chancellor's Group Executive (VCEG) members that robust arrangements were in place to identify, manage and mitigate these risks. The Chair requested that a specific briefing be provided for Governors on the University's arrangements to support Student Mental Health as it was recognised that the Covid-19 pandemic was making life particularly difficult and challenging for students.

**The Board Resolved:**

- 1) To note the report on Key Corporate Risks and the Corporate Risk Register.**
- 2) To request that a specific briefing be provided for Governors on the University's arrangements to support Student Mental Health.**

**5. Summary Report of Audit Committee – Monday 9 November 2020 (agenda item 11)**

The Chair of Audit Committee provided an oral update on business considered at the Audit Committee on 9 November 2020. The Committee had discussed the University's risk management arrangements in detail as the University's internal auditor's (Deloitte) had reported that only limited assurance had been achieved during the 2019/20 review period. It was acknowledged that the Covid-19 pandemic and internal factors had contributed to the limited assurance rating on risk management. However, the Committee expected to see clear demonstrable progress in 2020/21 with moderate assurance being achieved and substantial progress thereafter. The focus on risk management would be prioritised and a number of in-depth sessions would be arranged as part of the Committee's assurance work. These would include (i) Pensions and future liabilities (ii) IT and cyber security (iii) Progress on closing off outstanding recommendations.

The Chair of Audit Committee confirmed that the Committee had received the Annual Internal Audit Report for 2019/20 and that the Committee was satisfied with the internal audit work completed by Deloitte. The work programme had resulted in 5 reviews with Substantial assurance, 6 reviews with Moderate assurance and 1 review with Limited assurance.

The Chair of Audit Committee confirmed that the Committee had endorsed the Annual Report and Financial Statements for 2019/20 subject to minor amendments to the Corporate Governance Statement and completion of outstanding work by the University's external auditors PWC.

The Chair of Audit Committee concluded by advising that the Audit Committee Annual Report would be finalised for consideration by Board its next meeting on 10 December 2020.

**The Board Resolved:**

- 1) **To note the oral Summary Report of Audit Committee Meeting held on 9 November 2020.**

**6. Annual Report and Financial Statements for Year Ending 31 July 2020 including External Audit Findings Report (agenda item 5)**

The Chief Officer Resources presented the Annual Report and Financial Statements to Board for approval. The report and statements had been considered by Resources Committee on 2 November and formally endorsed by Audit Committee on 9 November 2020 subject to minor amendments. The External Audit Findings Report from PWC was also provided and this report indicated that an unqualified audit opinion on the statements was anticipated after all residual work by PWC had been completed.

Despite Covid-19, the University had achieved strong operational cash performance of £8.6m during the year and had maintained a solid liquidity position at year end of £30m. The pension deficit provision on the Cardiff & Vale of Glamorgan Pension Fund (CVGPF) continued to significantly distort the financial statements. However, this was an accounting phenomenon caused by FRS102 reporting requirements that did not represent a cash liability or pose a threat to the financial viability and sustainability of the University. Staff spend (including pension provision charges) increased from 64.6% (2019) to 66.2% (2020). Staff spend (excluding pension provision charges) increased from 57.9% to 62.8%. It was explained that the increase was mainly due to stagnation of the University's turnover caused by Covid-19. It was confirmed that the terms of the banking covenants relating to long-term loans with Santander (£11.7m remaining) and Barclays (£10.8m remaining) had both been met in the financial results.

The Board thanked the Chief Officer Resources and his department in helping deliver a solid financial performance for the University during the Covid-19 pandemic.

The Chair requested that a briefing on the University's pension arrangements be arranged for Governors.

**The Board Resolved:**

- 1) To note that Audit Committee had endorsed the Annual Report and Financial Statements for Year Ending 31 July 2020 subject to minor amendments.
- 2) To formally approve the Annual Report and Financial Statements for Year Ending 31 July 2020.
- 3) To receive and note the External Audit Findings Report for Year Ending 31 July 2020.
- 4) To request that the Chief Officer Resources provide a briefing on the University's pension arrangements.

**7. Revised Budget Proposals 2020/21 (agenda item 6)**

The Chief Officer Resources outlined the revised budget proposals for 2020/21 and advised that strong student recruitment performance had allowed a more positive outlook to be assumed in the revised budget. The revised budget proposals included: a £2.2m strengthening of projected operational cash generation to £8m for the year; a £5.1m net increase in turnover due to strong student recruitment performance across all categories of student; a £2m downside contribution adjustment from Commercial Services and Met Sport Operations due to the ongoing pandemic and related social distancing restrictions; a £900k net increase in the projected accounting deficit due to in the main to changes in pension deficit accounting charges; and a projected staff key performance indicator of 63.3% staff spend as a percentage of turnover compared to 64% in the provisional budget.

