

## **CARDIFF METROPOLITAN UNIVERSITY**

### **MEETING OF THE BOARD OF GOVERNORS: TUESDAY, 28 NOVEMBER 2017**

#### **MINUTES**

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

**Attendance:** Ms.J.Boddington (PVC Student Engagement), Mr.P.Boshier (Strategy Development Officer - Risk Management), Mr.S.Burnett (Head of Strategy Development), Ms.B.Gordon (Assistant Dean, Cardiff School of Art & Design – observing), Professor S.Hanton (PVC Research & Innovation), Mr.D.Llewellyn (Director of Finance), Professor M.Loutfi (PVC International), and Mr.R.D.G.Walters (Secretary & Clerk to the Governors)

Before the commencement of formal business the Chair welcomed Bethan Gordon who attended to observe the meeting as an element of her participation in the Welsh Higher Education Executive Leadership Programme.

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

#### **Part A**

##### **1661. Apologies for Absence**

Apologies for absence were received from Mr.G.Davies, Mr.G.Hardacre, Mr.F.Holmes, C.Morgan and Mr.G.Yorston.

##### **1662. Declarations of Conflict of Interest**

There were no declarations of conflict of interest.

##### **1663. Minutes of the Board of Governors: 10 October 2017**

The minutes of the last meeting were confirmed as a correct record and signed. There were no matters arising from the minutes.

##### **1664. Standing Items**

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

The Chair's second written report of the term presented details of meetings and events attended since the last Board meeting.

Reference was made to the Autumn Plenary of the Committee of University Chairs (CUC) held in London on 26 and 27 October 2017 with the theme "Higher Education in a Changing Environment" and the meeting of the Chairs of Universities Wales (ChUW) with the Cabinet Secretary on 17 November 2017.

The CUC programme had included sessions on i) the UCAS perspective on the Plenary theme, ii) the changing economic and political landscape and iii) plans for the new Office for Students and a discussion on the forthcoming consultation on the regulatory framework. The key note address was given by Nicola Dandridge, Chief Executive of the Office for Students.

The agenda for the ChUW meeting had included items on reform of Post-Compulsory Education and Training, governors' assurance statements on academic quality and standards (min. 1671.4 refers), the Diamond Review and financial sustainability, and pay for Vice-Chancellors and other senior staff. Preliminary details were given of the pending consultation by CUC on a proposed Remuneration Code.

It was reported that following the Welsh Government's decision not to increase undergraduate fees in Wales, thus maintaining fee levels at £9k p.a. against a figure of £9,250 p.a. in England with a resultant loss of income of some £2.5 m. p.a. for this University, a fund of £10m had been established by HEFCW for 2018/19 to mitigate the effects of the shortfall. It was noted that Cardiff Met would look to this fund to offset the loss of anticipated increased fees for which provision had been made in documentation provided to students at the time of offer of a place.

The unconfirmed minutes of the Strategic Planning and Performance Committee's meeting of 17 November 2017 were tabled. Members' attention was drawn to the following items of the Committee's business which did not appear on the Board's agenda viz. Strategy Development Process, Work of the Portfolio Development Group and Fee & Access Plan Monitoring.

The dates were confirmed for the Governors' Away-Day on 15 February 2018 at Cyncoed, the launch of the Cardiff School of Technologies at the Senedd on 27 February 2018 and HEFCW's Institutional Visit on 22 March 2018.

**Resolved** that the report and the unconfirmed minutes of the Strategic Planning and Performance Committee meeting of 17 November 2017 be received.

## .2 Report of the President & Vice-Chancellor

The President & Vice-Chancellor's periodic report provided details of two recent Level 3 appointments, of Mr. John Cavani as Director of Marketing & External Relations from 30 October 2017 and Dr. John Platts as Dean of the Cardiff School of Technologies from 4 December 2017. It was noted that the vacant position of University Registrar & Director of Planning was to be re-advertised early in the New Year.

Matters covered by the report and not appearing as substantive items on the Board's agenda were Student Recruitment, Review of Professional Services, Review and Development of Strategies and Policies, Development and Monitoring of Strategic Projects: Implementing the Strategic Plan, Student Engagement, International, Research, Sport, Health and Wellbeing, planned meetings with students and the Vice-Chancellor's meetings and external engagements. The meeting discussed a number of matters in detail as recorded below.

