Confirmed

Minutes of the Board of Governors

|  |  |  |
| --- | --- | --- |
| 03-04-2025 | 4:00pm | CSM Hospitality Suite, Llandaff Campus |

# Present:

## John Taylor CBE (Chair and Independent Governor)

## Kellie Beirne (Independent Governor) - *via Teams*

## Charlie Bull (Professional Services Staff Governor)

## Roisin Connolly (Independent Governor)

## Kevin Coutinho (Independent Governor)

## Fergus Feeney (Independent Governor)

## Karen Fiagbe (Independent Governor) - *via Teams*

## Dr Clare Glennan (Academic Staff Governor)

## Dr Iva Gray (Independent Governor)

## Professor Rachael Langford (President & Vice-Chancellor)

## Professor Helen Marshall OBE (Independent Governor) – *via Teams*

## Paul Matthews (Independent Governor) *– via Teams*

## Menai Owen-Jones (Senior Independent Governor)

## Matthew Tossell (Vice-Chair and Independent Governor)

## Rewathi Viswanatham (Student Governor)

## Scott Waddington (Independent Governor)

## Dr Cathryn Withycombe (Academic Board Representative Governor)

# UEG members in attendance:

## Professor David Brooksbank (PVC Business, Global and Civic Engagement)

## Stephen Forster (Interim Chief Finance Officer)

## Professor Sheldon Hanton (PVC Research & Innovation)

## Lowri Williams (Chief People Officer)

# Other staff in attendance:

## Richard Duffy (Policy and Public Affairs Manager) (for agenda item A10)

## Mairwen Harris (Head of Strategy, Planning & Performance) (for agenda item A18)

## Tracey Horton (Head of Student Lifecycle) (for agenda items A11, A12 and A13)

## Greg Lane (Acting University Secretary & Clerk to the Board)

## Rebecca Lever (Chief Officer for Marketing, Communications & Student Recruitment) (for agenda item A08)

## Emily Samphier (Senior Governance Officer)

Author of Minutes: Greg Lane (Acting University Secretary & Clerk to the Board)

# Part A1: Routine Items of Business

# Apologies & Preliminaries (agenda item A01)

## Apologies for absence were received from Daniel Flaherty Jr (Student Governor), Chris Pilgrim (Independent Governor) and Dr Giri Shankar MBE (Independent Governor).

## The Chair advised that following a request from the Vice Chair and other Board Members, the All-Staff Survey 2024 and Management Response listed for noting at agenda item B07 would be discussed after the People Health and Wellbeing Committee Summary Report at agenda item A25.

# Declarations of Interest (agenda item A02)

## Menai Owen-Jones (Senior Independent Governor) declared a conflict of interest in the Annual Review of the Senior Independent Governor Role at agenda item A20. As the incumbant, they would recuse themselves from the meeting for consideration of this item.

# Minutes of the Board of Governors Meeting (27 November 2024) and Matters Arising (agenda item A03)

## The Board Resolved:

## Toapprove the Minutes of the Board of Governors Meeting dated 27 November 2024 as a correct record.

## 3.2 There were no matters arising.

# Minutes of the Board of Governors Special Meeting (20 March 2025) and Matters Arising (agenda item A04)

## The Chair advised that the Minutes of the Special Meeting had been circulated shortly before the meeting. The Board was asked to receive and note the minutes. The Board would be asked to formally approve the minutes at its next meeting.

## The Board Resolved:

## To receive and note the Minutes of the Board of Governors Special Meeting dated 20 March 2025.

# Chair’s Report (agenda item A05)

## The Chair presented their report which covered the following matters: (i) Financial challenges of the HE sector; (ii) ChUW meetings in February and March – where it was agreed that greater focus should be given to setting out the worth of the sector in terms of economic impact and civic mission; Medr also provided an update on its positive long term aim about the contribution and value of research and international students; (iii) UCEA meetings in preparation for the first JNCHES negotiations session at Unison head office at the end of March; and (iv) Refreshers’ Fayre held in early February.

