

CARDIFF METROPOLITAN UNIVERSITY

BOARD OF GOVERNORS: TUESDAY, 3 JULY 2018

MINUTES

Present: Miss B.Wilding (Chair), Professor C.C.Aitchison (President & Vice-Chancellor), Ms.N.Amery (Vice-Chair), Ms.J.Berry, Ms.K.Chamberlain, Mr.G.Davies, Mr.W.Fuller, Mr.I.Gardiner, Mrs.S.Goodson, Ms.S.Hay, Mr.G.Hardacre, Mr.U.Hussain, Dr.S.Jackson, Dr.M.James, Dr.K.Nnoaham and Dr.C.Turner.

Attendance: Ms. J. Boddington (PVC Student Engagement), M. J. Cavani (Director of Marketing and External Relations), Professor S. Chang (Deputy Vice-Chancellor Academic), Professor S. Hanton (PVC Research & Innovation), Mr. D. Llewellyn (Director of Finance), Professor M. Loutfi (PVC International), Professor J. Platts (Dean of the Cardiff School of Technologies), Professor L. Robinson (PVC Cyncoed and Executive Dean of the Cardiff School of Sport and Health Sciences) and Mr. R. D. G. Walters (Secretary & Clerk to the Governors).

Before the commencement of formal business members paid tribute to the four governors who were attending their last Board meeting, viz. Ms. Katy Chamberlain, Mr. Will Fuller, Mrs. Saleem Kidwai and Miss Barbara Wilding. The retiring governors were thanked for the significant contributions they had made to the work of the Board of Governors and its Committees. Particular tribute was paid to Miss Wilding for her work as Chair since August 2011 and her achievements in securing the University's continuing autonomy. A significant debt of gratitude was owed to Miss Wilding by all staff, students and stakeholders.

The division of business into Parts A and B was approved.

Part A

1697. Apologies for Absence

Apologies for absence were received from Mr. F. Holmes and Mr. S. Kidwai.

1698. Declarations of Conflict of Interest

There were no declarations of direct or indirect pecuniary or non-pecuniary conflicts of interest.

1699. Minutes of the Board of Governors:

.1 Meeting of 27 March 2017

The minutes of the meeting of 27 March 2018 were approved as a correct record and signed.

.2 Special Meeting: 5 June 2018

Subject to one typographical error, the minutes of the special meeting of 5 June 2018 were approved as a correct record and signed.

1700. **Risk Management**

The meeting received a written report which provided an opportunity for members to evaluate the implementation of the Risk Management Policy and the effective mitigation of the risks related to the objectives of the Strategic Plan. Appendices to the report presented Corporate Risk Register Details, Key Corporate Risk Summary, Corporate Risk Register Summary Sheet and Reported Divisional Risks.

It was reported that Management Board at its meeting earlier on 3 July 2018 had noted the requirement for risk owners to periodically assess risks and contribute to regular updating of the Risk register and the need for a review of the way in which the risk management process is reviewed to ensure it remains current. In this context it was noted that the Audit Committee on 26 June 2018 had recommended a review of the figures and narrative surrounding the 12 key corporate risks and in particular the top three, sector-wide risks. Although arguably overly complex, the risk management process was acknowledged to be robust.

At its meeting in June 2018 Management Board had recognised the number and impact of outstanding vacancies and noted the establishment of a new Human Resources Planning Group to improve the effectiveness, speed and robustness of recruitment processes and the work underway to respond to the outcomes of the Professional Services Review; the executive's options for risk management decision-making were to be discussed at an early opportunity.

It was noted that the Audit Committee on 26 June 2018 had recognised the need for resilience while staff covered vacancies for key Level 3 posts as well as a risk management professional and had welcomed the intention to fill these positions at the earliest opportunity.

The governing body endorsed the comments and recommendations recorded above and emphasised the requirement for an early appointment to the vacant position of Strategy Development Officer (Risk Management).

Resolved that:

- .1 the report be received
- .2 consideration be given to an early appointment to the position of Strategy Development Officer (Risk Management).

1701 **Standing Items:**

1. **Chair's Business**

.1 **Report of the Chair of the Board of Governors**

The Chair's written and oral report listed meetings and events attended by the Chair since the last report in March 2018 including the CUC Plenary in London in April 2018 and a meeting of the Chairs of Universities Wales and the Cabinet Secretary for Education on 10 May 2018. It was reported that the agenda

for the meeting with the Cabinet Secretary had included trends in student recruitment into Welsh universities, reform of the Post-compulsory Education and Training sector, Degree Apprenticeships and the Living Wage.