With regard to student recruitment it was anticipated that the current small underperformance in recruitment position would be addressed through the February 2018 intakes. It was noted that the most challenging area of recruitment remained for full-time home undergraduate students which was offset in the main by recruitment above target in both full-time home postgraduate taught (PGT) programmes and in

undergraduate and postgraduate international recruitment. It was noted that there were concerns regarding the quality of recent intakes and sufficient facility in the English language. The latter concern was to be addressed through the provision of additional English language support. A review of the recruitment process was to be undertaken to ensure that only students with the ability to succeed within a programme taught through the medium of English would be enrolled.

As a consequence of the voluntary severance exercise it was necessary to review and realign professional services to ensure that the new structures, staff and enabling strategies were supported in ways that maximised the capacity to deliver the measures of success. Although the voluntary severance exercise had resulted in the right number of staff leaving the organisation, departures had not been distributed evenly across the university. A six-month full-time appointment had been made to conduct a review and recommend new structures and staffing profiles for all professional service areas with a view to implementing all changes by the beginning of the 2018/19 business year. Specific reference was made to the need to ensure at least adequate provision of student counselling services.

Similarly, the development of the Strategic Plan required a review of structures and staffing across the organization. It was noted that the timeline devised in Autumn 2016 relating to all major aspects of organizational change indicated that a review of enabling strategies would take place in 2017/18. A revised framework for the development and implementation of 15 enabling strategies had been devised and agreed by Management Board and the Strategic Planning & Performance Committee for submission to the Board of Governors in July 2018 for approval.

In further support of the implementation of the Strategic Plan was the development of a programme of university-wide projects which were derived from the Plan's Thematic Strategies and were to be led by the members of the Vice-Chancellor's Executive Group. Other projects that related to specific Schools or Professional Services strategies and remits were to be led by a named Dean or Director of Professional Services. Progress was to be reported periodically.

The meeting noted the introduction of a new 'Leaders' Exchange' forum during the Spring Term 2018 to act as a leadership development forum, networking opportunity and information sharing arena for some 60 managers. The forum would address the development of the four values and four behaviours identified in the Strategic Plan and create the conditions necessary to achieve the measures of success outlined in the Plan and enhance succession planning activity. Details of the outcomes of each forum were to be reported to monthly Staff Meetings.

**Resolved** that the report be noted.

.3 Report of the Students' Union President (including the Annual Audited Accounts 2016/17)

The report by the President of the Students' Union provided an update on the activity of the Students' Union since the last meeting.

The report presented the Students' Union's Audited Accounts for 2016/17 as presented to and endorsed by the Resources Committee on 14 November 2017. The Accounts showed a net surplus of £78,573.

Other items reported were achievement of the Social Enterprise Mark (the first such award to a Students' Union in the UK), details of visits to international partner institutions and of international engagement, and the launch during November 2017 of the Tell US campaign, an initiative to provide students with an additional opportunity to provide ideas on improvements to the student experience.

**Resolved** that:

- .1 the report be noted;
- .2 the Students' Union's Audited Accounts for 2016/17 be approved.

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

The meeting received the unconfirmed minutes of committee meetings held during the Autumn Term 2017.

The Chair of the Resources Committee presented an oral report on the meeting held on 14 November 2017. The oral report covered items of business not appearing on the Board's agenda including reports from the Human Resources Unit on i) Strategy Review & Monitoring and Succession Planning and ii) Staff Monitoring and from the Estates and Facilities Unit on the implementation of the Strategic Estates Plan.

The report on the meeting of the Strategic Planning & Performance Committee held on 17 November 2017 is recorded at minute 1664.1 above and of the Audit Committee meeting held on 20 November 2017 at minute 1669.1 below. The TNE Committee had not met by the date of the Board meeting.

## **1665. University Risk Register**

The meeting received a written report, first submitted to the Audit Committee on 20 November 2017, which was designed to assist in the evaluation of the implementation of the Risk Management Policy and described progress in the development of the new approaches to the content of the Risk Register and the way risks are reviewed.

It was reported that, in accordance with the Risk Management Policy, Risk Registers had been reviewed and the migration to the Risk Management Software had been completed. Following the uncertainties caused by recent changes in staffing and voluntary severances, the intention was for the emphasis to shift to building capacity and offering additional training and guidance to Managers.

