

Board of Governors

**CONFIRMED MINUTES**

**DATE: Thursday 10 February 2022**

**TIME: 4:00pm**

**LOCATION: via Microsoft Teams**

**Governors Present:**

1. John Taylor CBE (Chair of the Board and Independent Governor)
2. Professor Cara Aitchison (President and Vice Chancellor)
3. Nick Capaldi (Independent Governor)
4. Roisin Connolly (Independent Governor)
5. Karen Fiagbe (Independent Governor)
6. Venkateswaramma Gonavaram (Student Governor)
7. Sheila Hendrickson-Brown (Independent Governor)
8. Dr Malcolm James (Academic Staff Governor)
9. Paul Matthews (Independent Governor)
10. Professor Myra Nimmo (Independent Governor)
11. Professor Kelechi Nnoaham (Independent Governor)
12. Kirsty Palmer (Academic Board Representative Governor)
13. Chris Pilgrim (Independent Governor)
14. Alison Thorne (Independent Governor)
15. Matthew Tossell (Independent Governor)
16. Dr Chris Turner (Co Vice Chair and Independent Governor)
17. Scott Waddington (Independent Governor)
18. David Warrender (Independent Governor)
19. Naomi Wrigley (Student Governor)
20. Denn Yearwood (Professional Services Staff Governor)

**In attendance:**

1. Professor Jacqui Boddington (Pro Vice Chancellor for Student Engagement)
2. Christine Fraser (University Secretary and Clerk to the Board of Governors)
3. Professor Sheldon Hanton (Pro Vice Chancellor for Research and Innovation)
4. Mairwen Harris (Head of Strategy, Planning and Performance)
5. Professor Rachael Langford (Deputy Vice Chancellor)
6. David Llewellyn (Chief Officer Resources)
7. Emily Voisin (Governance Officer)
8. Greg Lane (Head of Governance and Deputy Clerk to the Board of Governors) (minutes)

# **Part A (1): Items for Brief Discussion and/or Approval**

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

Apologies for absence were received from Menai Owen Jones (Co Vice Chair and Independent Governor) and David Surdeau (Independent Governor).

Apologies for lateness were received from Professor Myra Nimmo (Independent Governor) and Paul Matthews (Independent Governor).

The Chair advised the Board of plans to hold an in-person Board of Governors away-day over 7 and 8 July 2022. This would include the Board meeting on the afternoon of 7 July 2022 and University Staff Awards and Garden Party on the afternoon of 8 July 2022.

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

There were no declarations of conflict of interest.

# **Minutes of the Previous Meeting: 9 December 2021 (agenda item 3)**

**The Board Resolved:**

1. **To approve the minutes of its meeting held on 9 December 2021 as a correct record.**

# **Matters arising (agenda item 4)**

The Chair advised that there were four matters arising from the previous meeting:

1. Firstly, with reference to agenda item 7 the Chair confirmed that a written briefing from the Director of People Services would be circulated to all Governors covering the arrangements that the University has in place to support communication with the Trade Unions.
2. Secondly, with reference to agenda item 7 the Chair confirmed that an oral briefing would be provided to all Governors on the work of the University’s Race Equality Charter Mark Group and that a date would be circulated shortly (Secretariat Note: The briefing was subsequently scheduled for 3pm on Thursday 31 March 2022).
3. Thirdly, with reference to agenda item 11 the Chair confirmed that presentation made by the Director of Environment and Estates on the Estates Master Plan had been circulated to all Governors by the Head of Governance.
4. Finally, the Chair confirmed that the next iteration of the Estates Master Plan would be presented to Board in the Spring Term. The Chair advised the Board that the Director of Environment and Estates was working with the University’s selected architects to develop engagement plans.

The Chair of Remuneration Committee referred to agenda item 17 and updated that revised Terms of Reference for Remuneration Committee would be brought to the Board meeting on 31 March 2022 for consideration and approval. The Committee would review the revised draft prior to this at its meeting on 9 March 2022. The revised draft would include an additional responsibility for the Committee to consider and determine all applications from staff for early retirement and severance where payments amounted to £100k or more. The proposed revision to the Committee’s Terms of Reference had been recommended by the Committee at its meeting on 20 October 2021.

# **Chair’s Report (agenda item 5)**

The Chair of the Board introduced their report and updated on arrangements to appoint a new University Chancellor.

The Chair provided an update on arrangements to introduce an annual appraisal process for all Governors which would align the Board with good practice across the sector. The process would help identify how individual Governors could contribute to the continued success of the University as well as help to ensure that they derived enjoyment and satisfaction from their roles on the main Board and its committees.