## The Board Resolved:

## To note the Chair’s report.

# Vice-Chancellor’s Report (agenda item A06)

## The Vice-Chancellor presented their report which covered the following matters: (i) Update on UK HE sector news; (ii) Update on senior staff recruitment; (iii) Notable events and achievements across the University; and (iv) List of Vice Chancellor’s external engagements and appointments since the previous Board meeting.

## The Board Resolved:

## Tonote the Vice-Chancellor’s Report.

# Students’ Union Update (agenda item A07)

## The SU Vice President presented the report that covered the following matters: (i) Student Priorities and Impact; (ii) Speak Week and Student Feedback; (iii) Student Voice and Democracy; (iv) Organisational Update; (v) Student Engagement and Activity; and (vi) Officer Transition and Reflections. The SU Vice President also reported on the University’s success in the annual varsity contest against the University of Bath. Cardiff Met had won the contest for the first time in eight years.

## The SU Vice President informed the Board that the SU President, Daniel Flaherty Jr, would stand down as SU President and Student Governor with effect from 15 April 2025 in order to return to the United States. Board members wished to place on record their thanks to SU President for his work on the Board over the previous nine months.

## The SU Vice President reported that the Students’ Union Election 2025 had recently been held with the results being declared on 21 March 2025. The election had seen 2815 votes cast by 1487 individual voters. Soupranika Parameswaram Namboothiri had been elected as SU President with 667 votes. Vaishnavi Chopde had been elected Vice President (Education) with 602 votes. They would take up their roles as sabbatical officers and Student Governors on 1 July 2025.

## Board members welcomed the new reporting template used by the Students’ Union to update on progress against defined priorities.

## Board members noted that the SU Vice President was due to retire from their role at the end of June 2025 and wished to place on record their thanks for to her work on the Board over the previous two years in effectively representing the SU and students. The SU Vice President in turn, thanked Board members for their support and guidance in helping her undertake her role.

## The Board Resolved:

## To note the Students’ Union Update.

## Part A2: Strategic Items of Business

# Student Applications Update (agenda item A08)

## The Chief Officer for Marketing, Communications & Student Recruitment presented the report on student applications and recruitment for 2025. The Board was advised that for international student recruitment in January 2025 the University had received 509 post graduate enrolments against a target of 351. The University had also received 78 undergraduate enrolments against a target of 33.

## The Board was informed that the student recruitment for May 2025 was likely to achieve closer to 100 post graduate enrolments rather than the 50 initially envisaged.

## The Board was advised that for September 2025, home FTUG applications were 6% up on the previous year. UCAS had reported a 1.2% increase across the sector. The University’s competitors were reported to be down 0.8%, The Board was informed that intake expectations had been revised in line with applications and agreed at School planning meetings. International applications were down 1.7%, post graduate home applications were up 1% and PGCE up 3.4%. The all-student population was estimated to increase by 2.8% for 2025/26 to a total of 10,641 full time equivalent students.

## Board members had a brief discussion on changes to regulated tuition fee charges and the University’s discussions with Medr. CMA related implications were considered as part of this discussion.

## The Board Resolved:

## To note the Student Applications Update.

# Transnational Education Update and Dubai Campus Opportunity (agenda item A09)

## The Pro Vice Chancellor for Business, Global, and Civic Engagement introduced the report which focussed on three current transnational education opportunities that the University was actively pursuing. Confidential discussions with each educational partner were ongoing and further details on each opportunity was set out in the report.

## Board members sought clarification on the size and scale of each proposal. Board members noted that each opportunity could help further enhance the international reputation of the University and help generate income. The Pro Vice Chancellor provided further clarity on work to date with each educational partner and provided assurance that comprehensive due diligence checks would be completed.

## Board members discussed the opportunities with specific reference to academic freedom, freedom of speech, and EDI related considerations. Board members also sought assurance that increased TNE provision achieved through the three opportunities would not be offset by any reduction of international student recruitment from those areas. The implications for the Students’ Union in ensuring adequate representation and resources to support Student Voice was also highlighted.