The Chief Officer Resources advised that the more positive outlook in the revised budget would enable recruitment to posts that had been subject to a recruitment freeze earlier in the year due to the uncertainty caused by the pandemic. The Vice Chancellor's Executive Group would initiate a process to determine what recruitment should be prioritised. This process would involve consultation with Deans of School and Directors of Professional Services.

The Chair of Resources Committee advised that the Committee had considered the revised budget in detail at its meeting on 2 November 2020. The Committee had endorsed the revised budget as proposed.

**The Board Resolved:**

- 1) To approve the Revised Budget Proposals for 2020/21.

**8. Postgraduate Research Experience Survey 'PRES 2020' (agenda item 7)**

The Pro Vice Chancellor Research and Innovation highlighted the University's key results in the PRES 2020 which was a UK wide survey of postgraduate student satisfaction that was managed by Advance HE. Key results included: (i) Overall satisfaction at Cardiff Met increased from 80.8% in 2019 to 90% in

2020, this was the best result Cardiff Met had achieved and was 10% above the average for HE institutions taking part in the survey; (ii) Cardiff Met was ranked 2<sup>nd</sup> out of all HE institutions taking part in the survey; (iii) Satisfaction increased in all areas – Supervision +4, Resources +2, Responsibilities +7, Research Skills +11, Professional Development +2; Progression +5, and Research Culture +5; (iv) Cardiff Met was ranked 1<sup>st</sup> for Supervision and was in the top 5 for Resources, Responsibilities, Research Skills and Professional Development. The University was ranked 12<sup>th</sup> for Progression and 20<sup>th</sup> for Research Culture.

The Pro Vice Chancellor outlined the work being undertaken to promote and augment good practice and highlighted the virtual launch of the Global Academies on 1 December 2020.

The Board congratulated the Pro Vice Chancellor on the PRES 2020 results. It was recognised that strong PRES outcomes would have a positive influence on application numbers for postgraduate study at the University.

**The Board Resolved:**

**1) To note the report on PRES Outcomes for 2020.**

**9. Cardiff International Sports Village Proposal (agenda item 8)**

The Vice Chancellor advised that Cardiff Council had approached the University with an initial proposal for a financial and operational management partnership between both parties for the completion and management of Cardiff International Sports Village (CISV). The proposal sought to capitalise on the University's borrowing capacity and existing capital to secure the finance required to complete and management the CISV. The proposal included an incentive for the University through the inclusion of a two acre site that could be used to construct a University building for the provision of teaching, research, student residences or possibly conference facilities. The Vice Chancellor advised that the initial proposal was of such size and scope that the Board was being consulted at an early stage prior to any further exploratory discussions being entered into. It was acknowledged that the proposal would have a significant financial and reputational impact on the University.

The Pro Vice Chancellor Partnerships and External Engagement provided background on existing arrangements between the University and the Council in managing and delivering sports and leisure facilities in the city via Sport Cardiff. The Vice Chancellor also provided an update on initial discussions with Council representatives and highlighted some of the potential benefits and draw backs of the proposal in terms of alignment with the University's strategic objectives. The Chief Officer Resources provided an initial assessment of the

financial implications and associated risks for the University in entering into the proposed partnership.

Board members had an initial discussion on the proposed partnership with the Council and its implications for the University. Board members were in general agreement that the University should continue with exploratory discussions with the Council to establish whether the partnership would be viable for and in the interests of the University. The Board agreed to give further consideration to proposals after exploratory discussions between the University and the Council had progressed.

**The Board Resolved:**

- 1) To the note the report highlighting the Cardiff International Sports Village partnership proposals between the University and Cardiff Council.**
- 2) That the University should, through the Pro Vice Chancellor Partnerships and External Engagement, continue with exploratory discussions on the partnership proposals with Cardiff Council.**
- 3) That depending on how exploratory discussions progress, the Board will give further consideration to proposals at its meeting on either 10 December 2020 or 11 February 2021.**

**10. Summary Report of Nominations and Governance Committee Meeting – Wednesday 21 October 2020 (agenda item 9)**

The Chair of Nominations and Governance Committee updated the Board on items considered by the Committee on 21 October 2020. The Chair of Nominations Committee invited Board to consider proposals relating to the size of the governing body; and approve recommendations on a proposed new name for the Committee; on periods of office for governors; and on the extension of periods of office for governors appointed in the first instance for one year. Each proposal was put to a vote. It was clarified that further work on identifying the required skills sets for new Governors would need to be undertaken prior to the start of any recruitment exercise.