As noted by the Audit Committee, the new Strategic Plan adopted during 2016/17 had necessitated the development of a revised approach in relation to both the content of the University Risk Register and the way in which University-level risks would be reviewed by Management Board and the Governing Body. The recast University Risk Register underpinned a more focused approach to risk management which concentrated not only on mitigating the risks to the core strategic objectives but also the risks to key 'business-as-usual' activity and so-called 'licenses-to-operate'. 12 strategic risks had been identified as having

particular propinquity to the core objectives of the Strategic Plan; such risks were set out in Appendix 1 to the report.

Particular reference was made to the following risk headlines:

the impact of the removal of the inflationary uplift in FTUG/PGCE fees from 2018/19 for three academic years and the risk to the fee structure through the growing political legitimacy in England for differential fee structures across programmes;

challenging recruitment and the potential for a further round of Foundation Year scrutiny from Welsh Government;

the Post Compulsory Education Training White Paper and its stated policy aims of achieving better VfM, shifting the emphasis from provider to provision and creating integrated learning pathways;

and to risks relating to the loss or shrinkage of international student markets and a reduction in international students' facility in the English language.

A summary of all the risks proposed for the recast University Risk Register was presented in Appendix 2 to the report and the full working-draft University Risk Register in Appendix 3. The working-draft included recommended risk definitions, recommended risk owners, known current controls and recommended inherent and residual risk scoring.

As endorsed by the Audit Committee, the meeting noted and approved the revised approach of prioritising the 12 risks shown in Appendix 1 to the report and the practice of evaluating them against the ambitions of the Strategic Plan, endorsed the format, suitability and comprehensiveness of the University Risk Register and related documentation and noted the University's risk headlines and the high-level suggestions made for mitigation of the risk headlines.

**Resolved** that:

- .1 the report and the University Risk Register be received;
- .2 developments in risk management procedures be noted.

#### **1666. Strategic Plan**

The reports under this item had been presented to the Strategic Planning & Performance Committee on 17 November 2017.

##### **.1 Annual Progress Review 2016/17**

The first report provided an update on progress made during 2016/17 against the objectives and targets of the Strategic Plan. To ensure maximum relevance the review had been framed in the context of the Strategic Plan 2017/18 – 2022-23 despite the Plan not having been formally adopted until 2017/18.

Progress under the seven key Priorities for the planning period was reported quantitatively through reference to the published Measures of Success and Strategy Performance Indicators. Appendix 1 provided a RAG-rated breakdown of the University's performance against each of the measures and indicators published alongside the new Strategic Plan. A draft performance Scorecard, which incorporated the scoring and weighting proposals agreed at the October 2017 meeting of Management Board, was provided at Appendix 2.

The report described the dynamic and volatile external environment including the Higher Education (Wales) Act 2015, the Higher Education Act 2017 and the Teaching Excellence Framework (TEF). Further change would come as the TEF developed into the Teaching Excellence and Student Outcomes Framework, and from the challenges of Brexit, the implementation of the Well-being of Future Generations (Wales) Act 2015 and the development of a Bill for the reconfiguration of Post-Compulsory Education and Training in Wales. The introduction of £9K fees had contributed to an increased expectation amongst students and had led to the emergence of an increasingly market-led environment. The recent decision to cap fees in Wales at £9k compounded a discrepancy which already found Cardiff Met with a fee income shortfall in 2017/18 which was the equivalent of £2M relative to English universities with similar numbers of full-time, home undergraduate students.

Other features of the environment were i) increasing marketisation of global higher education resulting in new products and methods of delivery, ii) proposals for significant changes to the delivery of Initial Teacher Education and Training (ITET) in Wales, iii) the outcomes of the Diamond Review with new opportunities to increase the volume of part-time and postgraduate provision, iv) technological developments increasing risk and opportunity for the sector, v) formal articulation of the University's widening participation within a new Student Engagement Strategy, vi) management of student mental health and vii) the requirement under the 'Prevent Duty' to have due regard to the need to prevent people from being drawn into terrorism.

**Resolved** that the contents of the report be noted.

## .2 Strategic Planning and Engagement Document: Progress Report

This paper provided the Board with opportunity to endorse the University's 2016/17 Strategic Planning & Engagement Document (SPED) Progress Report in advance of its submission to HEFCW. A working draft of the SPED had been endorsed at the November meeting of the Strategic Planning and Performance Committee.

