

Board of Governors

**CONFIRMED MINUTES**

**DATE: Thursday 31 March 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. Professor Myra Nimmo (Independent Governor)
10. Professor Kelechi Nnoaham (Independent Governor)
11. Menai Owen Jones (Co Vice Chair and Independent Governor)
12. Kirsty Palmer (Academic Board Representative Governor)
13. Alison Thorne (Independent Governor)
14. Dr Chris Turner (Co Vice Chair and Independent Governor)
15. Scott Waddington (Independent Governor)
16. David Warrender (Independent Governor)
17. Naomi Wrigley (Student 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)**

1.1 Apologies for absence were received from Matthew Tossell (Independent Governor) and Denn Yearwood (Professional Services Staff Governor).

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

# 2.1 There were no declarations of conflict of interest.

# **Minutes of the Previous Meeting: 10 February 2022 (agenda item 3)**

# 3.1 The Board Resolved:

1. To approve the minutes of its meeting held on 10 February 2022 as a correct record.

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

4.1 The Chair advised that there were three matters arising from the previous meeting.

1) Firstly, with reference to agenda item 8 on the Draft Instrument and Articles the Chair advised that the Articles had been updated to reflect the discussion about senior post pay. The Chair advised that an Update report on the Draft Instrument and Articles was included on the Board for noting at agenda item 16.

2) Secondly, with reference to agenda item 9 on the Statement of Relationship Between the Board of Governors and the Vice Chancellor’s Executive Group the Chair advised that the final version of the Statement would be circulated by the University Secretary/Head of Governance within the following few days.

3) Finally, with reference to agenda item 10 covering the Summary Report from the Strategic Planning and Performance Committee meeting the Chair advised that an all-Governor briefing on Welsh medium provision had been scheduled for 9 June at 4.00pm.

# **Chair’s Report (agenda item 5)**

5.1 The Chair of the Board introduced their report that provided an update on recent meetings with Estyn, HEFCW, ChUW and the CUC.

5.2 The Chair provided Board members with a further update on a meeting held between the Chairs of Welsh based Universities and Jeremy Miles MS (the Welsh Government Minister for Education and the Welsh Language) on 28 March 2022 that had further discussed the progress and implications of the Tertiary Education and Research (Wales) Bill. The Chair highlighted the Welsh Government’s thinking about Wales being a ‘second chance nation’ for education in which people had further opportunities to access education if things did not go well for them first time around. The Chair also informed Board members about Welsh Government’s increased emphasis and importance placed on the ‘Learner Voice’ in its approach to the development of the Bill.

The Board Resolved:

1. To note the Chair’s Report.

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

6.1 The Vice Chancellor introduced their report and provided an update on key amendments made to the Tertiary Education and Research (Wales) Bill.

6.2 The Vice Chancellor advised that the Universities UK Staff to Student Sexual Misconduct Report had been launched at the Universities UK Annual Conference held in London on 3 March 2022. The Vice Chancellor had chaired the Universities UK Advisory Board on this issue since 2018. The Report and related guidance were designed to give the HE sector and its key actors the confidence, support and means to change culture within the sector.

6.3 The Vice Chancellor informed Board members of work that the University was undertaking to support academics, students and refugees from Ukraine. A package of support had been developed and was launched at a ‘Supporting Ukraine’ event held on Llandaff Campus on 24 March 2022. This was in line with the University’s commitment in being a University of Sanctuary since 2018.

6.4 The Vice Chancellor reported that the University had commissioned the Halpin Partnership Ltd to undertake a review of ‘The Student Journey’ and to provide recommendations for improvement. The Review would look to improve student recruitment, retention and overall student experience through to graduation and beyond. The Vice Chancellor added that an interim Director of Marketing and External Relations, Sukh Chonk, had recently been appointed and would play a key role in the Review.

6.5 Board members congratulated the Vice Chancellor on her role in the production of the Universities UK Staff to Student Sexual Misconduct Report.

The Board Resolved:

1. To note the Vice Chancellor’s Report.

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

7.1 The Students’ Union President and Vice President jointly introduced their report. The Board was advised that the SU Elections had concluded on 25 March. Venky Gonavaram had been re-elected as SU President (Affairs and Community) for 2022-23 academic year. Natalia-Mia Roach had been elected as SU Vice President (Student Voice) for 2022-23 academic year.

7.2 The Board was also informed that Will Fuller had been appointed as the new SU Chief Executive and would take up the role in July 2022 following the retirement of Mike Davis. Mr Fuller was the current SU Director of Student Engagement and was a former SU President at the University. The appointment had been made following a full and competitive external recruitment process.

