**MEETING OF THE BOARD OF GOVERNORS**

**Thursday 11 February 2021, 4.00pm via Microsoft Teams**

**Confirmed Minutes**

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| **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 |
| Sheila Hendrickson-Brown | Independent Governor |
| Sian Goodson | Co-Vice Chair and 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 |
| 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 |
| 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 and Deputy Clerk to the Board of Governors (minutes) |

**PART A**

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

Apologies for absence were received from Mike Fishwick (Independent Governor) and Menai Owen Jones (Independent Governor).

The Chair advised the Board that Umar Hussain MBE (Independent Governor) and Scott Waddington (Independent Governor) needed to leave the meeting early due other unavoidable meeting commitments.

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

There were no conflicts of interest declared.

**3. Board of Governor’s Minutes: 10 December 2020 (agenda item 3)**

The Board was advised of two typos that required correction in relation to Dr Malcolm James’ surname.

**The Board Resolved:**

1. **To approve the minutes of its meeting held on Thursday 10 December 2020 as amended.**

**4. Matters Arising (agenda item 4)**

There were no matters arising.

**5. Recruitment and Appointment of University Chancellor and Chair of Board (agenda items 5.1 and 5.2)**

(Secretariat note:Baroness Finlay of Llandaff left the meeting for consideration of this item and Nick Capaldi, Co-Vice Chair and Independent Governor assumed the Chair).

**5.1 Recruitment and Appointment of University Chancellor (agenda item 5.1)**

The University Secretary introduced proposals for the recruitment of a new University Chancellor who would be in place from 1 November 2021. Governance and Nominations Committee had been consulted in the development of the proposals at its meeting on 25 January 2021. The Board agreed to use an executive search agency to support the recruitment process. The Board also agreed that a working group be established to help finalise the role description and recruitment pack. Feedback would be sought from staff and students on what they considered to be important traits for the University Chancellor role. The Board agreed that it was important for the University Chancellor role to exemplify the values, character and identity of the University and its commitment to having an ambitious and distinctive approach to its civic mission.

 **The Board Resolved:**

1. **To approve the proposals for the recruitment and appointment of a new University Chancellor.**

**5.2 Recruitment and Appointment of Chair of the University’s Board of Governors (agenda item 5.2)**

The University Secretary introduced proposals for the recruitment of a new Chair of the University’s Board of Governors who would be in place from 1 August 2021. Governance and Nominations Committee had been consulted in the development of the proposals at its meeting on 25 January 2021. The Board agreed to use an executive search agency to support the recruitment process. The Board also discussed the composition of the proposed interview panel with a view to ensuring involvement of the Vice Chancellor, committee chairs, and Staff and Student Governors in the process.

 **The Board Resolved:**

1. **To approve the proposals for the recruitment and appointment of a new Chair of the University’s Board of Governors.**

(Secretariat note: Baroness Finlay of Llandaff, Chair of the Board returned to Chair the meeting).

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

The Vice Chancellor advised that following Welsh Government’s revised Remit Letter to HEFCW in January, the University had received notification of an allocation of £3,759,735 from the additional £40m funding allocated from Welsh Government’s Covid Reserve. The funding, detailed in the HEFCW Circular issued on 28 January (Covid-19: further financial support for higher education students), was to be used to address students’ financial hardship and digital poverty and to offer additional support and advice with a particular focus on student retention. The £40m funding was in addition to the £27m and £10m that had previously been announced. The Vice Chancellor explained that the funding allocation was however quite challenging with only 30% of it being awarded on the basis of deprivation and 70% being awarded on the basis of student population. The Vice Chancellor thanked Student Services and the Students’ Union for their work in supporting students during the ongoing challenges of the pandemic.

 The Vice Chancellor outlined plans for a phased and limited return to campus by students and staff. From 15 February there would be some return to campus for students whose programmes of teaching required significant access to University facilities to fulfil learning outcomes and/or professional body requirements in order to progress or graduate. A relatively small number of academic staff would be asked to support these students together with some support from technicians, professional services and catering staff. The Vice Chancellor stressed that it was not envisaged that there will be a significant resumption of face-to-face teaching before Easter. Risk assessments had been conducted in relation to this small-scale return to campus and Covid testing would be available for students and staff returning to engage with these programmes.

 The Vice Chancellor updated that the University had received an increased number of undergraduate applications in relation to the previous year and was therefore continuing to significanty outperform the HE sector as a whole. It was however important that these applications were converted into firm acceptances.