It was reported that the University's 2017/18 SPED had been set in the context of the University's new Strategy and that all SMART targets had been derived from the University's Measures of Success/Strategy Performance Indicators. This approach had been taken to maintain clarity of focus upon core strategic objectives.

**Resolved** that the approach to and the contents of the SPED be approved.

## 1667. **Key Performance Indicators**

This report had been submitted to the Strategic Planning & Performance Committee.

A written report provided an update of performance against current Governor KPIs, and sought endorsement of the proposal to replace the existing KPIs with the University's Measures of Success for the remainder of the current planning period.

Members noted the University's performance against the KPIs provided at Appendix 1, the Measures of Success provided at Appendix 3 and the plans, endorsed by the Strategic Planning & Performance Committee, to link the narrative of the Strategic Plan more closely with the Measures of Success.

It was agreed that the Chair would be invited to sign the Annual Sustainability Assurance Report, provided at Appendix 2, in advance of its submission to HEFCW.

**Resolved** that:

- .1 the report be received;
- .2 the proposal to replace the current set of 24 Governor KPIs with an annual review of the University's Measures of Success be agreed.

**1668. One Cardiff Met: School of Technologies: Progress Report**

The meeting received details of progress in the development of the planned School of Technologies and the meetings of the One Cardiff Met Programme and Executive Boards which had met earlier on 28 November 2017. The appointment of a Dean is reported at minute 166.2 above.

The development of the Cardiff School of Technologies was identified as one of seven priorities in the University's Strategic Plan 2017/18 – 2022/23 and was deemed to be vital to achieve the growth and diversification agenda outlined in the Strategic Plan. The School had been designed to focus on digital media and smart technology, data science and informatics, systems engineering and design technology.

It was reported that discussions relating to the development of a new campus at Central Quay on the former Brains Brewery site in the city centre were progressing well and that a strong relationship has been established with the developers. A decision on the choice of architect was to be made following final presentations on 6 December 2017. The planned opening date had been put back one year, to 2021.

The report covered *inter alia*, the securing of industry partnerships with over 30 technology companies, progress on campus design and planning approval, plans to secure funding for the Central Quay Campus, plans for a launch event at the Senedd on 27 February 2018 and the development of the business case.

**Resolved** that the report be received

**1669. Audit Committee Business - 20 November 2017:**

.1 Unconfirmed Minutes and Committee Chair's Report

The unconfirmed minutes of the meeting of the Audit Committee held on 20 November 2017 were tabled.

The Committee Chair's oral report covered items of business which did not appear on the Board's agenda including positive internal audit reports into reviews of the Students' Union and Human Resources (Staff Recruitment and Tier 2 Arrangements), satisfactory progress in the implementation of prior internal audit recommendations, the annual report on the Financial Interests of Governors and Senior Staff, the report on Gifts and Hospitality Declarations for 2016/17, the termly report on losses, a report

on one whistleblowing disclosure and a report on the new HEFCW Financial Management Code.

The re-appointment of Mr. Adrian Piper, external co-opted member of the Audit Committee, as the Committee's Vice-Chair is recorded at minute 1671.5.2 below.

**Resolved** that the draft minutes and the oral report be received.

.2 Deloitte: Internal Audit Annual Report 2016/17

The Internal Auditors' Annual Report for 2016/17 provided moderate assurance overall. In the Assurance Statement the Internal Auditors stated that based on the work undertaken during the year and assuming management effectively implemented the proposed actions to rectify the control weaknesses they were able to provide moderate assurance regarding the achievement of the University's objectives.

**Resolved** that that report be received and the assurance statement noted.

.3 Deloitte: Internal Audit Plan 2017/18

The meeting received the proposed Internal Audit Plan for 2017/18 as endorsed by the Audit Committee. The proposal included the three-year Strategic Internal Audit Plan, based on the audit needs assessment undertaken in July 2015 and refreshed in June 2017, and the most recent iteration of the Operational Internal Audit Plan for 2017/18. It was noted that the latter included the review of Capital Projects deferred from 2016/17 and, at the request of the Audit Committee, provision for a review of cyber security and a review early in 2018 of preparations for the introduction of the General Data Protection Regulations followed by a review of compliance during 2018/19. It was noted that the Audit Committee had recommended consideration of the capacity of existing data compliance/information security resource to meet the additional work generated by the new regulations and that there be an assessment of the resource available to counter cybercrime.

