

Board of Governors

UNCONFIRMED MINUTES

DATE: Monday 3 April 2023

TIME: 4:00pm

LOCATION: CSM Hospitality Suite, Llandaff Campus

Governors Present:

1. John Taylor (Chair of the Board)
2. Professor Cara Aitchison (President and Vice Chancellor)
3. Charlie Bull (Professional Services Staff Governor)
4. Nick Capaldi (Independent Governor)
5. Roisin Connolly (Independent Governor)
6. Venky Gonavaram (Student Governor)
7. Dr Malcolm James (Academic Staff Governor)
8. Paul Matthews (Independent Governor) (\*via Teams)
9. Professor Myra Nimmo (Independent Governor) (\* via Teams)
10. Menai Owen-Jones (Independent Governor)
11. Kirsty Palmer (Academic Staff Representative Governor)
12. Natalia-Mia Roach (Student Governor)
13. Alison Thorne (Independent Governor)
14. Dr Chris Turner (Independent Governor)
15. Scott Waddington (Independent Governor) (\* via Teams)
16. David Warrender (Independent Governor)

In attendance:

1. Professor Jacqui Boddington (Pro Vice-Chancellor Student Engagement)
2. Professor Sheldon Hanton (Pro Vice-Chancellor Research and Innovation)
3. Professor Rachael Langford (Deputy Vice-Chancellor)
4. David Llewellyn (Chief Officer (Resources))
5. Emily Voisin (Governance Officer)
6. Greg Lane (Head of Governance and Deputy Clerk to the Board) (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 Sheila Hendrickson-Brown (Independent Governor) and Matthew Tossell (Independent Governor). Apologies for absence were also received from Mairwen Harris (Head of Strategy, Planning, and Performance).

# Declarations of Conflict of Interest (agenda item 2)

## Kirsty Palmer (Academic Board Representative Governor) declared an interest in agenda item 6 (Vice Chancellor’s Report) which covered the Review of the University’s Level 3 Salary Structure that was being undertaken. The interest was declared in their role as Director of Student Services.

## Menai Owen Jones and Paul Matthews declared an interest in agenda item 8 (Reappointment of Independent Governors) as the Board would be requested to consider their re-appointment for a second three-year term.

# Minutes of the previous meeting: Thursday 9 February 2023 (agenda item 3)

## 3.1 The Board Resolved:

## To approve the minutes of Thursday 9 February 2023 as a correct record**.**

# Matters arising (agenda item 4)

## There were no matters arising from the previous meeting.

# Chair’s Report (agenda item 5)

## The Chair of the Board presented their report and stated that the newly formed Commission for Tertiary Education and Research (CTER) had recently failed to appoint a Chief Executive Officer following a full recruitment campaign. This was a disappointing development that had potential to delay the implementation of the new Commission.

## The Chair provided an update on progress to recruit a new Vice Chancellor. Executive Search consultants had been appointed to support the University with the process. Consultation with internal and external stakeholders was already underway. It was anticipated that the final selection interviews would be held in either late July or early August. Membership of the recruitment panel would be finalised – the membership of the panel would reflect the diversity of the Board and the mix of skills and experience of Board members.

## The Chair provided an update on the Chairs of Universities Wales (ChUW) meeting that the University had hosted on Wednesday 8 March 2023. Most of the meeting had concentrated on the significant funding challenges facing the sector in Wales and the UK more widely. ChUW members were scheduled to meet Jeremy Miles MS, Minister for Education and Welsh Language in-person on Wednesday 3 May 2023.

## The Chair concluded by providing an update on meetings he had attended as a Board member of the Universities and Colleges Employers Association (UCEA).

## 5.5 The Board Resolved:

## To note the Chair’s Report.

# Vice Chancellor’s Report (agenda item 6)

## (Secretariat note: Kirsty Palmer left the meeting for consideration of this item).

## The Vice Chancellor presented their report that covered a wide range of matters. These included: (i) Sector Finance and 2023/24 Pay Award; (ii) Research and Innovation Funding Changes and Challenges; (iii) An update on the review of the University’s Level 3 Salary Structure; (iv) Recruitment of Senior Staff; (v) QS World Rankings; (vi) Open Campus Launch; (vii) Annual Cardiff Met Garden Party; and (viii) List of Vice Chancellor’s External Engagements.

