

Board of Governors

CONFIRMED MINUTES

DATE: 12 December 2022

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. Karen Fiagbe (Independent Governor)\*
7. Venky Gonavaram (Student Governor – SU President)
8. Dr Malcolm James (Academic Staff Governor)
9. Paul Matthews (Independent Governor)\*
10. Menai Owen-Jones (Co-Vice Chair and Independent Governor)
11. Professor Myra Nimmo (Independent Governor)\*
12. Menai Owen-Jones (Independent Governor)
13. Kirsty Palmer (Academic Board Representative Governor)
14. Chris Pilgrim (Independent Governor)
15. Natalia-Mia Roach (Student Governor – SU Vice-President)
16. Alison Thorne (Independent Governor)
17. Matthew Tossell (Independent Governor)
18. Dr Chris Turner (Vice Chair and Independent Governor)
19. David Warrender (Independent Governor)

In attendance:

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

(\* Denotes hybrid attendance via MS Teams)

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

# Apologies for Absence and Preliminaries (agenda item 1)

## The Chair welcomed Charlie Bull (Professional Services Staff Governor elect) to their first meeting of the Board of Governors.

## Apologies for absence were received from Sheila Hendrickson Brown (Independent Governor) and Scott Waddington (Independent Governor).

# Declarations of Conflict of Interest (agenda item 2)

## Charlie Bull (Professional Services Staff Governor elect) declared a conflict interest in agenda item 3 relating to her proposed appointment to the Board of Governors and indicated that she would leave the meeting for consideration of this item.

# Appointment of Professional Services Staff Governor (agenda item 3)

## The Board was advised that Charlie Bull (Lead Technician Demonstrator in CSAD) had been elected as the new Professional Services Staff Governor. The election had been held between 21 November and 2 December 2022 with all Professional Services Staff entitled to vote. Charlie Bull had received 152 votes and Martin Sutherland (Commercial and Marketing Director, CSSHS) had received 82 votes. Following the election, the Board was required to formally consider and approve the appointment.

## The Board Resolved:

## To approve the appointment of Charlie Bull as the Professional Services Staff Governor for a three-year term (until December 2025).

## (Secretariat note: Charlie Bull returned to the meeting after consideration of this item).

# Approval of Minutes of the Previous Meeting and Matters Arising: 13 October 2022 (agenda item 4)

## The Board Resolved:

## To approve the minutes of 13 October 2022 as a correct record.

## 4.2 There were no matters arising.

# Chair’s Report (agenda item 5)

## The Chair of the Board introduced his report by reflecting on the successful launch of the University’s new strategic plan ‘Strategy 2030’ on 6 December 2022. The Chair also highlighted the University’s recent success in being ranked as the best university in the UK for sustainability in People and Planet’s Green League for 2022-23. The Chair congratulated all those involved.

## The Chair informed the Board that he had attended the Committee of University Chairs (CUC) Winter Plenary session on 15 November. The main issues covered related to increased inflation and the resultant problems this caused for universities, students and staff. The session also covered the mixed and different messages from the UK and devolved Governments about the future of universities in the four nations and the support/priority afforded to different Degree subject areas.

## The Chair informed the Board that he had met Jeremy Miles MS, the Education and Welsh Language Minister, together with other Welsh University Chairs on 30 November 2022. Three broad areas were covered at the meeting. Firstly, the cost-of-living crisis faced by students and the challenges experienced by universities in trying to support them. Secondly, the future of Research and Innovation in Wales and the need to have a ‘single owner’ of this in the Welsh Government. Thirdly, the need for the new Commission to effectively engage with the private sector.

## The Chair provided a brief update on UCEA related matters following his attendance at a number of recent UCEA ordinary meetings and their annual Awayday and AGM on 7 and 8 December 2022.

## The Board Resolved:

## To note the Chair’s Report.

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

## The Vice-Chancellor introduced their report as set out. The report provided the Board with updates on a wide range of matters. These included: (i) UK Policy Landscape and International Students; (ii) Launch of Strategy 2030; (iii) Staff Survey 2022; (iv) People and Planet League 2022-23; (v) Recruitment of Senior Staff; (vi) Research Success; (vii) Achievements in Sport during Autumn 2022; (viii) Academic Board Update; and (ix) the Vice Chancellor’s External Engagements.