The Chair provided an update on developments on the Tertiary Education and Research Bill that was making progress through the Senedd. The Chair advised that Jeremy Miles MS, the Wales Government Minister for Education and Welsh Language had indicated that key sections of the Bill covering transparency, quality, how research is represented, and learner voice would be strengthened. However, there were still concerns as to whether any required changes would be made to key sections on safeguarding institutional autonomy. The Chair advised that the new Tertiary, Education and Research Commission (TERC) would be set up in 2023 in a phased way but would not be fully operational until 2025.

The Chair reported that there was one outstanding action allocated to Universities Wales flowing from the Review of Governance of Universities in Wales. This related to the production of a Good Practice Guide for Wales based universities on stakeholder engagement that HEFCW had undertaken to fund. The two main considerations would be how to secure and retain good effective engagement and how to ensure that stakeholders’ views were taken into account when deciding on future courses of action. The Chair advised that he would be meeting the producer of the guide on 28 February and invited all Board members to provide their thoughts on how best to maximise stakeholder engagement to him by this date.

Board members emphasised the need for the University to clearly identify who its stakeholders were with particular reference to new developments in the post pandemic world. There would be a need to focus on the balance between the local, UK and international stakeholder landscape. Ultimately the Board would need to satisfy itself that the University was getting the balance right. The University would need to develop a clear methodology for engagement.

**The Board Resolved:**

1. **To note the Chair’s Report.**

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

The Vice Chancellor introduced their report and highlighted how the University would position itself as a key contributor to the levelling up agenda. The University had been the first Welsh university to join the Purpose Coalition comprising leading businesses, NHS Trusts, Councils and universities committed to improving social mobility and opportunity. The Purpose Coalition had identified 14 Purpose Goals to provide a levelling up architecture that had informed the levelling up debate. The University had worked with the Purpose Coalition over the previous year to produce its Levelling Up Impact Report. Various examples of innovative good practice by the University had been included in the report.

The Vice Chancellor provided an update on the launch of the Erasmus B-International initiative between the University and universities in Lahore and Islamabad in Pakistan. A number of collaborative partnerships had been set up by the University’s Global Engagement Directorate with international partners in Pakistan and the British Council. The four-year project was designed to deliver a series of work packages that would deliver four Centres for Internationalisation together with project management, training, workshops, online learning and quality assurance designed to support international collaborations.

The Vice Chancellor informed the Board of initial proposals to establish a Cardiff Rugby and Cardiff Metropolitan University High-Performance Centre in Pentwyn, Cardiff. The proposal was backed by Cardiff Council. It was proposed that the facility would be managed and operated by the University to provide access for Cardiff Rugby’s elite teams along with the University’s own performance sport teams. The proposals extended beyond the sport of rugby and included access for the local community. Board members welcomed the initial proposals as they appeared to align with the University’s priorities and values. It was recognised that significant work would need to be undertaken to develop the proposals further prior to any formal partnership arrangement being agreed.

The Vice Chancellor concluded by advising of the University’s work on the development of staff networks in support of its commitment to equality, diversity and inclusion. Five Networks had been established since 2016 to give a voice to staff from groups with protected characteristics and influence positive change to the culture of the University. Board members welcomed the work that had been undertaken to date and had a broad discussion on what further action could be taken to promote and support equality, diversity and inclusion across the University.

**The Board Resolved:**

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

(Secretariat note: Paul Matthews (Independent Governor) and Professor Myra Nimmo (Independent Governor) joined the meeting during discussion of this item).

# **Students’ Union Report (agenda item 7)**

The Students’ Union President and Vice President jointly introduced their report.

The SU Vice President advised that the SU Elections process was underway. Formal nominations opened on 31 January and would close on 28 February. Voting would take place between 21 and 25 March. Results would be declared on 25 March.

The SU Vice President provided an update on the Student Led Teaching Awards for 2021-22. The Awards were an opportunity for students to celebrate and thank University staff across a range of categories. Nominations would close on 14 February and the winners would be announced on 11 March.

The SU Vice President advised that the annual Varsity event would take place on 6 April at the University of Bath. Ticket sales had gone particularly well with all available tickets being sold in just 36 hours. Part of the proceeds from ticket sales would be donated to the Cardiff Mind charity. The SU’s various societies were also raising money for the charity through other various events and initiatives.

The SU President provided an update on the SU’s work support the January intake of international students. The SU had been involved in inductions across the University’s five Academic Schools. A ‘Welcome Week’ was set to take place between 14 and 18 February and would include various activities and events including a societies fayre.

Board members enquired how students were finding the general return to campus and an increased level of face-to-face teaching. The SU Vice President advised that most students were very pleased to be back on campus more extensively. This was particularly the case for those students with more practical based courses.

Board members queried whether increased attendance by students for face-to-face teaching was being experienced across all five Academic Schools. The Chair advised that this was something that would need to be monitored by academic staff and SU reps and revisited at subsequent Board meetings.