**Resolved** that the Internal Audit Plan for 2017/18 be approved.

.4 Appointment of External Auditors 2017/18 – 2019/20

A written report advised the Board of Governors of the tender process undertaken to secure external audit provision from December 2017 and presented the recommendation of the Audit Committee that PricewaterhouseCoopers be re-appointed for a further term from 12 December 2017.

It was noted that the proposed new contract was for a three-year period with an option to extend for a further period of up to 24 months. Such an extension was to be offered at the University's sole discretion, subject to satisfactory annual performance.

**Resolved** that PricewaterhouseCoopers be re-appointed as External Auditors for a further three-year period with two one-year extensions at the University's discretion.

.5 Audit Committee Annual Report 2016/17

The governing body received the Audit Committee's Annual Report for the year 2016/17. The meeting was advised that the Audit Code of Practice required the Audit Committee to provide its opinion, drawing on the work of Internal and External Audit and other related work, on the extent to which the Board of Governors in discharging

its responsibilities could rely on the University's risk management, internal control system and governance arrangements. In this context the Audit Committee stated that it believed that the University's arrangements for risk management, control and governance and its internal and external audit functions were appropriate and effective and could be relied upon by the Board of Governors in its management of the achievement of corporate objectives.

A further requirement was for the Audit Committee to provide an opinion on the adequacy and effectiveness of the University's arrangements for economy, efficiency and effectiveness. In this regard, drawing on the work of Internal and External Audit and the Procurement and Finance Units, advice received from the Funding Council and other related activity, the Audit Committee was of the opinion that Cardiff Metropolitan University had satisfactory arrangements to provide the required level of economy, efficiency and effectiveness.

**Resolved** that the Annual Report be approved.

## **1670. Finance Reports**

### **.1 Outturn 2016/17: Final Review**

A written report, which had been endorsed by the Resources Committee and first presented to the Board of Governors on 10 October 2017, represented the final Management Accounts for 2016/2017 upon which the Financial Statements had been based.

It was reported that a modest surplus of £54k had been achieved together with the generation of more than £8.2m in cash through operations, some £2.5m ahead of the original budget.

**Resolved** that the report be approved.

### **.2 Annual Report and Financial Statements for the Year End 31 July 2017**

A further written report, which had been endorsed by the Resources and Audit Committees, presented the draft consolidated Financial Statements for Cardiff Metropolitan University together with the draft Financial Statements for its subsidiary companies Cardiff Met Limited and Cardiff Metropolitan Education Services (Beijing). It was noted that at the date of the meeting the financial statements remained subject to review by the University's external auditors and that disclosures were subject to amendment before the statements were finalised.

The cash flow statement highlighted the generation of £8.2m of cash through operations which contrasted with the modest £54k surplus for the year, demonstrating the magnitude of the (non-cash) pension charges of £4.8m.

It was reported that the covenant on the £12m loan with Barclays Bank PLC (hereinafter "the Bank") entered into on 14 March 2008 had recently been renegotiated as a consequence of the accounting changes that arose from the implementation of FRS 102 with the effect of suppressing the accounting surplus. The original covenant had included a profitability clause which the Bank had agreed to replace with a cashflow cover clause similar to that in the Santander loan covenant. The proposed change and the terms of the Amendment Letter and the related Facility Letter were set out in the covenant document annexed to the report. The governing body determined that it was in the best interests of the University to enter into the Amendment Letter

and perform its obligations and exercise its rights thereunder and agreed to give delegated authority to the Director of Finance to execute and deliver the said Letter.

The Annual Report set out in detail i) the Report of the Board of Governors (including the Public Benefit Statement), ii) the Responsibilities of the Board of Governors and iii) the Corporate Governance Statement. The report of the Board of Governors had been compiled to meet the requirements of the Statement of Recommended Practice for the charity and Higher Education Sectors. The Governors' report contained the operating and financial review which provided commentary on the past and future financial position of the University together with an overview of financial performance.

Under the Independent Auditors' Report, the External Auditors confirmed that in their opinion the financial statements:

gave a true and fair view of the state of the group's and the parent institution's affairs as at 31 July 2017, and of the group's income and expenditure, recognised gains and losses and cash flows for the year then ended;

had been properly prepared in accordance with United Kingdom's Generally Accepted Accounting Practice;

had been properly prepared in accordance with the requirements of the Statement of Recommended Practice – Accounting for Further and Higher Education; and

had been prepared in accordance with the requirements of the Charities Act 2011 and Regulation 14 of The Charities (Accounts and Reports) Regulations 2008.

