



MEETING OF THE BOARD OF GOVERNORS
Thursday 10 December 2020, 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
Keira Davies	Student Governor
Mike Fishwick	Independent Governor
Sheila Hendrickson-Brown	Independent Governor
Sian Goodson	Co-Vice Chair and Independent Governor
Umar Hussain MBE	Independent Governor
Dr Malcolm James	Academic Staff 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
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
Mairwen Harris	Head of Strategy, Planning and Performance
Professor Leigh Robinson	Pro Vice-Chancellor Partnerships and External Engagement
Kirsty Palmer	Director of Student Services
Jayne Storey	Head of Compliance
Greg Lane	Head of Governance and Deputy Clerk to the Board of Governors
Julie Morgan	Senior Executive Officer (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 absence were received from Gareth Davies (Co-opted Governor) and Ruth Marks MBE (Independent Governor).

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

The Chair reminded Governors that all Board related correspondence would be sent to their Cardiff Met email addresses from January 2021.

The Welsh Language Standards Monitoring item in Part B would be dealt with in Part A of the agenda.

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

There were no conflicts of interest.

3. Board of Governor's Minutes: 15 October 2020

Dr Malcom James noted the typo of his surname on page 3.

The Board Resolved:

1) To approve the open minutes of its meeting held on Thursday 15 October 2020.

4. Board of Governor's Minutes: 12 November 2020 (agenda item 4)

The Chair advised that page 9 of the minutes should state that the Independent Governors being extended to three years should be until 30 April 2023.

The Board Resolved:

1) To approve the minutes of its meeting held on Thursday 12 November 2020.

5. Matters Arising: 15 October 2020 (agenda item 3)

Revising the Strategic Plan was on the agenda at item 10.

6. Matters Arising: 12 November 2020 (agenda item 4)

- The Financial Outturn item took place at the November 2020 meeting as part of the revised budget.
- The proposal for reinstating the Strategic Planning and Performance Committee would be progressed in 2021.
- The briefing on Student Wellbeing was on the agenda at item 8.
- The briefing on Pensions would be scheduled for February or March 2021.
- A follow-up item on the International Sports Village proposal would be on the agenda for the February 2021 meeting.

- The filling of the vacancies on the Resources Committee was in progress.

7. Chairs Report (agenda item 5)

The Chair stated that page 1 of her report should read Bethan Owen and not Bethan Cradock.

The Board Resolved:

- 1) To note the Chair's report.**

8 Vice Chancellors Report (agenda item 6)

The Vice Chancellor reported that the University had received £600k from the £27m HEFCW Investment and Recovery fund. Further bids for funding were pending and the Board would be duly informed of their outcomes.

Communications for students had been produced to provide guidance for returning home at Christmas. South Wales Police had dealt with a small number of students in breach of COVID rules which had also gone through the University's disciplinary procedure.

International student recruitment numbers remained high despite the pandemic and subsequently a cap had been placed on numbers. Provisions for additional staff recruitment were in place.

Notable events which had taken place included the virtual launch of Global Academies on 1 December and of the visit of the Duke and Duchess of Cambridge to meet students from all Cardiff universities. Professor Jon Platts the Dean of Cardiff School of Technologies would be hosting a global conference on Robot Technology.

The results of the Staff Survey had had an excellent response rate and the University had scored well for the sector with improvements seen in many challenging areas.

The Vice Chancellor expressed her thanks to students, staff and trade unions for their hard work and support during an unprecedented year.

The Board Resolved:

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

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

The Student Governors jointly updated the Board on recent developments.

The Student Union President focussed on the Partner Event 2020/21 to be held virtually in February. A second external trustee – Alistar Milburn had also been appointed.

The Student Union Vice-President talked through some of the current campaigns underway including “Dwell Well” which provided advice to students living together. A virtual “Meet the SU” session was in planning for Independent and Staff Governors, who were requested to register their interest with the Student Union Vice-President.