Details were provided of Chair's Action taken on 29 March 2018 under authority granted by the Board of Governors on 27 March 2018 to establish an appointment panel to short-list and interview candidates for the positions of Board Chair and independent governors from 1 August 2018.

A brief oral report was presented on the business of the meeting of the Strategic Planning & Performance Committee held on 19 June 2018; the unconfirmed minutes were to be provided for members' information after this meeting. All items of the Committee's business were substantive items on this meeting's agenda or otherwise covered in the documentation.

Resolved that the report re received and Chair's Action noted.

.2 Report of the President & Vice-Chancellor

The Vice-Chancellor presented her periodic written report on developments in the HE sector and across the University.

In addition to details of the Vice-Chancellor's external engagements, the report provided details of:

Higher Education Policy Developments: i) the Welsh Government's annual Remit Letter to HEFCW; ii) launch of the Welsh Government's technical consultation on Post Compulsory Education and Training; iii) with regard to Initial Teacher Education (ITE), the University's successful application for re-accreditation of its existing Post-Graduate Certificate in Education (Secondary) and Post-Graduate Certificate in Education (Primary) and for accreditation for a new BA (Hons) in Primary Education with QTS and iv) progress in student recruitment for 2018/19;

Organisational Change:

implementation of the Strategic Plan through i) Strategic Projects within the Strategic Projects Register supported by a series of 15 enabling strategies (min. 1709.4 below refers) and a programme of leadership development and networking; ii) development of the Cardiff Met 'EDGE' (Ethical, Digital, Global and Entrepreneurial) for learning, teaching and the student experience; iii) development of the business case for the Cardiff School of Technologies (min. 1706 below refers); iv) progress under the Cardiff Global initiative (min. 1705 below refers); v) managed growth across all Schools with growth in research and innovation; vi) synergy between on-campus and off-campus provision;

Staffing Levels and the Professional Services Review: the 66 recommendations in the report on the Professional Services Review over the four areas of i) Systems; ii) Processes; iii) Resources and iv) Culture (min. 1704 below refers) – the appendix to the report presented details of Tranche 1 staff recruitment activity May to June 2018);

Staff and Student Successes: as to be celebrated at the July 2018 graduation ceremonies and evidenced in achievements in student enterprise, sport (including staff, student and alumni successes at the 2018 Gold Coast

Commonwealth Games), civic engagement activity and the holding of the first Staff Garden Party

In noting the breadth of activity across the University, the Board extended its congratulations to all staff who had contributed to the successful outcome of the ITE application.

Resolved that the report be received.

.3 **Report of the Students' Union President**

The meeting received the termly report presented by the President of the Students' Union to which was attached the Students' Union's Annual Report for 2017-18.

The termly report provided details of the recruitment process for the 2018/19 Representatives and Officer teams. The 2018/19 team included the new position of Environmental Officer, tasked with assisting the Students' Union to conduct its activity in a way that minimised its impact on the environment and, to manage workload better, a division of the functions of the Equality & Diversity Officer into two roles, each with responsibility for specified protected characteristics.

It was confirmed that the Students' Union had been successful in renewing its Fairtrade accreditation for a further two years.

It was reported orally that the Resources Committee on 15 May 2018 had endorsed a report submitting the Students' Union's projected outturn for 2017/18 and the provisional budget for 2018/19 (min. 1071.4.1 below refers). The audited accounts and final budget were to be presented to the Committee during the Autumn Term 2018.

The Annual Report, which had been presented in turn to the Students' Union's Board of Trustees, the Learning, Teaching & Student Engagement Committee, the Academic Quality & Standards Board and Management Board, provided a progress update on the agreed targets within the current academic year. In addition, the Annual Report highlighted key recommendations for the University and actions for the Students' Union for the 2018/19 academic session. These recommendations and actions, it was noted, were based on student feedback collected through the representation structure, Sabbatical Officer Tell US Tour and Student Staff Liaison meetings. It was confirmed that recommendations had been allocated to owners and action plans agreed.

Resolved that:

- .1 the termly report and the Annual Report for 2017/19 be noted;
- .2 the Resources' Committee's endorsement of the Student's Union's projected outturn for 2017/18 and provisional budget for 2018/19 be noted.

.4 **Unconfirmed Committee Minutes and Reports by Committee Chairs:**

.1 **Resources Committee: 15 May 2018**

The Committee Chair presented the unconfirmed minutes of the most recent meeting of the Resources Committee and an oral report on that meeting's business.