## The Vice Chancellor advised that the University’s finances were more positive than any other University in Wales. The University was forecast to generate a significant cash surplus of circa £13.5m for 2022/23 on a turnover of over £151m. The University also had very low financial gearing in comparison to the Welsh HE sector as a whole. However, the budget setting process was likely to be more challenging than in recent years due to increased inflation and cost pressures, and the FTUG tuition fee remaining static at £9k. The University would therefore need to continue to achieve growth in student numbers and diversify its income going forward. The Vice Chancellor highlighted that less than 30 percent of the University’s income came from Welsh domiciled students. The Vice Chancellor also provided Board members with an update on UCU strike action and the University’s implementation of the national pay award for 2023/24.

## The Vice Chancellor highlighted that the Welsh Government had recently published its Innovation Strategy for Wales and that the University was well placed to have a significant role through its new strategic plan ‘Strategy 2030’ and its commitment to environment and sustainability.

## The Vice Chancellor was pleased to advise that the University had for the first-time secured placings in the QS World Rankings by Subject. The University had secured a ranking in the 101 to 140 band for Sport-Related Subjects and in the 150 to 160 band for Hospitality and Leisure Management.

## The Vice Chancellor provided Board members with a brief update on the review of the University’s Level 3 Salary Structure that had been commissioned with Korn Ferry Consulting and the supporting rationale for undertaking the review. The Vice Chancellor undertook to update Board members as the review progressed.

## 6.6 The Board Resolved:

## To note the Vice-Chancellor’s Report.

# Students’ Union Update (agenda item 7)

## (Secretariat note: Kirsty Palmer re-joined the meeting at this juncture).

## The Student Governors presented the Students’ Union Update. The SU President was pleased to report that the SU Election 2023 had been successful. The election had achieved a 291 per cent increase in turnout with 2,033 unique voters having registered a vote. This amounted to 15.5 percent of all eligible voters which was the highest turnout since 2017 and the first increase in turnout since that year. Natalia-Mia Roach had been elected as SU President and Rewathi Viswanatham had been elected as SU Vice President for 2023-24.

## The SU President updated Board members on the SU Governance and Democracy review that was nearly complete, and on arrangements for the SU AGM scheduled for Tuesday 2 May 2023.

## The SU Vice President advised Board members of proposals to relocate SU offices on Llandaff campus from P Block to Research House. Discussions with the University’s Estates Department were ongoing as the SU had raised several concerns about the proposals – relating to accessibility, visibility, and suitability.

## The SU Vice President highlighted how the SU was working with the University to help resolve problems faced by some students in securing available and affordable accommodation. Other work to support international students whilst on campus was also outlined. Board members discussed these areas in some detail.

## The SU Vice President updated Board members on a range of student focussed events that had recently been held in support of Fairtrade Fortnight and LGBTQIA+ History Month. A separate Rugby Double Header had been held that gave equal billing to men’s and women’s rugby to promote equality.

## 7.6 The Board Resolved:

## To note the Students’ Union Update.

## PART A (II) Items of Specific Importance – for Discussion and/or Approval

# Reappointment of Independent Governors (agenda item 8)

## The Chair of the Board presented the report which noted that four Independent Governors would reach the end of their first three-year term in the weeks following the meeting. Two Independent Governors had advised that they would retire at the end of their first term (Sheila Hendrickson-Brown and Professor Myra Nimmo). Two Independent Governors (Paul Matthews and Menai Owen-Jones) advised they were available to serve a second three-year term.

## 8.2 The Board Resolved:

## To note the retirement of Sheila Hendrickson Brown (30 April 2023) and Professor Myra Nimmo (7 June 2023).

## To re-appoint Paul Matthews and Menai Owen-Jones as Independent Governors for a second three-year term (until 30 April 2026).

# Annual Programme of Meetings for 2023-24 (agenda item 9)

## The Chair of the Board presented the Annual Programme of Meetings for 2023/2024. The Programme included meetings for the Board of Governors, all Board Committees (aside from the Campus 2030 Programme Board) and the Academic Board.

## 9.2 The Board Resolved:

## 1) To approve the Annual Programme of Meetings for 2023/2024.

# Student Recruitment Update (agenda item 10)

## The Deputy Vice Chancellor introduced the report and provided an update on student recruitment numbers versus expectation from all mode, level and domicile groups. Full time undergraduate home applications through UCAS had increased by 2 percent on the previous year and were expected to exceed 10,000. Full time and part time home post graduate applications were being received in a similar pattern to previous years. PGCE applications were down 18 percent on the previous year. This reflected a national challenge in recruiting teachers.