 The Vice Chancellor was pleased to confirm that the University’s new Strategy web pages had been launched on the University’s website. The Vice Chancellor looked forward to working with Board members on the implementation of the refreshed Strategic Plan that had been approved by Board at its meeting on 10 December 2020.

 The Vice Chancellor updated that the University’s recent Quality Enhancement Review with the Quality Assurance Agency for Higher Education had proceeded well and positive results had been achieved. The Review’s Lead Facilitator had confirmed on the final day of the Review that the University had met the requirements of the European Standards and Guidance for Quality Assurance in the European Higher Education Area and the Quality Assessment Framework for Higher Education in Wales. Board members requested that their thanks and congratulations be conveyed to the University’s staff involved in the Review process.

 **The Board Resolved:**

1. **To note the Vice Chancellor’s report.**

**7. Chair’s Report (agenda item 7)**

The Chair introduced their report and firstly reconfirmed that they be would stepping down as Chair of the Board at the end of July 2021. The Chair reflected on the significant progress achieved over the previous three years and congratulated the Vice Chancellor, the Executive team, all staff at every level, and the Students’ Union Officers in the University being named ‘Wales University of the Year for 2021’. The Chair placed on her record her thanks to all Governors for their support and hard work during her term as Chair.

 The Chair advised that they had recently attended a ChUW meeting where the additional £40m funding from HEFCW had been discussed. Some concerns had been expressed that the funding to support students in financial hardship and poverty would be used to subsidise private sector landlords as many students had opted to leave their student accommodation and return to their family home during the ongoing pandemic.

 The Chair highlighted that HEFCW had recently published a consultation on the terms and conditions of University funding. There was a clear requirement for Universities to sign up to and work towards the commitments set out in the Governance Charter for Wales as introduced by the Review of Governance of the Universities in Wales completed by Gillian Camm in December 2019.

 The Chair also highlighted a number of developments in the English HE sector that would potentially affect Wales based universities. This included funding arrangements as advocated in the Augar Review and changes to University admissions through the proposed introduction of a post qualification admissions system.

**The Board Resolved:**

1. **To note the Chair’s report.**

**8. Students’ Union Report (agenda item 8)**

 The Students’ Union Vice President introduced their report and outlined the work of the Students’ Union to engage and support students during the pandemic. The Students’ Union had recently written a letter to all its members to highlight areas of focus to support student experience. These areas were digital support, academic provision and accommodation. The letter had generated a lot of positive discussion.

 The Students’ Union Vice President highlighted the launch of the #Notan Excuse Campaign that aimed to address current myths and stereotypes that existed in society around sexual misconduct and challenging unwanted behaviour. The campaign had been launched on 1 February 2021 to coincide with Sexual Assault and Sexual Violence Awareness Week.

 The Students’ Union Vice President informed the Board that the Students’ Union had been actively involved in the development of the University’s ‘No Detriment Policy’ for 2020-21 so that no students were academically disadvantaged by the Covid-19 pandemic and that their final grade classifications were protected.

**The Board Resolved:**

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

**9. Board Effectiveness Review: Final Report and Recommendations (agenda item 9)**

The Chair of the Board Effectiveness Review Task and Finish Group (David Warrender) introduced the report. The University was required to conduct an external review of its Board and Committee governance arrangements every three to four years to ensure that they were fit for purpose. The previous review had been conducted back in 2014. The Task and Finish Group had procured the services of Halpin Partnership Ltd to conduct the external review. The Task and Finish Group had also acted as a steering group for Halpin on the progress of the review and the development of their report and recommendations.

The final Board Effectiveness Review report contained 35 recommendations for Board to consider. Key recommendations covered Board Focus, Board Culture, Board Operations and considerations to support Implementation. The Chair of the Task and Finish Group advised that the University’s Governance and Nominations Committee had considered the Board Effectiveness Review report in detail at its meeting on 25 January 2021. The Committee had endorsed the report for Board approval and had developed further recommendations on how the implementation of the review should be progressed (as detailed in the recommendations below).

Board members commented that they felt that the review had been well conducted and that the report was comprehensive and fair. Board members were in broad agreement that report had clearly identified the key areas that required prioritisation and further development – specifically Board Focus and Board Culture. Board members also welcomed the fact that a new University Scheme of Delegation would be devised and implemented to support greater clarity in decision-making. Board members also welcomed the specific report comments relating to Staff and Student Governors and their proposed involvement across a wider range of Governor level committees.

Board members confirmed that they were content for the Governance and Nominations Committee to take forward detailed work on the implementation of the report’s recommendations. This included the development of an implementation plan and the regular monitoring of progress against the plan.