Attention was drawn to the report on gender pay gap data which had presented data based on the snapshot date of 31 March 2017. It had been noted that the data were in line with sector averages recently published by UCEA. Actions listed in the report had illustrated steps the University was taking to close the gender pay gap. It was noted that the University had a discretion on the publication of data on the gender pay gap and, on the recommendation of the Committee, the governing body encouraged the executive to consider publishing the data unless there were a compelling reason not to do so.

It was noted that the Committee had received the Students' Union's projected outturn for the financial year ending 30 June 2018 and the provisional budget for the 2018/19 financial year. The audit accounts and final budget were to be submitted to the Committee and the Board of Governors during the Autumn Term 2018.

Resolved that the unconfirmed minutes and the oral report be received.

.2 Transnational Education Committee: 19 June 2018

The Committee Chair presented the unconfirmed open minutes of the most recent meeting of the TNE Committee and an oral report on that meeting's business.

It was reported that the most significant item of business had been detailed consideration of a comprehensive report on TNE work since the Committee's last meeting. At 9 May 2018 there were 7,485 students enrolled on all TNE programmes at 14 partners (the London School of Commerce and its overseas campuses counting as a single partner for these purposes). This performance, it was noted, compared favourably with the new strategy performance indicator for offshore TNE enrolments which set a target of 6971 students enrolled (outside Wales).

Although there were no significant matters to be drawn to the Board's attention, it was reported that competition in identified jurisdictions had increased and that partnership reviews were underway where student numbers were low.

.3 Audit Committee 11 May 2018 and 26 June 2018

The Committee Chair presented the confirmed minutes of the Audit Committee meeting of 11 May 2018 (deferred from the Spring Term), the unconfirmed minutes of the meeting of 26 June 2018 and an oral report on the business of those meetings.

The Committee had noted slippage in the completion of work under the current internal audit plan and had emphasised that internal audit work should be scheduled more effectively during 2018/19 to allow completion of the programme within year.

Two incidents of limited assurance in internal audit reports had been received (in relation to data protection and cyber security) and planned actions in response noted. The June meeting had received details of a revised plan to secure compliance with the General Data Protection Regulation and had welcomed the assurance provided by the Plan which was to evolve as

adherence to the new legislation matured. Committee members had put forward suggestions for additions and changes to timescales to achieve more timely compliance.

The Committee recommended that staff resource allocated to data compliance activity should be monitored to ensure such resource was sufficient to achieve compliance with the legislation.

Members noted vacancies for senior staff and for a Risk Management Adviser and emphasised the need to recruit to these post as soon as was practicable.

A written report presented by the external auditors, PricewaterhouseCoopers (PWC), proposed the external audit strategy for 2017/18. The report, which included PWC's assessment of significant audit risks, the proposed strategy for the audit of the University and its subsidiaries for the year ended 31 July 2017, the reporting timetable and other matters, was approved.

Resolved that:

- .1 the minutes and oral report be received;
 - .2 the executive be invited to monitor the adequacy of staff resource allocated to data compliance activity;
 - .3 the executive be advised to recruit to current senior staff vacancies and to the position of Risk Management Adviser as soon as was practicable;
 - .4 the Committee's approval of the external audit strategy for 2017/18 be noted.
- .4 **Internal Audit Plan 2018/19 - 2020/21**

On the recommendation of the Audit Committee, the meeting considered and approved a report setting out proposed internal audit activity for the three-year period August 2018 to July 2021. It was agreed that the 2018/19 Emerging Legislation report would incorporate a review of the University's processes for adherence to the Prevent legislation.

Resolved that the Internal Audit Plan for the years 2018/19 - 2020/21 be approved.

1702. Student Recruitment Summary 2017 Entry: Update

A written report, which had been presented to the Strategic Planning & Performance Committee, provided an update on applications for 2018/19 in relation to the sector, competitors and the University.

It was noted that overall all UCAS applications to any UK institution in the sector were down at 2.4% compared with the same stage in 2017 and that applications to the University through UCAS were down this year compared with the last although down slightly less than applications at competitor institutions.

The Committee had agreed that future reporting on student recruitment would be enhanced by additional data including data on targets, the quality of applications and financial modelling.

Resolved that the report be received.

1703. Strategic Estates Plan

The meeting received the final draft of the of the University's Estates Strategy Masterplan which had been designed to contribute significantly to the delivery of the Strategic Plan, specifically in relation to the Measures of Success, on-campus student enrolments, total income, retention and the NSS return.

It was reported that there had been considerable engagement with all Schools, Units and the Student's Union during the developmental stages of the Plan through a series of stakeholder meetings; updates had been provided to the One Cardiff Met Executive Board (OCMEB) and One Cardiff Met Programme Board. The final draft had been presented to the OCMEB for comment and feedback, with the Preferred Options confirmed as presented herein. It was noted that this progress marked the completion of Stage 2 of the Plan and that the Estates Department was to move to stage 3, whereby it would develop the options and consider costs, logistics and programming for insertion in the Estates Strategy Implementation Plan.