## The Board noted that a ‘Deep Dive’ (detailed briefing) on the University’s approach to International/TNE work would be covered at the Board Awayday scheduled for September 2025.

## The Board Resolved:

## To notethe note the report.

# Environment Scanning Update (agenda item A10)

## The Policy and Public Affairs Manager introduced the report which provided a PESTLE analysis of issues relating to the UK and Welsh HE sectors. The report covered the following matters: (i) Welsh Government budget for 2025-26; (ii) Tuition Fee increases; (iii) Job losses across the HE sector; (iv) Tightening of consumer protection law and impact on universities; (vi) Changes to UK Visa rules; (vi) Medr’s planned consultation on a new regulatory framework for the Welsh tertiary education sector.

## The Board Resolved:

## To note the Environment Scanning Update.

## (Secretariat Note: The meeting adjourned at 5.30pm and reconvened at 5.40pm).

# Academic Misconduct Annual Report for 2023-24 (agenda item A11)

## The Head of Student Lifecycle introduced the report. The Academic Misconduct Procedure (Unfair Practice Procedure prior to September 2023) applied to all allegations of academic misconduct on any assessed component contributing to an award by the University. The procedure covered plagiarism, collusion, attempting to manipulate or evade academic detection processes or software, inappropriate use of AI software or services, falsification, and failure to comply with controlled conditions.

## The Board was informed that there was 661 cases of academic misconduct completed in the 2023/24 academic year. A total of 7 cases were dealt with by a School Level Warning. 579 cases were dealt with by a Fixed Penalty/Second Level Fixed Penalty. A further 75 cases were dealt with by a Committee of Enquiry. Board members noted the detailed breakdown analysis contained within the report.

## Board members specifically noted the challenge of students inappropriately using AI tools. Board members welcomed the fact that an AI Code of Conduct and related guidance had been developed for use.

## The Board Resolved

## To note the Academic Misconduct Annual Report for 2023-24.

# Appeals Annual Report for 2023-24 (agenda item A12)

## The Head of Student Lifecycle introduced the report. The Appeals Procedure provided direct access for students wishing to appeal on the grounds of (i) Exceptional personal circumstances; (ii) Alleged defects or irregularities in the conduct of assessment and/or procedures.

## The Board was informed that 418 applications for appeal had been received in 2023-24 academic year. This amounted to a 7% increase on 2022-23 and an 88% increase on 2020-21 academic year. The number of appeals that had been upheld was 84. The number of appeals not upheld was 331. Board members noted the detailed breakdown of appeals by type and by School.

## Board members suggested that EIA information be included in future appeals annual reports. In particular this would help understanding on proportion of appeals from disabled students and related appeal outcomes.

## The Board Resolved:

## To note the Appeals Annual Report for 2023-24.

# Undergraduate Degree Award Outcomes 2023-24 (agenda item A13)

## The Head of Student Lifecycle introduced the report. The Board was advised that the percentage of students achieving Upper Honours degrees for 2023-24 was 69.7%. This was an increase from 69.1% in 2022-23. There was no data available at that point to confirm if this was in line with the HE sector. The Board was informed that awarding gaps had remained largely the same between students with BAME/White, Disability/Non-Disability and Widening access/Non-Widening access characteristics. In the Disability/Non-Disability characteristic group those self-declaring a Disability had, overall, marginally outperformed non-Disabled students for a second year. The report appended detailed information on Degree Outcome Awards by School and Programme.

## Board members suggested that the proposed inclusion of an intersectional analysis in future reports could be worth exploring. It was acknowledged that this could possibly only be included if the provision of HESA data was timelier.

## The Board Resolved:

## To note the Undergraduate Degree Award Outcomes Report for 2023-24.

# 14 Finance Committee Summary Report (19 March 2025) (agenda item A14)

# 15.1 The Chair of Finance Committee (Matthew Tossell) introduced the Summary Report for the meeting held on 19 March 2025. The Committee had considered the following items: (i) Update on Loan Covenants; (ii) Outturn Second Review 2024-25; (iii) Financial Recovery Planning, Income Generation, and Cost Reduction; (iv) Update from Investment Board; Annual Treasury Management Report for 2025; (v) Annual Review of Financial Regulations 2025; and (vi) Annual Report on Procurement 2023-24.