**The Board Resolved:**

1. **To the note the Students’ Union Report.**

# **Part A (2): Items of Specific Importance for Discussion and/or Approval**

# **Draft Proposed Instrument and Articles of Government (agenda item 8)**

The University Secretary introduced the report and the draft Instrument and Articles of Government for consideration and endorsement by Board. The Board Effectiveness Review undertaken in 2020-21 had included recommendations that the Instrument and Articles of Government be updated, simplified and streamlined. The University Secretary advised that the draft documents had been considered by Management Board and Academic Board and subsequently Governance and Nominations Committee. The University’s trade unions (UCU and Unison) had also been consulted about proposed changes to employment related clauses. HEFCW had also been informally consulted on the draft. It was explained that following the Board’s endorsement the draft would then be submitted to Welsh Government and Privy Council for informal consultation. It was hoped that the subsequent formal consultation process could then be completed by the end of the 2021-22 academic year.

The University Secretary explained that the draft aimed to ‘future proof’ the Instrument and Articles of Government so that they remained relevant and fit for purpose in the long term. The draft also permitted staff and student governors to formally participate at committees that had responsibility for employment or finance related matters. The Instrument and Articles of Government currently in place precluded their involvement.

Board members advised that sections 3 (1) (c) of the draft Articles of Government should be revised to more clearly reflect that Remuneration Committee had responsibility for directly determining the remuneration of senior staff (Level 1 and Level 2 staff) on behalf of Board. The University Secretary advised the Board that the precise arrangements were set out in the University’s Scheme of Delegation. However further changes could be made to the draft Articles of Government to more clearly reflect what was wanted.

Board members suggested that the draft covering letter for Welsh Government and Privy Council could be revised to be more positive in focus and emphasise the University’s strong culture and values in advocating necessary changes to the Instrument and Articles of Government. The University Secretary undertook to revise the letter accordingly. This would be approved under Chair’s action.

Board members noted that the draft Instrument and Articles of Government did not make any specific reference to the Chair. The University Secretary explained that arrangements covering the appointment and role/remit of the Chair could vary over time and that it was best to cover these arrangements in subordinate documents such as the Board’s Standing Orders and the University’s Scheme of Delegation.

Board members noted that the draft Instrument and Articles of Government retained the option for the Principal and Vice Chancellor post holder to choose whether they wished to be a member of the Board of Governors.

**The Board Resolved:**

1. **To approve the Draft Instrument and Articles of Government for submission to Welsh Government and Privy Council (as amended by Board at sections 3 (1) (c)).**
2. **To request that the draft covering letter for Welsh Government and Privy Council be revised by the University Secretary and approved under Chair’s action.**

# **Statement of Relationship between the Board of Governors and the Vice Chancellor’s Executive Group (agenda item 9)**

The Chair introduced the report and advised that the Statement had been developed in response to a recommendation in the Board Effectiveness Review carried out in 2020-21 for the Board and Executive to develop a clear statement on the role of the Board and its relationship with the Executive. The Statement clarified the role, values, expectations and behaviours in what the Chair advised was a ‘mutual endeavour’ between the Board and the Executive. The Vice Chancellor endorsed the Statement which would help further benefit and strengthen what was an already effective working relationship.

The Chair advised that the Board Effectiveness Review also included a further related recommendation that the Statement is developed as part of a Board Development Programme. An outline of the Programme was appended for the Board’s consideration. The Programme would be further informed by the recent survey of Committee Performance, the planned awayday in July and the appraisal process for all Governors towards the end of the academic year. It was important that the Programme continued to be member-led.

Board members referred to sections 4.4 and 4.6 of the Statement and advised that this should be amended to reflect that whilst the Board’s focus would undoubtedly be at a strategic rather than operational level, the Board would require assurance of operational matters as part of its governance role. The University Secretary agreed to make the proposed amendments and undertook to circulate the final version of the Statement to all Board and Executive members.

**The Board Resolved:**

1. **To approve the Statement of Relationship between the Board of Governors and the Executive (as amended by Board).**
2. **To note that the University Secretary will circulate the final version of the Statement to all Board and Executive members.**

# **Strategic Planning and Performance Committee Summary Report (7 February 2022) (agenda item 10)**

The Chair provided an oral update on the SPPC meeting held on 7 February 2022. The meeting had considered a useful PESTLE overview and analysis of the external environmental factors affecting the HE sector. In particular the Committee discussed the potential implications of the UK Government’s levelling up agenda and the forthcoming white paper. The Committee also considered the implications of possible changes to tuition fees as part of the UK Government’s response to the Augar Review.

The Chair updated that the Committee had also considered the Student Recruitment Update in detail. This was included at item 11 on the Board agenda. The Committee had received a full briefing on the number of student applications received for September 2022 entry following the UCAS deadline on 26 January 2022. The Chair advised that as part of this the Committee had discussed anticipated changes to the student recruitment market over the next five to ten years.