It was noted with approval that priority was being given to the appointment of a Director of Estates and the Environment.

Resolved that the completion of Stage 2 of the Strategic Estates Plan and progress to Stage 3 be noted.

1704. Professional Services Review

The meeting received a report outlining the findings and recommendations of the Professional Services Review which had been reviewed by VCEG and Management Board. It was noted that the report's 66 recommendations, most of which had been accepted, related in the main to:

- Systems: the need to invest in systems for resourcing the central data, planning and regulatory services of the University and the associated interconnectivity between departments;
- Processes: the need for greater use of integrated and digitised processes;
- Resources: the need for increased streamlining and better connectivity between services and the relocation of some specific service areas to more appropriate departments;
- Culture: the need for greater innovation and collaboration and a more solutions-focussed approach that exemplified the university's values and behaviours.

It was noted further that the implementation of the recommendations would enhance the student, staff and stakeholder experience, better enable the university to meet its strategic goals and offer opportunities to develop clearer career progression routes for professional services staff thus improving the University's ability to recruit and retain talented staff. Although not a cost-cutting exercise, suggested changes to structures and staffing were to be made either within current resource or supported by a clear business case.

It was reported that, in endorsing the Review and the proposed methodology for its implementation, the Strategic Planning & Performance Committee had received assurance that the implementation of the Review would not divert management resource from other major strategic objectives and that steps were being taken to make appointments in key areas where there were vacancies (including estates, risk management and academic registry). In this regard it was agreed that details would be provided to the Board of Governors on the outcomes and implementation of the Review and on priorities and actions to appoint to key vacancies.

Of particular relevance to the governing body was the recommendation for a Level 2 post of University Secretary (incorporating the role of Clerk to the Governors). It was agreed that the post would be endorsed in principle as an additional senior-post subject to consultation with the Chair and 'lay' governors on the job description to ensure the protection and independence of the post-holder in the exercise of functions relating to the office of Clerk to the Governors.

Resolved that:

- .1 the report be received and the findings and proposals for implementation of the Review be noted;
- .2 the new Level 2 post of University Secretary be endorsed in principle subject to approval of the job description by or on behalf of the governing body.

1705. Global Academies

The meeting endorsed the contents of a written report which set out the context and rationale for the establishment of a set of Global Academies across the University. This concept, which had been identified as a key component of the *Cardiff Global* initiative that forms Priority four of the seven priorities identified in the Strategic Plan 2017/18-2022/23, had been supported in principle by Academic Board on 23 May 2018 and approved by Management Board on 5 June 2018. It was noted that the Global Academies initiative was a key element of the University's growth strategy designed to enhance reputation and improve financial stability.

Resolved that the initial concept and rationale for the establishment of a Global Academies model for Cardiff Metropolitan University be endorsed.

1706. Cardiff School of Technologies: Business Plan, update from special meeting of the Board of Governors on 5 June 2018 and decision on Stage 2 commitment

Building on the discussions at the special meeting held on 5 June 2018 (min. 1699.2 above refers), the meeting gave further consideration to the Business Plan for the proposed new build for the Cardiff School of Technologies and the submission to HEFCW for authority to borrow.

An appendix to the updated Business Plan presented seven sensitivity analyses, viz.

Scenario 1: Student Recruitment A - Sensitivity timing difference: student population 500 lower with no offsetting reduction in expenditure;

Scenario 2: Funding Sensitivity A - Loan Type: academic building funded through commercial loan not private placement;

Scenario 3: Funding Sensitivity B - Interest Rates: assumed funding achieved through private placement @ 3.5% p.a.;

Scenario 4: Funding Sensitivity C – Loan Margin on Existing Loans: assumed funding achieved through private placement and covenants on existing loans need to be renegotiated. Existing loans have a loan margin of 0.2%. It was estimated that the margin might increase by between 0.8% and 1.3%;

Scenario 5: Student Recruitment Sensitivity B – no growth in student numbers: assumed no growth across the planning period and repayment of £50m commercial loan;

Scenario 6: Grant Sensitivity – assumed fee mitigation grant will be indexed at £180 per student p.a.

Scenario 7: Student Residences Sensitivity – assumed off balance sheet reversionary lease with (indexed) minimum rent p.a. guarantee.