**The Board Resolved:**

- 1) To note the Summary Report of Nominations and Governance Committee Meeting held on Wednesday 21 October 2020.**
- 2) To approve the change of the name of the ‘Nominations and Governance Committee’ to the ‘Governance and Nominations Committee’.**
- 3) To approve proposals that the Board of Governors could be increased up to a maximum of 22 members and that the Governance and Nominations Committee could take forward arrangements to recruit**

between 2 and 4 new Governors in readiness for the start of the 2021-22 academic year.

- 4) To approve proposals that Governors can serve on the Board for a maximum of two standard three-year terms (six years in total).
- 5) To approve proposals to extend the appointment of Independent Governors appointed for one year in the first instance to the standard three year term. (Mike Fishwick, Sheila Hendrickson-Brown, Ruth Marks MBE and Menai Owen-Jones had their appointment as Independent Governors extended until 30 April 2023).

The Chair of the Board formally welcomed the 4 Independent Governors who had their initial 1 year appointment extended to a standard 3 year term. The Chair of the Board thanked them for work and commitment to date in what had been an unusual and difficult time for the University in responding to the challenges of the Covid-19 pandemic.

11. **Summary Report of Resources Committee Meeting – Monday 2 November 2020 (agenda item 10)**

The Chair of Resources Committee updated the Board on the items considered by the Committee on 2 November 2020. The Chair of Resources Committee invited Board to approve the Grievance, Disciplinary and Capability Procedures for University staff appended to the summary report. It was explained that approval of the procedures had been pending since the March 2020 Board meeting which had been cancelled due to the Covid-19 pandemic. The Chair of Resources Committee asked the Board to delegate authority to the Chair of Nominations and Governance Committee and himself to fill the two outstanding vacancies on Resources Committee as soon as practicable. The Chair of Resources Committee also drew the Board's attention to three specific decisions he had taken via Chair's action over the course of the summer.

**The Board Resolved:**

- 1) To note the Summary Report of Resources Committee Meeting held on Monday 2 November 2020.
- 2) To approve the Grievance, Disciplinary and Capability Procedures for University Staff included at Appendix A.
- 3) To delegate authority to the Chairs of Resources and Governance and Nominations Committees to fill the vacancies on the Resources Committee.
- 4) To note the Decisions Taken via Chair's Action by the Chair of Resources Committee included at Appendix B.

**12. Covid-19 Update (agenda item 12)**

The University Secretary provided an oral update on arrangements to manage and mitigate Covid-19 risks for students and staff. The Welsh Government had provided guidance for students about travelling over the festive period. The University would provide a screening service to asymptomatic students and staff on campus during early and mid-December. Students that tested negative would be required to travel as soon as possible. Students that tested positive would require a confirmatory test via the NHS and would be required to self-isolate for at least 10 days after the confirmatory test prior to travelling. It was therefore anticipated that many students would opt to be tested early. The University Secretary updated that Public Health Wales was also in discussions with Wales based universities on potential arrangements for mass testing students using lateral flow tests. However it was thought that this method of testing would be very resource intensive. Consideration was also being given to arrangements to manage and mitigate risks for students and staff returning to the University after the festive period.

Student Governors updated that social distancing and/or self-isolation requirements had resulted in a number of students experiencing mental health problems. Student Governors highlighted the 'Dwell Well' housing campaign that provided students with advice on living and studying at home together during the pandemic. The campaign provided advice on: navigating a shared space; dealing with conflict; self-awareness/self-care; and forming and maintaining supportive relationships. The Pro Vice Chancellor Partnerships and External Engagement offered their reassurance to the Board that staff and student liaison meetings were working well in helping to address the many challenges caused by the Covid-19 pandemic. The Pro Vice Chancellor Student Engagement confirmed that student support and counselling services would continue to be provided over the festive period.

**The Board Resolved:**

- 1) To note the oral update from the University Secretary on the University's approach to managing/mitigating Covid-19 risks.**

**13. Equality, Diversity, Inclusion and Ethics (agenda item 13)**

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

**14. Communications and Consultation (agenda item 14)**

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

**15. Any Other Business**

There was no other business.

**PART B**

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

**16. Student Recruitment Update (agenda item 16)**

The Board Resolved:

- 1) To note the report and the position on student recruitment (as at 4 November 2020).

**17. Outturn 2019/20 Final Review (agenda item 17)**

The Board Resolved:

- 1) To note the Outturn 2019/20 Final Review.

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

The Board Resolved:

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

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

(Meeting concluded 6.10pm)

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