The Chair advised that the Committee had received an informative presentation from the University’s Head of Welsh on progress made against the University’s Measure of Success target covering Welsh Medium Provision. The Committee had discussed the barriers to meeting the target, the future aspirations for Welsh medium provision and services and the prominence that should be given to this provision in the new Strategic Plan that was being developed. The Chair advised that an all-Governor briefing session for the Board on the University’s Welsh medium provision would be arranged.

The Chair also advised that the Committee had considered the University’s Complaints and Conduct Report for 2020-21 and the related OIA Annual Statement for 2020. The Committee was assured that the University’s complaints process was effective with a continued focus on early identification and resolution of student complaints.

The Chair concluded by advising that the Committee had approved the University’s annual compliance report covering the Concordat for the Career Development of Researchers for publication on the University’s web site. The Concordat was an agreement between employers of research and research funders on the expectations for the professional development and employment conditions of research in the UK.

**The Board Resolved:**

1. **To note the oral report from the Chair of the Committee.**
2. **To note that an all-Governor briefing session for the Board on the University’s Welsh medium provision will be arranged.**

# **Student Recruitment Update: Applications Review at January 2022 (agenda item 11)**

## The Vice Chancellor introduced the report and provided an update on the number of full-time undergraduate home applications received following the initial UCAS deadline on 26 January 2022 for September 2022 entry. The Vice Chancellor advised that this was an important deadline with usually around 90% of all full-time undergraduate home applications being received by this date. The Vice Chancellor advised that the number of applications received was pleasing with a similar double-digit growth in percentage terms being achieved as the previous year. The Vice Chancellor highlighted the University’s ongoing efforts to diversify its student population as a way of reducing risk and ensuring sustainability. The Vice Chancellor advised that the UK was now coming out of the ten-year UK demographic dip and that student numbers were set to increase. It was therefore critical that the University continued to ensure that its portfolio of programmes addressed student demand and employment market needs. The Vice Chancellor emphasised the importance of achieving good conversion rates between student applications and the number of students commencing their studies in September 2022. A number of initiatives were being put in place to help support this. The Vice Chancellor advised that the Director of Marketing and External Relations would be leaving the University at the end of February 2022 and that an interim Director was being sourced. This would allow the University to review its arrangements for home and international student recruitment to ensure it had the right structure in place for the future.

The Deputy Vice Chancellor provided further details on the number of student applications received by each of the five Academic Schools and highlighted notable changes re specific programmes. All five Schools had received an increase in the number of applications received in comparison to the previous year (which had itself been a strong year). The Deputy Vice Chancellor confirmed that entry tariffs for the University had increased over recent years and that there were no proposals to lower these going forward. The Deputy Vice Chancellor highlighted that there would be an added focus on improving conversion rates of student applications and a drive to achieve more first and second choice preferences in the student applications process.

The Deputy Vice Chancellor highlighted to Board members how detailed market intelligence was being used by the University to address changes in demand across the sector in the identification and development of new programmes. The Deputy Vice Chancellor concluded by providing an update on the international student recruitment market. The University had performed particularly well in its recruitment for the January 2022 intake and had been adept in responding to global market trends/changes as a result of the pandemic.

**The Board Resolved:**

1. **To note the Student Recruitment Update.**

(Secretariat note: Roisin Connolly (Independent Governor), Professor Kelechi Nnoaham (Independent Governor), Matthew Tossell (Independent Governor) and Denn Yearwood (Professional Services Staff Governor) left the meeting at this point).

# **Measures of Success (agenda item 12)**

## The Head of Strategy, Planning and Performance introduced the report that set out progress against the 14 high-level Measures of Success selected for reporting to Board following the Strategic Plan mid-term refresh in December 2020. The Board was advised that RAG ratings had not been updated as a full set of 2020/21 data was not yet available. Various University committees would review the full set of data over the next few months.

The Board was advised that the University’s commitment to become carbon net zero by 2030 would be reflected in the new Strategic Plan that was being developed to cover the period 2022 to 2030.

Board members had a related discussion on the two separate Measures covering undergraduate retention rates and the proportion of students from deprived areas in Wales.

**The Board Resolved:**

1. **To note the Measures of Success progress report as of November 2021.**

# **Any Other Business (agenda item 13)**

There was no other business.

# **Part B: Items for Noting**

# **Board of Governors Work Programme for 2021-22 (agenda item 14)**

**The Board Resolved:**

1. **To note the Board of Governors Work Programme for 2021-22**

**(Meeting concluded 6.20pm)**

**John Taylor CBE**

**Chair of the Board of Governors**

**Cardiff Metropolitan University**