Members gave detailed scrutiny to the seven scenarios and concluded that even when taken together the scenarios demonstrated a minimum annual surplus of £1.5m. The meeting considered also the draft Financial Forecasts recorded at minute 1708.3 below which demonstrated strengthening operational performance from an already solid base position. Cash generation through operations, it was noted, was forecast to increase and provide the resource necessary for significant investment in infrastructure and new initiatives.

In the context of the scenarios and the Financial Forecasts, the meeting reviewed the terms and conditions of the financial commitment, giving due consideration to HEFCW's Financial Management Code and *inter alia* to affordability, value for money and compliance with banking covenants. Taking account of i) the projections for increased capacity and uptake in higher education programmes, ii) increased UK and international student recruitment (without impacting adversely on the sustainability of existing provision in Wales), iii) opportunities for direct and indirect new employment and iv) the generation of significant income through increased tuition, research and accommodation fees and revenue from sales, services and the use of facilities, it was agreed that any assumption of no growth over the planning period to 31 July 2025 was unrealistic.

In this context it was the Board's view that the greatest risk to the University would arise from a decision not to proceed with this project which was a critical element in the establishment of the Cardiff School of Technologies, one of the seven strategic priorities in the Strategic Plan 2017/18 to 2022/23. The success of the new School was reliant upon its relocation to a prime site such as Central Quay. It was agreed, therefore, that a submission should be put to HEFCW for approval for borrowing at the earliest opportunity.

To maintain momentum in the development of this proposal over the summer period, the Board gave consideration to a request to commit to professional fees in advance of receiving formal endorsement from HEFCW for an increase in borrowing. Given the desire of the property developer to progress to a legally binding commitment to the project by the end of September 2018, it was necessary for the Board to be certain that it will in a position to fund the academic building and provide student residences on the site as an off-balance sheet transaction. In addition, the timescale for the project was short, with a completion date of September 2021. It was agreed that to wait until HEFCW approval was forthcoming before commencing the stage 2 conceptual design process would run the risk of failing to deliver the academic building in time for the start of the 2021/2022 academic year. For this reason, and being satisfied on reviewing the seven scenarios above that it was prudent to proceed, it was agreed that the project would proceed to stage 2 of the process and commit c. £600k by way of i) Stage 2

architects fees at an estimated figure of £550k, ii) professional fees in relation to the fund raising exercise at £35k to £50k depending on the funding option, and iii) professional fees in relation to advice on the funding model for student residences at an estimated figure of £18k.

Resolved

It was resolved that:

- .1 the Business Plan be submitted to HEFCW at the earlier opportunity;
- .2 approval be given to commit to the fees required to proceed to the next stage of the project as recorded above.

1707. Strategic Projects 2017/18 and Annual Targets

Consideration of this item was deferred until 2018/19.

1708. Finance Reports:

.1 Outturn 2017/18: Fourth Review

On 15 May 2018 the Resources Committee had considered a first draft of the report presented to this meeting which reviewed the financial position at the end of March 2018. The report had been updated since that meeting to reflect the financial outlook at the end of May 2018 (month 10); further improvements to the outturn for the year had been projected. In summary, it was projected that there would be a £600k improvement to cash generation, currently forecast at £8.1m, and an £850k improvement to the accounting surplus, currently forecast at £1.05m.

Appendices to the report provided a summary of the Income & Expenditure Account together with outline cash management, balance sheet and capital expectations.

It had been recognised during the year that the University was likely to need to substantially increase the USS pension deficit provision. Although the USS position remained uncertain there was by the date of the meeting greater clarity on how the increased USS deficit valuation might impact on the current year's financial performance. Advice received from the British University's Finance Directors Group had suggested that it was unlikely that any increase in the University's USS provision would fall to be accounted for during 2017/2018.

Resolved that the report be noted.

.2 Budget Proposals for 2018/19

The second Finance Report, which had been first presented to Resources Committee on 15 May 2018 and had since been updated to take account of the HEFCW grant announcement made on 30 May 2018, set out budget proposals for 2018/2019.

As acknowledged by the Resources Committee, the main focus of the prior year budget had been the re-basing of the University's staff cost base. This had been successfully achieved resulting in the 2018/2019 budget showing an increase in cash generation through operations to £12m, staff spend as a % of income more in line with sector norms at 59% and an accounting surplus of £3.6m.

It was noted with approval that the balance sheet was forecast to strengthen during the year; cash on deposit was forecast to increase to £28.6m at July 2019, at which time the university would move into a net cash position. The maximum borrowing threshold for the city centre campus had been advised as net debt equivalent to 50% of turnover. The balance sheet at July 2019 was forecast to support the proposed borrowing of £50m under this measure. The current asset ratio at July 2019 was forecast at 1.9 against the Finance Strategy target of 2.