## The Vice Chancellor provided the Board with an oral update on three further matters.

## Firstly, the Vice Chancellor advised that a positive meeting had been held with Cardiff Council on mixed use accommodation for key workers and students. The Vice Chancellor advised that she was also a member of the Universities UK Task Group on Student Accommodation. The Task Group provided a good example of how the higher education sector was working together effectively to secure affordable rental accommodation for students. It was evident that the lack of affordable student rental accommodation was a problem in a number of UK cities in addition to Cardiff.

## Secondly, the Vice Chancellor advised that concerns about International Students and migration rules were being curtailed - possibly as result of significant lobbying by the higher education sector. The UK Government’s Education Secretary had recently issued a more positive statement on this matter.

## Thirdly and finally, the Vice Chancellor advised the Board that she attended the Higher Education Policy Institute Roundtable Dinner at the British Academy on 23 November 2022. The Roundtable discussed ‘how should HE governing bodies measure the value of their institutions’. The Vice Chancellor reflected that the University compared favourably against many other institutions.

## Board members sought further detail on the proposed approach to the recruitment of senior staff to help ensure a diverse choice of potential candidates. The Vice Chancellor advised that she was happy to discuss matters further.

## Board members recognised that any changes to UK migration rules had the potential to significantly impact the University’s finances achieved via the recruitment of International Students. The University would continue to monitor matters closely.

## The Board Resolved:

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

# Students’ Union Update (agenda item 7)

## The Student Governors jointly presented the Students’ Union Update. The SU President (Affairs and Community) informed the Board that the Students’ Union had initiated a Governance and Democracy Review with a specialist external provider. The Board was advised that it will receive a full briefing on the Review in the Spring term.

## The SU President (Affairs and Community) advised that it was working with the University to minimize the impact of the University and College Union (UCU) industrial action on students. The Students’ Union took a neutral position on the industrial action.

## Board members were advised that the Students’ Union had hosted a series of student focussed events across the autumn term. A short video recording was shown that captured some of the highlights of these events. Board members congratulated the Students’ Union on delivering a range of successful events and for compiling an interesting and informative video.

## The Student Governors jointly advised Board members on current student issues. In particular concerns had been raised by students regarding the cost of living, availability of affordable student housing, and availability of student space on both Llandaff and Cyncoed campuses.

## Board members were informed by the Deputy Vice Chancellor of specific arrangements in place to provide international student applicants with information on affordability/cost of living, accommodation and travel time to and from campus prior to their arrival in the UK. The Deputy Vice Chancellor emphasised that the University was doing as much as possible in exercising its duty of care.

## Board members were informed by the Pro Vice Chancellor for Student Engagement of support offered to a small number of students who used campus facilities late into the evening and/or overnight.

## Board members were informed by the Chief Officer (Resources) of proposals being mapped out to achieve additional space and capacity on both Llandaff and Cyncoed campuses for both September 2023 and September 2024.

## The Board Resolved:

## To note the Students’ Union Update.

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

# Strategic Estates Development Plan (Masterplan) Progress Update (agenda item 8)

## The Chief Officer (Resources) introduced the report that provided an overview of the deliberations of the Campus 2030 Programme Board meetings held on 11 October and 8 November 2022. The report also provided a progress update on the development of the Strategic Estates Development Plan (Masterplan).

## The Chief Officer (Resources) outlined the two options relating to the University’s Sporting Estate that had been considered at the meeting on 11 October 2022 and elaborated on the context/rationale contained in section 2 the report. The Chief Officer (Resources) advised that the Board was asked to approve the recommendation of the Campus 2030 Programme Board that the proposal to develop additional sports facilities on the Cyncoed campus be further progressed.

## The Chief Officer (Resources) outlined relating to the University’s Residential Estate that had been considered at the meeting held on 8 November 2022 and elucidated on the context/rationale contained in section 3 of the report. The Chief Officer (Resources) advised that the Board was asked to approve the recommendation of the Campus 2030 Programme Board that the potential acquisition of a separate site (as specified in the report) be explored further.