The Board Resolved:

1. To the note the Students’ Union Report.

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

# **Strategy 2030 (Draft for Discussion) (agenda item 8)**

# 8.1 The Vice Chancellor introduced the draft Strategy 2030 for discussion. The draft set out the high-level vision, values, thematic visions and strategic priorities for the University covering the period 2022 to 2030. The Vice Chancellor highlighted that the Strategy 2030 would look to build on momentum achieved over the previous five years so that the University could achieve its ambition of becoming established as a distinctive and progressive high performing university with a strong reputation, sustainable finances, innovative professional partners and significant local, national and global reach and impact. The Vice Chancellor emphasised plans for the University to achieve sustained and managed growth from circa £100m in 2017, £130m in 2022 to £200m by 2030.

# 8.2 There was a wide-ranging discussion of the draft Strategy and Board members made the following suggestions:

1. The thematic visions should be included before list of strategic priorities;
2. The Civic Mission thematic vision should also reflect the diversity of communities more widely. Reference to the Student Voice should also be included.
3. The University would need to keep its approach to equality and diversity under regular review to take account of changes in the global market for international students;
4. That reference to the Covid-19 pandemic should be included given its legacy and that recovery from it would take a number of years;
5. That the research and innovation thematic vision should aim to achieve focussed, targeted growth and intensity in specific key areas or research rather than more widely across all areas;
6. That research and innovation should be used to generate more income for the University and that specific key areas likely to achieve this should be identified early;
7. That further consideration was needed on whether to include explicit reference to part time programmes for students to meet Welsh Government/HEFCW expectations on provision;
8. That Cardiff Met Edge should be clearly included with the reference to entrepreneurship;
9. That further consideration should be given as to whether the University could be more ambitious in its target of becoming carbon net zero by 2030;
10. That the University’s aim of becoming a top 50 ranked university should be included;
11. That the University should undertake a full assessment of its capacity to deliver the draft Strategy to identify any gaps or potential impediments to progress;
12. That reference to engagement with partners and the University’s strength in being an agile and responsive organisation should be included.

# 8.3 The Vice Chancellor thanked Board members for their constructive and incisive comments and made the following points in response:

# Key performance indicators or ‘Measures of Success’ would be updated and revised after the draft had been approved to would help the Board and Executive track progress over the lifetime of the Strategy;

# That finalisation of the Enablers/Enabling Strategy would be a more iterative process;

# Securing required student numbers and related finance was critical to the University’s success in achieving its strategic aims;

# Revisions on equality, diversity and inclusion would be made;

# That they were aware of only one other University that had clear aims to be carbon net zero by 2030 but would look once again to establish if any other universities had similarly ambitious aims;

# That reference to the Cardiff Met EDGE alongside entrepreneurship would be particularly useful;

# That reference to part time programmes could be included in the next iteration of the draft – possibly under the civic mission thematic vision;

# That reference to the Covid-19 pandemic impact and recovery would be included – specifically regarding work already undertaken by the University on new ways of working and hybrid working;

# That the proposed growth of research in terms of intensity and breadth was achievable as the University’s research function/provision was relatively small. It was accepted that resources/funding should not be too thinly spread and that specific research areas would be targeted for growth;

# That the University’s students and staff would be placed at centre of Strategy 2030 and that the University would continue to be steered by compassionate leadership.

## The Board Resolved:

# To note the draft Strategy 2030 and provide comments and feedback.

# **Student Recruitment Update: Applications Review March 2022 (agenda item 9)**

## 9.1 The Deputy Vice Chancellor introduced the report and confirmed that the number of student applications was pleasing with a similar double-digit growth in percentage terms being achieved as the previous year. Particularly strong growth in student application numbers had been achieved in international postgraduate student applications. The Deputy Vice Chancellor provided details on the number of student applications received by each of the five Academic Schools and highlighted notable changes re specific programmes. The Deputy Vice Chancellor emphasised the importance of retention and conversion in the student recruitment process.

9.2 Board members had a brief discussion on potential changes to the gender balance of the student population as a result of increased international student recruitment.

The Board Resolved:

1. To note the Student Recruitment Update.

# **HEFCW Institutional Risk Review Letter (agenda item 10)**

## 10.1 The Vice Chancellor advised that the University had received its Institutional Risk Review Letter from HEFCW on 23 March 2022. The Letter provided an assessment/opinion of the University’s overall Institutional Risk level and an accompanying statement on the University’s direction of travel in its institutional risk management arrangements. In accordance with disclosure requirements set by HEFCW the University was not permitted to publicly release information on its assessment. The Vice Chancellor committed to keep Board members informed on progress against identified actions.