Turnover between 2017/2018 and 2018/2019 was forecast to increase by a modest £3.2m (3%) with home tuition fees forecast to increase by less than £700k. In terms of expenditure, pay inflation was likely to amount to an average of c. 5% on core posts and it was anticipated that the USS deficit provision would need to be increased significantly.

Whilst the university was forecast to increase cash generation through operations during 2018/2019, the 10-year principal repayment holiday on the 2008 borrowings (£25m) was to end in July 2019 when repayment of those loans of c. £1.8m would begin.

Resolved that the proposed budget for 2018/19 be approved.

.3 Draft HEFCW Financial Forecasts

The third Finance Report provided an overview of the latest set of financial forecasts and the trends contained therein to allow the University to submit to HEFCW financial forecasts for the current year and the four years following. The special meeting held on 5 June 2018 (min 1699.2 above refers) considered the first iteration of the financial forecasts (extended for the period to 2025) as part of the consideration of the business case for the city centre campus. The second iteration of the financial forecasts, presented to this meeting, reflected discussion at the 5 June 2018 meeting.

Resolved that the financial forecasts be approved for submission to HEFCW.

.4 Fee and Access Plan 2019/20

It was reported that HEFCW anticipated announcing the outcomes of applications for 2019/20 Fee and Access Plans in mid-July 2018.

1709. Policy and Strategy Development and Review:

.1 Prevent Policy 2018/2019

It was agreed that the Prevent Policy as updated for 2018/19 would be disseminated to members after the meeting prior to submission to the Chair of the Board of Governors for approval under Chair's Action before 31 July 2018 (min. 1710.2 below refers).

Resolved that the mechanism for the approval of the Prevent Policy for 2018/19 be agreed.

.2 Student Charter 2018/19

Proposals for the Student Charter for 2018/19, which set out high level commitments for the University, its students and the Students' Union were presented for approval.

The commitments were designed to facilitate the provision of a high quality and student-centred learning experience.

In accordance with the requirements of the Funding Council, the Charter as proposed for 2018/19 had been subject to joint review by the University and the Students' Union, including consultation with students and front facing staff, and endorsed by the Students' Union's Officers, the Learning, Teaching and Student Engagement Committee and Academic Board.

Resolved that the proposed Student Charter for 2018/19 be approved.

.3 Students' Union: Relationship Agreement

The meeting received the Relationship Agreement between the institution and the Students' Union which had been reviewed by the Vice-Chancellor and the Students' Union during the Autumn Term 2017. The Relationship Agreement was to be next reviewed during the Autumn Term 2018.

Resolved that the most recent iteration of the Relationship Agreement be received.

.4 Enabling Strategies

The meeting approved a range of fourteen Professional Services, School and Thematic strategies which had been commented upon and endorsed by Academic Board, Management Board and the Resources Committee as appropriate. The strategies had been subjected to equality impact assessments; no significant issues had been identified.

The strategies were:

Professional Services Strategies:

- .1 Finance Strategy
- .2 Estates Strategy
- .3 Digital Strategy
- .4 Marketing and External Relations Strategy
- .5 People

School Strategies:

- .1 Cardiff School of Art and Design
- .2 Cardiff School of Education and Social Policy
- .3 Cardiff School of Management
- .4 Cardiff School of Sport and Health Science
- .5 Cardiff School of Technologies

Thematic Strategies:

- .1 Student Engagement
- .2 Research & Innovation
- .3 Internationalisation
- .4 Sport, Health and Wellbeing

It was suggested that consideration be given to a diagrammatic representation of the strategies to show linkages and their individual relationships to the Strategic Plan.

Given the number and range of strategies submitted for members' consideration, it was agreed that members would be invited to send any further comments on the documentation to the Secretariat by 20 July 2018.

Resolved that, subject to any significant comments raised by members, the fourteen strategies be approved with effect from 1 August 2018 for the current planning period or until further review.

.5 Human Resources Policies and Procedures:

The meeting approved a series of ten Human Resources Policies and Procedures which had been subject to wide consultation, including with representatives from both UCU and UNISON, and endorsed by Management Board and members of the Resources Committee.

Advice had been sought to ensure that the Policies and Procedures were gender neutral and complied with good practice initiatives. They had been subjected to equality impact assessments; no significant issues had been identified.