## The Chief Officer (Resources) concluded by advising of the indicative timings for the approval of the Masterplan. It was highlighted that these may need to be changed to take account of the potential acquisition of the separate site.

## The Chair of the Campus 2030 Programme Board spoke in favour of the preferred recommendation for the University’s Sporting Estate and highlighted that the options had been thoroughly researched with well presented, robust data being provided.

## Board members reflected on the proposals to develop additional sports facilities on the Cyncoed campus, and the likely implications involved. The Chief Officer (Resources) advised that campus could only withstand so much development at one time and that the detailed sequencing of works to sport, academic and residential buildings was critical.

## Board members had a broad discussion on the proposed acquisition of the separate site and the potential opportunities this could present for the University.

## The Board Resolved:

## To approve the recommendation of the Campus 2030 Programme Board that the proposal to develop additional sports facilities on the Cyncoed Campus be further progressed.

## To approve the recommendation of the Campus 2030 Programme Board that the potential acquisition of a separate site (as specified in the report) be explored further.

## To note the progress in the further development of the Strategic Estates Development Plan.

# Strategy 2030: Draft Measures of Success (agenda item 9)

## The Head of Strategy, Planning and Performance introduced the report that set out the draft Measures of Success which would enable the University to track progress in achieving its strategic objectives. The suggested Measures of Success had been agreed in principle by the Board as part of its work in the development of the University’s new strategic plan ‘Strategy 2030’. The report set out 21 suggested Measures of Success that were spread across five themes and an overarching enabling theme. The report provided proposed methodology, ambition level and achievement trajectory over the period for each suggested Measure.

## The Head of Strategy, Planning and Performance took the Board through the report in detail and highlighted further proposed changes to the draft Measures of Success as listed in section 3 of the report. Board members provided their comments and reflections on some of the specific suggested Measures – specifically on graduate retention, research outputs, graduate start-ups and Welsh speaking students studying at least 40 credits in Welsh. The Head of Strategy, Planning and Performance undertook to refer to these comments in developing the next iteration of the draft Measures.

## The Board Resolved:

## To note the Draft Measures of Success.

# Strategy 2030: Timeline and Process for Developing the Thematic and Enabling Strategies (agenda item 10)

## The Head of Strategy, Planning and Performance introduced the report and advised that following the successful launch of the University’s new strategic plan ‘Strategy 2030’ on 6 December 2022, a suite of thematic and enabling sub strategies would be drafted for review in conjunction with the draft Measures of Success. These would be reviewed by VCEG at its awayday in January 2023 and further progress would be reported to SPPC and Board in the Spring term.

## The Board Resolved:

## To note the Report.

## (Secretariat note: The meeting adjourned at 5.10pm and reconvened at 5.25pm)

# Annual Report and Financial Statements (Year Ending 31 July 2022) (agenda item 11)

## The Chief Officer (Resources) introduced the report and highlighted the University’s strong operational cash generation during 2021-22 and the strength of the University’s liquidity at year end. During 2021-22 the University had achieved: (i) its highest turnover at £137.2m (previously £122.3m in 2020-21); (ii) its highest annual cash surplus at £19.5m (previously £18.2m in 2020-21); and (iii) its highest year-end cash on deposit at £62.4m (previously £47.1m in 2020-21). The University’s balance sheet had also improved due to an increase in Net Assets mainly arising from a net reduction in the University’s pension provisions. However, it was explained that the pension deficit provisions as prescribed by FRS 102 requirements continued to significantly distort the financial statements.

## The Chief Officer (Resources) detailed year on year changes to staff spend as a percentage of income against a headline KPI of 60%. The staff spend was 56.9% in 2022 on a cash basis and 66.7% when pension provisions were included. It was explained that the cash basis calculation better demonstrated short to medium term financial sustainability. The Chief Officer (Resources) also highlighted the Annual Sustainability Assurance Report (ASSUR) which confirmed that the University remained on a solid platform in terms of its ability to continue to achieve cash generation.

## The Chief Officer (Resources) concluded by outlining the anticipated financial outlook for the next few years. This presented a number of challenges for the University including: (i) increased inflation; (ii) declining industrial relations; (iii) lack of indexation of FTUG tuition fees; and (iv) increased interest rates.