It was confirmed further that the External Auditors had nothing to report in respect of the governing body's use of the "going concern" basis of accounting.

**Resolved** that:

- .1 the report be received and the Financial Statements be approved;
- .2 under the authority delegated to the Director of Finance, the University enter into the Barclays Bank PLC Amendment Letter and perform its obligations and exercise its rights in relation to the Amendment Letter and the Facility Letter.
- .3 PricewaterhouseCoopers: Audit Findings Report for Year Ended 31 July 2017

A third written report had also been endorsed by the Resources and Audit Committees

The External Auditors' report provided an analytical review of financial performance and was to be read in conjunction with the Board of Governors' report. Assurance was given that these results fully satisfied the University's financial strategy and targets.

The report supported the contents of the Annual Reports and Financial Statements and stated that the External Auditors expected to be able to issue an unqualified audit opinion. The positive opinion, provided in accordance with legislation and the Audit Code of Practice, was set out in the Annual Report and Financial Statement (min. 1670.2 above).

It was confirmed that no significant issues arose from the ISA 260 report requiring referral to 'those charged with governance'.

**Resolved** that the report be approved.

.4 Outturn 2017/18: First Review

The fourth finance report presented details of progress made towards the delivery of the budgeted financial objectives for the year at the end of the first quarter.

It was reported that the University had budgeted to generate £6.2m cash through operations during the year and that the budgeted accounting outturn was a deficit of £2.1m. Early indications suggested that the cash generation target would be achieved and that the deficit could be lower than budgeted through reduced (non-cash) pension deficit charges.

**Resolved** that the report be approved.

**1671. Governance**

.1 Procedure for Appointment of Chair from 1 August 2018

A written report presented proposals for a methodology to secure the appointment of a new Chair of the Board of Governors from 1 August 2018. The governing body was asked to agree to the establishment of a working group which, working with the Nominations & Governance Committee, would initiate and oversee a search for a new Chair. In accordance with past practice and good governance, the search would be extended to internal and external candidates and, having in mind the limited number of responses received from external candidates in 2010, would extend to the use of search consultant. Consideration could be given, it was agreed, to the provision of reasonable remuneration subject to further consultation with governors and the Charity Commission.

It was agreed further that the search consultants retained to assist in the search for a new Chair would be retained also to assist in the search for new governors from 1 August 2018.

**Resolved** that:

- .1 the report be received;
- .2 a working group be established to initiate and oversee a search for a new Chair from 1 August 2018;
- .3 search consultants be retained for the searches for a Chair and governors from 1 August 2018.

.2 Prevent Annual Report

The meeting was advised that on 4 November 2016 the Funding Council had issued *Circular W16/39HE: The Prevent Duty: Monitoring Framework for Higher Education Providers in Wales*. This circular set out how HEFCW would monitor the implementation of the statutory Prevent duty in the higher education system in Wales. The University was required to follow this framework to demonstrate 'due regard' to

the duty to have “due regard to the need to prevent people from being drawn into terrorism”.

It was noted that the first report under the Counter-Terrorism and Security Act 2015 had been submitted to HEFCW in December 2016 in accordance with the prescribed timetable. A written report confirmed that preparations were underway for the submission to HEFCW by 31 December 2017 of the governing body’s second Annual Report on compliance with the Prevent agenda.

**Resolved** that:

- .1 the report be noted;
- .2 the draft Annual Report be circulated to governors for comment and then signed as approved by the Chair of the Board of Governors in time for its submission to the Funding Council by 31 December 2017.

.3 **Modern Slavery and Ethical Supply Chain Statement 2017**

A written report advised on the actions required to enable the University to meet its statutory obligations in respect of the Modern Slavery Act (the ‘MSA’) and the Welsh Government’s “Ethical Employment in Supply Chains Code of Practice”.

It was reported that the first MSA annual statement had been published in January 2017 – presented at Appendix A – and that work was underway to update the MSA statement for the financial year 2016/17. It was intended that the updated statement would address the requirements of both the MSA and the Welsh Government’s Code of Practice and would include additional text reflecting the work of the Procurement and HR functions.

**Resolved** that a draft statement for 2017 would be disseminated to governors for comment and that the final version would be approved by the Chair in time for publication by 31 January 2018.