The policies and procedures presented for approval were:

- Family Friendly Policy
- Adoption and Surrogacy Policy and Procedure
- Maternity Policy and Procedure
- Parental Leave Policy and Procedure
- Paternity Leave Policy and Procedure
- Shared Parental Leave Policy and Procedure
- Capability Policy and Procedure
- Grievance Policy and Procedure
- Disciplinary Policy and Procedure
- Information Advice and Guidance Family Friendly Suite

As for the strategies recorded above (min. 1709,4 above refers), it was agreed that members would be invited to send any further comments on the documentation to the Secretariat by 20 July 2018.

Resolved that subject to any significant comments raised by members, the ten Policies and Procedures be approved with effect from 1 August 2018 for the current planning period or until further review.

1710. Governance

.1 Summer Interim QA Report for Governors

A written report presented the second interim quality assurance update for 2017/18. The update summarised the major quality assurance activity that had taken place since the spring interim report. It appended the first in a series of thematic case study briefings, each of which would illustrate a particular aspect of the University's approach to managing quality and standards. The first case study focussed on periodic partnership review, an important aspect of the University's approach to the management of the quality assurance of its collaborative provision.

It was noted that the Quality Assurance Framework for Wales, the mechanism whereby HEFCW would gain assurance on the quality of higher education in Wales, had been launched on 13 April 2018.

Resolved that the contents of the report be noted.

.2 General Governance Report

The meeting received the periodic report on governance issues.

Appointment of Governors

As discussed at the end of the special meeting of the Board of Governors on 5 June 2018, the Board agreed to defer “interviews” with prospective governors until after the commencement of the new Chair’s term of office on 1 August 2018. Acting on the recommendations of the search consultants, members of the selection panel had identified a list of candidates to be interviewed and agreed that arrangements would be made for the new Chair and members of the selection panel to interview candidates during the latter part of August/early September. Recommendations for appointment would be brought to the Board of Governors as soon as maybe thereafter.

Retirement of Governors

The terms of office of two independent governors, viz. Miss Barbara Wilding and Mr. Saleem Kidwai, were to end on 31 July 2018. In addition, Ms. Katy Chamberlain, independent governor, had indicated her intention to resign from the governing body for business-related reasons from that date. In addition, Mr. Graeme Yorston, independent governor, had resigned from the Board in early 2018. There were thus vacancies for four governors from 31 July 2018 on current establishment.

Re-appointment of Governors

The current, initial terms of office of two governors, Mr. Gareth Davies (co-opted governor) and Mr. Umar Hussain (independent governor), were due to end on 31 July 2018. Both governors being eligible for re-appointment and willing to serve for a further term, on the recommendation of the members of the Nominations & Governance Committee the meeting was invited to agree the re-appointment of Mr. Hussain and Mr. Davies as independent and co-opted governor respectively for a second three-year term commencing on 1 August 2018.

Academic Board Representative on the Board of Governors

It was noted that Claire Morgan, the elected representative of Academic Board on the Board of Governors, had resigned as Academic Board representative earlier in the Summer Term 2018. The appointment of a successor was to be discussed with Academic Board on 4 July 2018 and a nomination sought. A recommendation for appointment of a new Academic Board representative would be brought to the Board of Governors on 9 October 2018,

Committee Membership

Given the number of retirements from the Board of Governors and the pending recruitment of new governors, it was agreed that consideration of Committee membership for 2018/19 *et seq.* would be deferred until early in the new academic year, after the appointment of new governors.

Business of the Remuneration Committee meeting held on 3 July

Substantive items of business of the Remuneration Committee meeting scheduled for 3 July were: i) further review of the Committee's Terms of Reference; ii) Senior Staff Pay 2018/19 (to be deferred to September) and Review of Vice-Chancellor's remuneration; iii) The Higher Education Senior Staff Remuneration Code and Annual Statement Senior Staff Remuneration Statement and iv) Review of Senior Staff Severance Policy. Detailed work on items ii), iii) and iv) was to be undertaken over the summer months with a view to substantive progress being reported to the Committee in September.

Reviews of Effectiveness

At the instigation of the governing body, the Nominations & Governance Committee approved proposals for i) a follow-up review of the last full review of the effectiveness of the Board of Governors and for ii) reviews of effectiveness of the TNE Committee and the Remuneration Committee. It was intended that the follow-up of the last full review of the Board's effectiveness would take the form of a desk review of progress against actions in tandem with a review of compliance with the CUC Code of Governance and with the then pending CUC Remuneration Code. The late issue of the new Remuneration Code and staff shortages in Secretariat during the Summer Term had necessitated the postponement of this review until the Autumn Term 2018.

As reported to the last meeting, the review of the effectiveness of the Remuneration Committee had been deferred to the Summer Term 2018 and would now be undertaken during the Autumn Term 2018. The TNE Committee on 13 March 2018 resolved to delay its effectiveness review until the Autumn Term 2018 to allow for progress in an exercise to align better the work of Management Board and Academic Board with meetings of the governing body's committees.