## Board members congratulated the Chief Officer (Resources) and his department on achieving a strong set of financial results for 2021-22. Board members discussed the anticipated financial challenges ahead with specific reference to achieving the aims and ambitions set out in the University’s new strategic plan ‘Strategy 2030’.

## Board Resolved:

## To note that the Annual Report and Finance Statements for the Year Ending 31 July 2022 had been considered by Resources Committee at its meeting on 23 November 2022 and formally endorsed by Audit Committee at its meeting on 28 November 2022.

## To approve the Annual Report for the Year Ending 31 July 2022.

## To approve the Financial Statements for Cardiff Metropolitan University for the Year Ending 31 July 2022.

## To approve the Financial Statements for Cardiff Met Company Ltd for the Year Ending 31 July 2022.

## To approve the Financial Statements for Cardiff Metropolitan Education Services (Beijing) Ltd for the Year Ending 31 July 2022.

## To approve the Financial Statements for FOVO Technology Ltd for the Year Ending 31 July 2022.

## To approve the signature and submission of the above to HEFCW.

## To approve the publication of the Annual Report and Financial Statements for the Year Ending 31 July 2022 on the University’s website.

# External Audit Findings (Year Ending 31 July 2022) (agenda item 12)

## The Chief Officer (Resources) presented the External Audit Findings Report. The External Auditors’ analytical review of the University’s financial performance supported the contents of the Annual Report and Financial Statements. It was confirmed that the auditors expected to be able to issue a statutory audit opinion as set out in accordance with legislation and the Audit Code of Practice (issued by HEFCW).

## The Chief Officer (Resources) advised that under ISA (UK) 240, the External Auditors were required to consider the risk of fraud through management override controls and in revenue recognition. It was confirmed that following assessment: no issues had been identified; no material weaknesses in internal control had been found; and no material breaches of laws and regulations that would impact on the financial statements had been identified.  The Chief Officer (Resources) highlighted that unadjusted differences were deemed ‘not material’, and the External Auditors did not propose that any adjustments should be made to the financial statements.

## Board members had a brief discussion on FOVO Technology Ltd with specific reference to its potential to achieve significant future income for the University. The Chief Officer (Resources) provided an update on the company’s progress and advised of future plans.

## The Board Resolved:

1. To note that the External Audit Findings Report for the Year Ending 31 July 2022 had been considered by Resources Committee at its meeting on 23 November 2022 and Audit Committee at its meeting on 28 November 2022.

## To note the External Audit Findings Report for Year Ending 31 July 2022.

## To agree that the related University Letter of Representation could be signed by the Chair and Vice Chancellor and submitted to the University’s External Auditors.

# Student Recruitment Report (agenda item 13)

## The Deputy Vice Chancellor introduced the report and provided an update on student recruitment numbers versus expectation from all mode, level and domicile groups. The Board was provided with headline information on the January 2023 international student intake numbers and was informed how the process would be managed with reference to visa, accommodation, attendance and welfare. The Deputy Vice Chancellor also provided the Board with an update on 2023 cycle recruitment activity covering the student intake for September 2023. The initial UCAS deadline for student applications was 25 January 2023.

## Board members noted the report and had a related discussion on recruitment trends and entry tariffs.

## The Board Resolved:

## To note the Student Recruitment Update (dated 21 November 2022)

# Confirmation of HEFCW Quality Assurance Statements for 2021-22 (agenda item 14)

## The Pro Vice Chancellor for Student Engagement introduced the report. The University’s Academic Board had approved the Annual Assurance Report for 2021-22 at its meeting held on 7 December 2022. It was explained that as part of the assurance process there was a specific requirement for the Board of Governors to separately confirm that each of the six HEFCW Assurance Statements had been met by the University for 2021-22.

## The Board Resolved:

## To note that the University’s Academic Board had approved the Annual Assurance Report for 2021-22 at its meeting held on 7 December 2022

## To confirm that each of the six HEFCW Assurance Statements had been met by the University for 2021-22.

## To note that Strategic Planning and Performance Committee had considered a progress update on the Annual Assurance Report for 2021-22 in further detail at is meeting held on 30 November 2022.