The Chair concluded the discussion by thanking members of the Board Effectiveness Review Task and Finish Group for their hard work on the review.

 **The Board Resolved:**

1. **To accept the key recommendations within the report and agree to their implementation.**
2. **That the Governance and Nominations Committee be responsible for the development of an implementation plan and for regular monitoring of the plan.**
3. **That further consideration be given as to how the culture between the Board and Executive could be strengthened to develop an exemplar team across the Board and Executive.**
4. **That the Governance and Nominations Committee undertake work as a priority on recommendations related to developing the delegation framework.**
5. **That the Governance and Nominations Committee identify and recommend to the Board any necessary changes to the University’s key governance documents.**

(Secretariat note: the meeting adjourned at 5.10pm and reconvened 5.15pm)

**10. Staff Wellbeing Survey (agenda item 10)**

The Pro-Vice Chancellor for Partnerships and External Engagement introduced the Staff Wellbeing Survey Results. The short ‘pulse survey’ had been designed by the University in conjunction with Capita Surveys and Research. Staff had been invited to complete the survey between 11 November and 4 December 2020. 790 responses from staff had been received out of 1322 staff that had been invited to participate (a 60% response rate). The survey sought to build on the work and findings of previous surveys and was benchmarked against other institutions in the HE sector.

The Pro-Vice Chancellor advised that the University was rated as an ‘Employer of Choice’ via Capita’s benchmarking process. The University was ranked first out of the HE institutions surveyed in 2020 and 2019. There had been significant improvements in the positive responses to 13 of 15 questions. There had been no deterioration in positive responses to any question with all responses between 9% and 30% above Capita’s sector averages. The percentage of staff feeling valued had improved from 52% to 74% (against Capita’s sector average of 57%). The percentage of staff rating communication in the University as effective had improved from 35% to 75% (against Capita’s sector average of 55%). The percentage of staff who agreed that the Vice-Chancellor’s Executive Group managed and led the University well had improved from 60% (Capita’s sector average) to 90%. Overall strengths included the University as a place to work, its leadership, its managers, its values, its commitment to wellbeing and effective communication. The Pro-Vice Chancellor confirmed that furloughed staff had been invited to participate in the survey and that the response rate for these staff was in line with all other staff.

The Pro-Vice Chancellor advised that two areas had been identified as providing opportunities for further improvement - these were listening and responding to staff views, and showing staff that they were valued. However, significant improvements had already been achieved on both of these areas over the previous year.

The Board was advised that the Schools and Directorates had received relevant survey results and would develop action plans to maintain strengths and achieve improvements as required. The survey results would be shared with staff via the University’s staff intranet (InSite) and the University’s Wellbeing Committee would consider the results in detail with a view to proposing further actions/recommendations as necessary.

 **The Board Resolved:**

1. **To note the report and staff wellbeing survey results.**

**11. Proposals for a Strategy, Planning and Performance Committee or an Alternative (agenda item 11)**

The Vice Chancellor introduced their report on proposals to re-establish the Strategy, Planning and Performance Committee to help support and enhance strategic planning related discussions between the Board and the Executive. The Board was advised that the Committee had been put in abeyance at the start of the pandemic as the University had sought to meet the immediate challenges. However, the Vice Chancellor advised that the proposed re-establishment of the Committee was required in order to provide sufficient space and capacity to consider long term strategic planning in detail – including the development of the next Strategic Plan. The Vice Chancellor elaborated on the proposed remit/terms of reference for the re-established Committee.

 Board members were supportive of the proposals and highlighted that the Committee could play a crucial role in the future growth and progress of the University.

The University Secretary undertook to devise draft terms of reference for the proposed Committee for consideration by Board at its next meeting.

 **The Board Resolved:**

1. **To re-establish the Strategy, Planning and Performance Committee with authority to form Task and Finish Groups for specific purposes as and when required.**
2. **To request that the University Secretary draft revised terms of reference for the Strategy, Planning and Performance Committee for Board to consider at its next meeting on 11 March 2021.**

**12. Summary Report of Remuneration Committee: 9 December 2020 (agenda item 12)**

The Chair of Remuneration Committee (Sian Goodson) introduced the report on business considered at the Committee meeting on 9 December 2020. The Committee had suggested a number of changes to its terms of reference for 2020-21 and these were in the process of being finalised. The Committee had agreed the proposed recruitment and selection process to be used for the recruitment of a new Deputy Vice Chancellor, and the related process for selecting an executive search agency to support the recruitment exercise. The Committee had approved the University’s Annual Pay Policy Statement for 2019-20 and the Gender Pay Gap Report for 2019. The Committee had also endorsed the University’s Senior Staff Remuneration Policy Framework and the Remuneration Committee Annual Report for 2019-20 for proposed approval by the Board.