The Board was thanked for its support of students during Term 1.

The Board commended the “Be the Best at your Desk” initiative and asked when results from this campaign were expected. The Student Union Vice-President advised that it was likely that students would benefit from the study tips given by Term Two.

The Board Resolved:

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

10. Student Mental Health (agenda item 8)

The Pro Vice-Chancellor Student Engagement gave an assurance to the Board that many of the media reports on student wellbeing were anecdotal in nature and the University had this issue clearly in its focus.

The Director of Student Services introduced a presentation setting out the context of Student support at the University. The presentation showed that the University had increased its network of support services to students in response to the pandemic, moving its activities online. The team had received many new referrals with 466 students self-referred through the Wellbeing service and 127 referrals via other parties. Existing students experiencing mental health problems had seen their symptoms worsen as a result of the pandemic meaning all cases were more acute. Counselling services had been extended during the summer alongside a message promoting self-help initiatives. The Student Welcoming Programme had reached 1800 students by phone.

The leading themes were due to isolation/loneliness and anxiety which were often co-morbid with learning disability adjustments and self-harm cases. In addition students had encountered more difficulties accessing NHS services due to the lockdown. Increased support had been provided for self-isolating households over the Christmas period with the setting up of an emergency phone line and funding received from HEFCW to finance clinical support to be taken on. The Student Services team were also receiving advice and support

about how to respond to students questions and also maintain their own wellbeing. One positive note was that the relatively small size of the University meant reaching students was easier.

Board members enquired about the type of NHS support that had been secured following the additional funding. The Director of Student Services advised that the University had engaged an independent mental health clinician and that this had helped align effective communication between the University and the NHS.

Board asked about the provisions that the Out of Hours service offered and the Director of Student Services said that it signposted students to crisis support with statutory services. It was further confirmed that although no specific metrics on staff wellbeing were recorded, sickness rates had fallen and staff reported feeling supported.

The Board Resolved:

1) To note the report from the Director of Student Services.

11. Prevent Duty Compliance 2019/20 (agenda item 9)

Following the attendance by Board at the Prevent presentation before the meeting, the University Secretary and Clerk to the Board of Governors requested that any further questions be directed to the Compliance team. Further to this, the Prevent Group would be assigning Champions and this work could involve Governors' participation. The Board would also be asked to sign off the Annual Assurance statement for HEFCW.

The Head of Compliance gave an account of the Group's activity and areas of focus during 2020. The area of Student Radicalisation was discussed due to its topicality in the media. It was noted that under the current climate students were more isolated and much less visible to universities and so this could present an increasing risk. Steps to mitigate the risk of student radicalisation, included a new module of bespoke training for staff in safeguarding that would begin in January 2021.

The Board discussed the potential dangers of radicalisation further and the Chair asked for details about the staff training that was being rolled out for detecting radicalised students. The Head of Compliance explained that this included a refresh of an online training module and the sharing of information around being alert to signs and symbols of extreme groups. The Board asked how the University monitored individuals who did not meet the criteria for external referrals. The Head of Compliance explained that they were flagged and assessed as a Cause for Concern. The Head of Compliance stated that it was equally important for students to have this awareness and in conjunction with the Students Union an action plan of training was being worked on. It was important to note that all measures taken by the University had to be balanced in proportion with the threat and students' online activity was not monitored.

The Board Resolved:

- 1) To sign off the Annual Assurance report 2019/20**
- 2) To note the report from the Head of Compliance.**

12. Refresh of Strategic Plan (agenda item 10)

The Vice Chancellor introduced the paper that set out changes to the University's Strategic plan which had been aligned with the revised budget. As a result to changes in the growth trajectory of the University, following significant portfolio increases, the University was on track to achieve the results set during the remaining two years of the plan.