## The Deputy Vice Chancellor advised that International undergraduate applications for September 2023 were up 53 percent on the previous year and international postgraduate applications were up 77 percent. Applications were primarily from India and Nigeria. It was unclear whether international applications were being received earlier than previously or whether there was a genuine increase in numbers.

## The Deputy Vice Chancellor confirmed that School Planning meetings had taken place to assess and adjust 2023/24 student number targets in line with applications to inform the budget setting process. It was estimated that the total number of students for 2023/24 would increase by 7 percent.

## Board members expressed some concern in the decline of PGCE applications but recognised that the problems faced by the University emanated from a wider national challenge in attracting people into the teaching profession. On a separate but related point, the shortage in Welsh language medium qualified teachers was acknowledged to be particularly acute. Board members were encouraged by the University’s work in engaging with the Welsh Government on both matters.

## Board members noted that the growth in student applications had not been evenly spread across all Schools and departments and briefly discussed the implications of this. Board members were advised of planned and future work to increase teaching space provision in these areas.

## Board members noted that a more limited or reduced supply of affordable and available student accommodation in the Cardiff area could potentially inhibit the University’s future growth plans.

## 10.7 The Board Resolved:

## 1) To note the Student Recruitment Update.

# University Risk Report and Risk Register (agenda item 11)

## The Chair of Audit Committee introduced the report that had been considered in detail and endorsed by Audit Committee at its meeting held on Monday 27 March 2023. The Chair highlighted specific changes to the high-level risk register and the actions proposed or implemented to manage and mitigate risk in the areas identified.

## Board members reflected on the number of high-level risks listed on the Risk Register and advised that a discussion at the Board Awayday on the University’s approach to strategic risk and risk appetite/tolerance would be useful.

## The Board Resolved:

## To approve the University Risk Report and Risk Register.

# Campus 2030 Programme Board Summary Report (agenda item 12)

## The Chair of Campus 2030 Programme Board) presented the report and summarised proceedings of the Programme Board meeting held on 6 March 2023. The Chief Officer Resources provided a further update on progress since the meeting had been held.

## Board members discussed specific aspects of the Programme relating to the Masterplan timeline and the potential acquisition of additional sites to accommodate growth.

## The Board Resolved:

## To note the Campus 2030 (Programme Board) Summary Report.

# Remuneration Committee Summary Report and Updated Senior Staff Severance Policy (agenda item 13)

## The Chair of Remuneration Committee presented the report and summarised proceedings of the Committee meeting held on Wednesday 15 March 2023. The Committee had considered proposed revisions to the Senior Staff Severance Policy as there was a specific requirement for the Policy to be reviewed every three years or after each time it was used (whichever was first). The Policy had required review following its use in October 2022. The Committee had endorsed the updated Policy that included minor revisions/points of clarification put forward by the Director of People Services. The Board was asked to consider and formally approve the updated Policy that was appended to the report.

## The Board Resolved:

## To note the Remuneration Committee Summary Report (15 March 2023).

## To approve the updated Senior Staff Severance Policy.

# Any Other Business (agenda item 14)

## The Chair of Resources Committee updated the Board on an inquorate meeting of Resources Committee that took place on Wednesday 22 March 2023. Time critical business had been approved by the Committee via email and via Chair’s Action. The Chair of the Board undertook to review the membership of the Committee to ensure that the meeting scheduled for Wednesday 21 June was quorate. Amongst other things, this meeting would be required to consider and endorse the University’s annual budget for 2023/24 for subsequent approval by the Board of Governors on Thursday 6 July.

## The Chair of the Board reminded Board members of arrangements for the Board Awayday on Thursday 6 and Friday 7 July 2023 and the University Annual Dinner on Thursday 27 July 2023.

## PART B

# Audit Committee Summary Report (27 March 2023) (agenda item 15)

## The Board Resolved:

## To the note the Audit Committee Summary Report (27 March 2023).

## 16 Resources Committee Summary Report (22 March 2023) (agenda item 16)

## 16.1 The Board Resolved:

## To note that the Resources Committee meeting scheduled for that day was inquorate.

# SPPC Summary Report (9 March 2023) (agenda item 17)

## 17.1 The Board Resolved:

## 1) To note the Strategic Planning & Performance Committee Summary Report (9 March 2023).

18 Board of Governors Work Programme 2022-23 (agenda item 18)

18.1 The Board Resolved:

1) To note the Work Programme 2022-23.

Meeting concluded: 5:45pm

John Taylor
Chair of the Board of Governors