# University Risk Register (agenda item 15)

## The Head of Strategy, Planning and Performance introduced the report and advised that since the previous report had been considered by Board in July 2022 that three new risks had been added to the University’s Risk Register. These were: (i) Cost of living pressures – taking into account student, staff and institutional pressures; (ii) UKVI international student licences risks; and (iii) Student accommodation issues.

## The Head of Strategy, Planning and Performance also highlighted the four specified ‘High Risks’ listed in the register. These were (i) UKVI international student licence; (ii) Student accommodation issues; (iii) IT security; and (iv) Student retention. The Board noted the relevant issues under consideration and the mitigating actions being considered and/or taken forward.

## Board members noted that the risk relating to the University’s Welsh medium provision had moved to Amber in the University’s Risk Register. Board members were satisfied that progress was being made and that the mitigating actions in place were having a positive effect.

## The Board Resolved:

## To approve the University Risk Register (dated 23 November 2022).

## To note that the Audit Committee had considered the University Risk Register in detail at its meeting held on 28 November 2022 and had endorsed it for approval by Board.

# Prevent Duty Compliance (agenda item 16)

## The Pro Vice Chancellor for Student Engagement introduced the report that had been prepared by the Head of Compliance in their role as the University’s Prevent Co-ordinator. The report was comprised of two documents, the Annual Report on Prevent Duty Compliance for 2021-22 and the Prevent Risk Assessment for 2022-23. The Annual Report highlighted that overall Prevent risks remained low at the University with no Prevent referrals during 2021-22 and no issues experienced in relation to external speakers or events. The Annual Report also confirmed that over 1500 Prevent training sessions had been undertaken during 2021-22. This was a six-fold increase on the previous year.

## The Pro Vice Chancellor advised that all universities were required by statutory guidance to have a Prevent Risk Assessment and Action Plan that reflected the Counter Terrorism Local Profile (CTLP) and institutional population. It was confirmed that the University’s Prevent Duty Co-ordination Group had reviewed these documents in September 2022. Board members had a discussion on some of the risks identified in the documentation.

## The Pro Vice Chancellor informed the Board that the UK Government would in all likelihood seek to make changes to the statutory guidance in response to the Independent Review of Prevent by Sir William Shawcross. The Board would be advised of changes in due course.

## The Board Resolved:

## To approve the Annual Report Duty Compliance for 2021-22 and the Prevent Risk Assessment for 2022-23 for signature by the Chair and submission to HEFCW.

# Any Other Business

## There was no other business.

## Part B: Items for Noting

# Campus 2030 Programme Board Summary Report (11 October and 8 November 2022) (agenda item 18)

## The Board Resolved:

## To note the Summary Report.

# Remuneration Committee Summary Report (19 October and 28 November 2022) (agenda item 19)

## The Board Resolved:

## To note the Summary Report of the Remuneration Committee meetings held on 19 October and 28 November 2022.

## To note the University’s Annual Pay Report for 2021-22 for submission to HEFCW and publication on the University’s website.

## To note the University’s Annual Pay Policy Statement for 2021-22 for publication on the University’s website.

## To note the University’s Senior Staff Remuneration Policy Framework for 2022-23 for publication on the University’s website.

# Resources Committee Summary Report (23 November 2022) and Annual Report for 2021-22 (agenda item 20)

## The Board Resolved:

## To note the Summary Report of the Resources Committee meeting held on 23 November 2022.

## To approve the Resources Committee Annual Report 2021-22 for publication on the University’s website.

# Audit Committee Summary Report (28 November 2022) and Annual Report for 2021-22 (agenda item 21)

## The Board Resolved:

## To note the Summary Report of the Audit Committee meeting held on 28 November 2022.

## To approve the Audit Committee Annual Report for 2021-22 for publication on the University’s website.

# Strategic Planning and Performance Committee Summary Report (30 November 2022) (agenda item 30)

## The Board Resolved:

## To note the Summary Report of the Strategic Planning and Performance Committee meeting held on 30 November 2022.

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

## The Board Resolved:

## To note the updated Board of Governors Work Programme for 2022-23.

(Open Meeting concluded: 6:20pm)

**John Taylor
Chair of the Board of Governors**

**Cardiff Metropolitan University**