The Head of Strategy, Performance and Planning noted the amendments made after the follow up session for Board members in the 14 Measures of Success. This was made up by two further civic measures being added and the graduate start-up measure being raised to high level. Further targets in Research and Innovation had been increased in line with income levels. All of the lower tier measures would be monitored by committees. An engagement plan for development of the new Strategic Plan in 2021 would begin with a horizon scanning session on Risk.

Board discussed the Measures of Success and noted that the number of staff fluent in written and spoken Welsh was low. The Vice Chancellor said that this number was proportionate with the current number of courses available in Welsh. The University was however recruiting more Welsh speaking staff and had launched a bid for funding to support study in Welsh. The Chair requested that the infographic contained within the report be refreshed to present the interim data.

The Board Resolved:

- 1) To approve the Strategic Plan refresh.**
- 2) To note the report from the Head of Strategy, Performance and Planning.**

13. Annual Quality Assurance Report (agenda item 11)

The Pro Vice-Chancellor Student Engagement introduced the Assurance Report which set out the quality assessment processes for the academic year 2019/20 and an overview of their evidence and implementation. The Pro Vice-Chancellor Student Engagement advised that the evidence included in the University's submission, had been through an extensive drafting group, overseen by the Academic Quality and Standards Committee.

Board commented on the responsibility it had in approving the statements that went to HEFCW and suggested that more scrutiny could be done perhaps via a sub-committee to assist with the assurance process.

The Board Resolved:

- 1) To approve the Annual Quality Assurance Report.**
- 2) To note the report from the Pro Vice-Chancellor Student Engagement.**

14. Degree Outcomes Statement (agenda item 12)

The Pro Vice-Chancellor Student Engagement explained that the UK standing Committee for Quality Assurance had published a statement of Intent proposing a degree outcome statement which analysed degree outcome profiles. The Statement would be published on the University website. A response to the outcomes of the Statement were addressed by the University internally.

Board discussed the statement noting the BAME attainment gap and asked how this could be progressed from a civic mission perspective. The Pro Vice-Chancellor Student Engagement highlighted the work of the Race Equality Charter Group which was undertaking an audit around equality and diversity as as part of its research. Furthermore, the University had committed to a programme of designing out any inequalities and barriers to inclusion within the curriculum that had a clear timeline and targeted approach. The Board would be receiving the Fee and Access Plan which would demonstrate the proactive approach being taken to increasing diversity in recruitment.

The Board went on to discuss cultural barriers and asked how teaching methods were changing to address a more diverse society. The Pro Vice-Chancellor Student Engagement said that this was now one of the University's key aims and recognition of the benefits of diversity was being embedded in its culture.

The Board asked whether student data showed that enrolment across subject areas was equal for both Home and Overseas students. The Pro Vice-Chancellor Student Engagement said that certain courses did show cohorts of international students by their choice, but the University ensured that there were sufficient measures in place to support their integration into the wider student community.

The Board Resolved:

- 1) To approve the Degree Outcomes statement.**
- 2) To note the report from the Pro Vice-Chancellor Student Engagement.**

15. Committee Terms of Reference (agenda item 13)

The University Secretary and Clerk to the Board of Governors presented governor-level committees Terms of Reference for 2020/21 for approval. The

University Secretary explained that each Committee had considered its draft Terms for comment and endorsement prior to Board approval. The University Secretary highlighted that Remuneration Committee had considered its draft Terms the day before (9 December 2020) and a number of changes had been proposed. Board would be required to approve a revised version once finalised.

The Board Resolved:

- 1) **To approve the Committee Terms of Reference for the following:**
 - Audit Committee**
 - Governance and Nominations Committee**
 - Resources Committee**
- 2) **To note that Board would be required to approve a revised version of Remuneration Committee's Terms of Reference once finalised.**

16. Audit Committee annual report (agenda item 14)

The Chair of Audit Committee thanked the University Secretary and Clerk to the Board of Governors for compiling the Annual Report. The report covered meeting governance and it was noted that the pandemic had curtailed some audit activities.