 **The Board Resolved:**

1. **To note the Summary Report of the Remuneration Committee meeting held on 9 December 2020.**
2. **To approve the Senior Staff Remuneration Policy Framework and the Remuneration Committee Annual Report for 2019-20 included at Appendix 1 to the report.**

**13. Summary Report of Resources Committee: 20 January 2021 (agenda item 13)**

The Chair of Resources Committee (David Warrender) introduced the report on business considered at the Committee meeting on 20 January 2021. The Committee had approved the University’s TRAC Annual Return for 2019-20, Halls and Residences Charges for 2021-22, and Tuition Fees for 2022-23. The Committee approved the University’s Treasury Management Policy for a further year and had noted the accompanying report that detailed the University’s current banking and investment arrangements. The Committee had considered an update from Environment and Estates on work to refurbish/redevelop the University’s estate. The Committee had received an update from People Services on its new service structure and on proposals for the establishment of a People Analytics team. The Committee had also received an update on Student Recruitment that confirmed that recruitment levels remained on target despite changes to UCAS deadlines for undergraduate applications.

 **The Board Resolved:**

1. **To note the Summary Report of the Resources Committee meeting held on 20 January 2021.**

**14. Summary Report of Governance and Nominations Committee: 25 January 2021 (agenda item 14)**

The Chair of Governance and Nominations Committee (Nick Capaldi) introduced the report on business considered at the Committee meeting on 25 January 2021. The Committee had developed and endorsed proposals for Board to consider relating to the recruitment of the University Chancellor and Chair of the Board, and proposals relating to the Board Effectiveness Review. Board had already considered these earlier in the meeting. The Committee had also approved proposals for a mid-year review of committee effectiveness by way of a self-assessment survey of all Governors to be completed in March/April 2021.

 **The Board Resolved:**

1. **To note the Summary Report of the Governance and Nominations Committee meeting held on 25 January 2021.**

**15. COVID-19 update (agenda item 15)**

The University Secretary provided an oral update on the University’s ongoing response to the COVID-19 pandemic. The Board was advised that the screening service provided by Cardiff University had been withdrawn and that the University was working with Public Health Wales to arrange alternative provision. The University was also working effectively with the Students’ Union to provide students with opportunities for more social activities whilst adhering to social distancing requirements. The University was providing welfare checks on students deemed to be vulnerable or isolated. Arrangements were being progressed for additional students to return to campus in order to undertake specific learning and assessment activities that could not be completed remotely. The University Secretary advised that further arrangements were being made to support the return of a larger number of students and staff to both Llandaff and Cyncoed campuses after the Easter holidays.

The Students’ Union Vice President updated on the work of the Students’ Union to support students in what continued to be a difficult and challenging time. This included providing help and guidance to students to working from home effectively.

**The Board Resolved:**

1. **To note the oral update from the University Secretary on the University’s arrangements to manage COVID-19.**

**16. Equality, diversity, inclusion and ethics (agenda item 16)**

No additional considerations were raised.

**17. Communications and consultation (agenda item 17)**

 No additional considerations were raised.

**18. Any Other Business (agenda item 18)**

 The Chair confirmed that the Restricted Summary Report of the Remuneration Committee meeting held on 9 December 2020 listed as agenda item 22 had been withdrawn. The Remuneration Committee was scheduled to reconvene on 25 February 2021 to consider outstanding restricted business. An updated report covering all restricted business would therefore be brought to the next Board meeting on 11 March 2021 for consideration.

 The University Secretary confirmed that the University was not be holding physical graduation ceremonies in July 2021 due to the ongoing pandemic and social distancing requirements. Proposals on a way forward were being developed for Combined Academic Board to consider.

**PART B**

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

**19. Student Recruitment Update: February 2021 (agenda item 19)**

 **The Board Resolved:**

1. **To note the Student Recruitment Update for February 2021.**

**20. Dates of Future Board Meetings for 2020-21 Academic Year (agenda item 20)**

**The Board Resolved:**

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

**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**

**21. Board of Governors Work Programme (agenda item 21)**

 **The Board Resolved:**

1. **To note the Board of Governors Work Programme.**

(Meeting concluded 5.50pm)