Prevent

The two scheduled meetings of the Prevent Co-ordination Group during the Summer Term 2018 had been cancelled, the first for lack of substantive business and the second for want of quorum. A consequence of the inability to hold the second meeting, scheduled for 2 July 2018, was delay in the submission of the proposed Prevent Policy for 2018/19 for approval. In these circumstances it was agreed that the Policy would be disseminated to members after the meeting for comments and endorsement and approved in its final version by the Board Chair under delegated authority before 31 July 2018.

It was confirmed that provision had been made for the Emerging Legislation review in the internal audit plan for 2018/19 to examine the University's adherence to the Prevent Policy and its integration with other policies.

Training

It was reported that Advance HE's 2018/19 Governor Development Programme had been substantially refreshed to reflect the level and breadth of the changes affecting the higher education sector. The new programme, which had been launched during the week commencing 25 June 2018, was accessible may be accessed at <https://www.lfhe.ac.uk/en/governance-new>.

Resolved that:

- .1 the report be noted;
- .2 recommendations for the appointment of new governors be brought to the Board of Governors during the Autumn Term 2018;
- .3 Mr. Umar Hussain and Mr. Gareth Davies be re-appointed as independent and co-opted governor respectively for a second three-year term commencing on 1 August 2018.

1711. Appointment of Chair from 1 August 2018

[This item was determined by governors in private session.]

A written report set out the approved procedure for the appointment of a successor to Miss Barbara Wilding, Chair of the Board of Governors since 1 August 2011.

Details were provided of the activities of the working group, based on the membership of the Nominations & Governance Committee, set up to oversee the search for a new Chair. The search had extended to internal and external candidates and had been supported by search consultants.

It was reported that of the seven candidates who made application, three had been short-listed for interview and two had attended for interview. Although both interviewed candidates were deemed to be appointable, the selection panel had decided unanimously to make a recommendation to the Board of Governors for the appointment of Baroness Ilora Finlay of Llandaff as Chair of the Board of Governors for an initial three-year term commencing on 1 August 2018.

To comply with the Instrument of Government, as not a serving governor, Baroness Finlay was appointed first as an independent governor for the same term of office.

Resolved that:

- .1 the contents of the report be noted;
- .2 Baroness Ilora Finlay of Llandaff be appointed as an independent governor and Chair of the Board of Governors for the three-year term 1 August 2018 to 31 July 2021.

1712. Any Other Business

.1 Restricted Business

Resolved that the following items would retain restricted status:

Risk Management
Professional Services Review
Outturn Fourth Review 2017/18
Budget Proposals for 2018/19
Financial Forecasts

Part B

1713. FOR INFORMATION

.1 HEFCW Remit Letter 2018

The meeting received the annual Remit Letter dated 28 March 2018 from the Cabinet Secretary for Education to the Chair of HEFCW. The letter set out funding allocations and priorities for the year 2018/2019.

Resolved that the Remit Letter for 2018/2019 be received.

.2 Environment & Sustainability Report 2016/17

The written annual report provided details of progress under the University's Sustainability and Environmental Management action plan.

The report provided assurance that the University had well established arrangements and effective for the management and development of Environmental and Sustainability matters across its academic and operational activities. A link was provided to the full report. As previously reported, in November 2017 the University had been named the top university in Wales in the People and Planet League 2017, and had been placed eighth overall, out of 154 universities, in the UK. Details were provided of the main areas of focus for 2018/19.

Resolved that the contents of the report be noted.

.3 Annual Statement on Research Integrity 2017/18

The meeting received the Annual Statement of Research Integrity which provided assurance that the University remained fully committed to supporting the highest levels of research integrity and governance in all its research activity. It was stated that as a recipient of public funding the University Cardiff Met recognised the importance of ensuring that its staff and students maintain exemplary standards of academic practice, integrity and honesty in all aspects of research.

The Annual Statement was to be made available publicly on the University website.

Resolved that the Annual Statement be noted.

.4 Rolling Calendar of Meetings 2018/2019

The meeting received the most recent version of the rolling calendar for the business year 2018/19.

Resolved that the most recent version of the rolling calendar be received.

RESTRICTED BUSINESS

1714. Independent and non-staff/student co-opted governors:

.1 Report on the Work of the Remuneration Committee Meeting of 3 July 2018

At the close of open business, lay members (all non-staff and student governors present at the meeting) in private session received a report on the business of the Remuneration Committee meeting held earlier on 3 July. The business of the private meeting is recorded in a restricted minute.