## 10.2 The Board Resolved:

1. To note the HEFCW Institutional Risk Review Letter.

# **University Risk Report (agenda item 11)**

11.1 The Head of Strategy, Planning and Performance introduced the report. The report had been considered by Audit Committee on 7 March 2022. The Board was advised that since that date risks had continued to emerge regarding supply chain issues, the conflict in Ukraine, and the UK Government’s response to the Augar Review and the likely impact on the Welsh HE sector. These risks would be directly covered in the next iteration of the University Risk Report prepared in the summer term.

11.2 The Chair of Audit Committee referred to the risk relating to student mental health and informed the Board that the Committee had undertaken a deep dive session on this subject at its meeting on 7 March 2022 with the Pro Vice Chancellor Student Engagement and the Director of Student Services. The Committee was confident that necessary services, systems and support arrangements were in place to help students experiencing mental health difficulties. The Chair of the Committee also referred to the fact that the student mental health risk had been reduced as part of the University’s established risk review arrangements.

11.3 The Board Resolved:

1. To approve the University Risk Report.

# **Review of Senior Staff Severance Policy (agenda item 12)**

12.1 The University Secretary introduced the report and advised that the University was required to review its Senior Staff Severance Policy either every three years or after each time the Policy was invoked – whichever came first. The updated Policy included a number of proposed changes to achieve alignment with the CUC HE Senior Staff Remuneration Code, which was used across the HE sector, and to which HEFCW now referred.

12.2 The University Secretary confirmed that the updated Policy had been considered by Remuneration Committee at its meeting on 9 March 2022. The Committee had endorsed the Policy for consideration by Board. The Committee had recommended one further amendment to the Policy to reflect arrangements set out in the University’s Scheme of Delegation for the Committee to consider/approve all severance payment requests that amounted to £100k or more and for the Vice Chancellor to consider/approve severance payment requests that amounted to less than £100k.

12.3 One Board member queried whether an Equality Impact Assessment (EIA) had been completed as part of the review of the Policy. The University Secretary confirmed that an EIA had been completed and could be provided.

12.4 The Board Resolved:

1. To approve the updated Senior Staff Severance Policy.

# **Committee Self Evaluation Survey for 2021-22 (agenda item 13)**

13. The Chair of Governance and Nominations Committee introduced the report that provided a summary of the key comments identified in the annual survey and the subsequent discussion of a detailed report at Governance and Nominations Committee on 28 February 2022. The Chair of the Committee reflected that this had been the first annual survey undertaken. Whilst the survey results/scores were on the whole very positive it was noticeable that a number of Board members had not completed their survey returns. Board members were therefore asked for their reflections/views on the survey process.

13.2 Some Board members advised that they found it difficult to complete the return as they were still relatively new to the Board and its committees. One Board member suggested that it may be a useful development exercise in future if members of each committee were asked to complete the survey as part of a group exercise. Board members broadly agreed with this suggested approach.

13.3 The Chair of the Committee advised that the results from each individual committee would be shared with the relevant committee chair. There was also a meeting of committee chairs scheduled where the survey and other matters were due to be considered.

13.4 The Board Resolved:

1. To note the Committee Self Evaluation Survey for 2021-22.

# **Any Other Business (agenda item 14)**

## There was no other business.

# **Part B: Items for Noting**

# **Governance and Nominations Committee Summary Report: 28 February 2022 (agenda item 15)**

15.1 The Board Resolved:

1. To note the Governance and Nominations Committee Summary Report from its meeting held on 28 February 2022.

# **Update on Draft Instrument and Articles of Government (agenda item 16)**

16.1 The Board Resolved:

1. To note the update on the Draft Instrument and Articles of Government.

# **Audit Committee Summary Report: 7 March 2022 (agenda item 17)**

17.1 The Board Resolved:

1. To note the Audit Committee Summary Report from its meeting held on 7 March 2022.

# **Remuneration Committee Summary Report: 9 March 2022 (agenda item 18)**

18.1 The Board Resolved:

1. To note the Remuneration Committee Summary Report from its meeting held on 9 March 2022.

2. To approve the Remuneration Committee’s revised terms of reference for 2021-22 as included at Appendix 1.

# **Resources Committee Summary Report: 23 March 2022 (agenda item 19)**

19.1 The Board Resolved:

1. To note the Resources Committee Summary Report from its meeting held on 23 March 2022.

# **Board of Governors Work Programme for 2021-22 (agenda item 20)**

20.1 The Board Resolved:

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

**(Meeting concluded 5.45pm)**

**John Taylor CBE**

**Chair of the Board of Governors**

**Cardiff Metropolitan University**