The internal auditors Deloitte had given Moderate overall assurance to all areas outside of Risk Management. The external auditors Pricewaterhousecoopers had given an unqualified opinion to the accounts and were positive about cash generation.

The Board Resolved:

- 1) **To approve the Audit Committee annual report.**

17. Summary Report of Remuneration Committee Meeting 9 December 2020 (agenda item 15)

The Chair of the Remuneration Committee advised that a written summary report would be coming to Board in February 2021 and its Terms of References had been discussed at the meeting. The meeting had also seen suggestions made around the Annual Pay Policy Statement and the Remuneration and Performance framework. Follow up conversations in these areas would continue in January 2021.

The Board Resolved:

- 1) **To note the oral update from the Chair of Remuneration Committee.**

18. COVID-19 update (agenda item 16)

The University Secretary and Clerk to the Board of Governors provided an oral update on the University's ongoing response to the COVID-19 pandemic.

There was now a screening process available for students which had returned less than 5% positivity rate for the 500 students tested. Students were returning home from early December and extensive communications advice had been provided around safety. For the January return a staggered start was being worked out and further screening would be available.

Board discussed the impact of the vaccination programme on the University's plans to return to normality. The University Secretary and Clerk to the Board of Governors confirmed that plans were being made around accommodating more students on campus but in the short term little could change, as safety was key. The University was using this opportunity to reflect on how it would want to teach and work in the future.

The Board Resolved:

1) To note the COVID-19 update.

19. Equality, diversity, inclusion and ethics (agenda item 17)

The Chair noted that there had been a very good discussion about equality, and diversity which were cross cutting themes at the meeting.

20. Welsh Language Standards Annual Monitoring Report 2019/20 (agenda item 20)

The University Secretary and Clerk to the Board of Governors introduced the Welsh Language Standards Monitoring report.

The Board asked why some sections of wording in the Introduction under Key issue referenced some standards the Board were being asked to consider. The University Secretary and Clerk to the Board of Governors confirmed that these areas had been discussed adequately at the Use of Welsh Committee.

The Board Resolved:

1) To approve the Welsh Language Standards Annual Monitoring Report.

21. Communications and consultation (agenda item 18)

The University Secretary and Clerk to the Board of Governors informed the Board that there would be a facilitated workshop session on Risk Appetite on 26 January 2021.

The Chair of Audit Committee asked why the Modern Slavery and Ethical Supply Chain Statement were not on Part A of the agenda for discussion to ensure monitoring of the initiatives to which the University had committed. It was also noted that more detail on suppliers and external stakeholders was not given for the Procurement strategy.

The Chair stated that obtaining more detail on supply chains was an ongoing position to work towards.

22. Ethical Investment Policy (agenda item 23)

The Ethical Investment policy in Part B came through the Resources Committee and this was recommended for approval.

The Chair suggested that there could be a deep-dive session on this for Board members and the Vice-Chancellor added that the policy could be expanded in the future to ensure that the values of the University were upheld.

The Student Union Governor advised the Board that a new campaign “Not an Excuse” could be given in advance to Board and VCEG and a 30 minute slot would be diarised for this purpose. The Vice Chancellor added that her report for UUK on Staff/Student Sexual Misconduct would also be available in mid January.

The Board Resolved:

- 1) To approve the Ethical Investment policy.**

23. Any Other Business

There was no other business.

PART B

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

24. Summary Report of Audit Committee Meeting 9 November (agenda item 21)

The Board Resolved:

- 1) To note the report (as at 9 November 2020).**

25. Modern Slavery and Ethical Supply Chain Statement (agenda item 22)

The Board Resolved:

1) To the noted the Modern Slavery and Ethical Supply Chain Statement.

26. **HEFCW Financial Forecasts (agenda item 24)**

The Board Resolved:

1) To the note the HEFCW Financial Forecasts.

27. **Dates of Future Board Meetings for 2020-21 Academic Year (agenda item 25)**

The Board Resolved:

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

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 6.07pm)

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