.4 **Annual Assurance Report (2016-17)**

A written report introduced the inaugural Annual Assurance Report which was designed to provide the Board of Governors with evidence to confirm the five new HEFCW quality assurance statements. The report provided the first such confirmation, covering the 2016/17 academic year, to enable the Board to make a submission to HEFCW during December 2017 as part of the 2017/18 developmental year for the Quality Assurance Framework for Wales.

The report provided an overview of the internal process that had been followed in the drafting of the report, the collation of relevant evidence and reflection for improvements to the process and reporting mechanisms for 2018. It was agreed that in preparation for future Annual Assurance the governing body would receive and consider two interim Quality Assessment reports, during the Spring and Summer Terms, commencing during the Spring Term 2018.

The five assurance statements, as approved by the Board of Governors, were:

- i) that the governing body had received a report taking account of the external quality assurance review and an action plan had been put in

place and implemented as appropriate, in partnership with the student body;

- ii) that the methodologies used as a basis to improve the student academic experience and student outcomes were, to the best of the governing body's knowledge, robust and appropriate;
- iii) specifically for providers with degree awarding powers, that the standards of awards for which the governing body is responsible have been appropriately set and maintained;
- iv). that the governing body has considered a report on the annual dialogue between the institution and Cardiff Met Students' Union, scrutinised student survey outcomes and confirmed that action plans have been put in place and implemented in partnership with the student body;
- v) that the governing body has received a copy of the Relationship Agreement between the institution and the Students' Union and a copy of the student charter, both of which had been reviewed within the past year.

**Resolved** that

- .1 the report be received and its contents approved;
- .2 positive response to the five assurance statements comprising HEFCW's quality assurance governance statements for 2016/17 be confirmed;
- .3 two interim Quality Assessment reports be presented annually during the Spring and Summer Terms 2018 commencing in Spring 2018.

**.5 Governance Report**

The meeting received the Clerk's periodic overview of governance issues which covered, inter alia, the business of the Nominations & Governance Committee meeting of 7 November 2017.

**.1 Appointment of Governors**

It was reported that there were currently vacancies on the Board of Governors for two independent members and that the second three-year term of one independent governor would expire on 31 July 2018

On the recommendation of the Committee, it was agreed that a search for candidates for Board membership for appointment from 1 August 2018 would be instituted in the New Year in accordance with approved procedures. It was agreed further that applications would be invited from persons with extensive experience relevant to the work of a Higher Education Corporation, in particular from persons with experience of estates management, law, politics, academic quality and standards, new media and technologies.

It was noted that the initial terms of office of two independent governors, Ms. Katy Chamberlain and Mr. Umar Hussain, and of two co-opted governors, Dr. Stephen Jackson and Mr. Gareth Davies, would expire on 31 July 2018 and that all four governors were eligible for re-appointment.

As recorded at minute 1671.1 above, it was agreed that the search for new governors would be supported by the search consultants retained for the appointment of a new Chair.

## **.2 Vice-Chair of the Audit Committee**

On the recommendation of the Audit Committee, the meeting was pleased to re-appoint Mr. Adrian Piper, external co-opted member of the Committee, as the Committee's Vice-Chair for a further term 2017/18 to 2019/20.

## **3. Reviews of Effectiveness during 2017/18**

At the instigation of the governing body, the Nominations & Governance Committee had approved arrangements 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.

With regard to the follow-up to the review of effectiveness of the Board of Governors conducted during 2014/15, it had been agreed by the Committee that a working group similar to that set up in 2014 would be established during the Spring Term 2018 to oversee the follow-up review and to assess current compliance with the CUC Code of Governance. The latter function could include specific review of adherence to the developing responsibility for annual assurance on matters of quality and standards.

## **4. Prevent**

It was reported that the Prevent Co-ordination Group (PGC) had met on 27 September 2017 and 15 November 2017 under its new Chair, the PVC Student Engagement. In addition to monitoring and reviewing the contents of the Prevent Risk Register, Action Plan and Training Log, and clarifying the relationship between the three documents, the PCG had noted arrangements for delivery of the Tier 1 training module, the work of the Cardiff Met Sanctuary Team and the University's ambition to become an official University of Sanctuary.

The November meeting had addressed the process for the drafting and submission of the second Prevent Annual Report (min. 1671.2). In the opinion of PGC the University was able to provide a positive Annual Report; there were no serious issues which had been or should have been reported to HEFCW.

It was confirmed that the Prevent Policy as approved by the governing body in July 2017 remained compliant with legislation and fit for purpose. However, as agreed in July 2017 work had commenced to review the operation and scope of the Policy to move the University's approach to the Prevent agenda from a recognition, report and referral model to a stakeholder and student/staff-based engagement model.

## **5. Training**

Preliminary details were provided of the Leadership Foundation Governors' Development Day - Shaping the Agenda - to be presented in Wales during the Spring Term 2018 and of arrangements for pan-Wales stage 2 induction training for new governors and for the production of pod-casts by the Chair and Chief Executive of HEFCW for use in induction and refresher training.

## **6. Terms of Reference for Strategic Planning & Performance Committee**

On the recommendation made by the Strategic Planning & Performance Committee (SPPC) at its meeting on 17 November 2017, the Board of Governors agreed to revise the Committee's Terms of Reference for SPPC. The revised text was agreed as follows:

### Terms of Reference

- .1 To consider within the annual planning cycle the overall strategic direction of the University in relation to the formal responsibilities of the Board and its members and to make recommendations to or advise the Board as appropriate.
2. To consider emerging strategic issues arising out of the work of the Board's committees.
3. To monitor progress towards the University's achievement of high-level performance particularly in the areas of learning and teaching, research and innovation, staff effectiveness and contribution to global and regional agendas.

## **7. Composition of Academic Board**

In accordance with the requirement for the composition of Academic Board to be determined by the Board of Governors by resolution, the meeting approved revisions to Academic Board's composition endorsed by the Board on 15 November 2017. The proposed composition, which reflected changes in senior staff structure, was as follows:

### Composition from 1 August 2017

President & Vice-Chancellor (Chair)  
Deputy Vice-Chancellor Academic (Vice Chair)  
Pro Vice-Chancellor Research and Innovation  
Pro Vice-Chancellor International)  
Pro Vice-Chancellor Student Engagement  
Five Deans of Schools  
School Director from each of five SMPTs  
Director of Research and Graduate Studies  
Director of Learning Enhancement  
Director of International Office  
Director of Student Services  
Director of Library and Information Services  
Director of Innovation  
University Registrar and Director of Planning  
A Professor elected by Professoriate  
Two Academic Staff Members (elected by academic staff)  
One Support Staff Member (elected by support staff)  
Two Students chosen by the Student Union  
(Total membership of 28 of a maximum possible membership of 30)

8. Recent HEFCW Circulars

Details were provided of HEFCW Circulars issued since the last meeting.

**Resolved** that:

- .1 the report be noted;
- .2 a search for new governors from August 2018 be commenced during January 2018;
- .3 Mr. Adrian Piper be appointed as Vice-Chair of the Audit Committee for the period 2017/18 to 2019/20;
- .4 revisions to Terms of Reference for the Strategic Planning & Performance Committee and to the composition of Academic Board be approved.

**1762. Any Other Business**

.1 Restricted Business

**Resolved** that the following items retain restricted status:

Students' Union's Accounts 2016/17  
University Risk Register  
KPIs  
Deloitte Internal Audit Report 2016/17  
Deloitte Internal Audit Plan 2017/18  
Appointment of External Auditors  
Finance Reports  
HEFCW Institutional Risk Review Letter

**Part B**

Papers under Part B were not discussed at the meeting and any recommendations therein were taken as approved unless discussion was agreed by the Chair at the start of the meeting.

**1673. Rolling Calendar**

The rolling calendar for the period Spring Term 2018 to Spring Term 2019 was presented for approval.

**Resolved** that the most recent iteration of the rolling calendar be approved.

**1674. HEFCW Institutional Risk Review Letter**

The meeting received the Funding Council's Institutional Risk Review Letter for 2017.

**Resolved** that the 2017 Institutional Risk Review Letter be received.

**1675. Cardiff Metropolitan University and Cardiff Met SU 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 earlier in the Autumn Term 2017.

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

**1676. Academic Board:**

The meeting received Academic Board minutes as follows:

the confirmed minutes of the meeting of 9 June 2017;  
the unconfirmed minutes of the meeting of 15 November 2017.

**1677. Management Board:**

The meeting received Management Board minutes as follows:

the confirmed minutes of the meeting of 5 September 2017;  
the confirmed minutes of the meeting of 3 October 2017;  
the unconfirmed minutes of the meeting of 7 November 2017.