## In addition, the Chair of the Committee advised that he had visited Fovotech to discuss the ongoing development and future of the company (as a university subsidiary company). Separately, the Chair of the Committee advised that he had asked the Interim Chief Finance Officer to develop a ‘Dashboard’ that would provide a clear snapshot of high-level information/data on the University’s resources. This would be available for consideration at the next Finance Committee meeting in the summer term.

# 15.2 The Board Resolved:

# 1) To note the Finance Committee Summary Report.

# Outturn 2024-25 Second Review (agenda item A15)

# 15.1 The Interim Chief Finance Officer introduced the report. The forecasts at the mid-year point (31 January 2025) suggested a further improvement to the financial outlook for the year compared to expectation when the original budget was set in July 2024. The improved outlook was mainly due to strong student recruitment into the autumn term that significantly exceeded tuition fee budget targets. It was estimated that operational cash performance would improve by £7m during the year. However, financial performance during the year was still forecast to be weak, with a projected accounting deficit of £13.8m and a projected cash deficit of £2.5m. A key aim of the 2024/25 budget was to reset and reduce recurrently the staff cost base by £15m through the implementation of a phased Recovery Plan. Whilst this would broadly be achieved further transformation work would be required in future years to ensure continued financial sustainability.

# 15.2 The Board Resolved:

# 1) To note the Outturn 2024-25 Second Review.

# Audit Committee Summary Report (24 March 2025) (agenda item A16)

## The Chair of the Audit Committee (Scott Waddington) introduced the Summary Report for the meeting held on 24 March 2025. The Committee had considered the following items: (i) Appointment of Colin Arnold as an External Co-opted Committee Member; (ii) Cyber Security Update; (iii) Student Lifecycle Project Update; (iv) Internal Audit Reports; (v) University Risk and Issues Register; (vi) Audit Committee Self Review; and (vii) Extension of External Audit Contract with PWC.

## The Chair of the Committee highlighted the important work the University was undertaking on Cyber Security and the Committee’s role in keeping related actions under review. Separately, the Chair of Committee advised that the Student Lifecycle Project Update had included a detailed report on the lessons learned which would provide a useful point of reference for the University in running major programmes in future. The Committee sought an assurance from the Director of Digital and Library Services on the adequacy of legacy/remaining systems in place and on arrangements to implement appropriate new systems following the termination of the project and related contractual arrangements with the external supplier in December 2024.

## The Board Resolved:

## To note the Audit Committee Summary Report.

# Provision of External Audit (agenda item A17)

17.1 The Interim Chief Financial Officer introduced the report that proposed the extension of the University’s external audit contract with PWC for a further two years – up to December 2027. The existing contract had been awarded for three years in 2022-23 with the option to extend for a further two years. The Audit Committee had considered and endorsed the proposed extension of the contract for approval by the Board.

17.2 The Board Resolved:

## To approve the extension of the University’s external audit service provision with PWC for a further two years – up to December 2027.

# University Risk and Issues Register (agenda item A18)

## The Head of Strategy, Planning, & Performance presented the University Risk and Issues Register for the spring term. The register has been updated to reflect the current position of high-level risks and issues. The Board was advised that there had been an increase in score for the staff capacity and staff wellbeing risk. This was due to the University’s current financial situation, voluntary severance scheme, and potential redundancies that had caused a reduction to staff capacity, resource, and wellbeing. The student lifecycle project issue had been changed to a risk around the student record system. The AI/Digital risk had been removed.

## The Board was advised that there were twenty-one risks included in the register. Six of these included high priority risk issues due to their potential impact across the University. There were ten red risks post mitigation. There were eleven amber risks post mitigation. The register included a new section on emerging risks. There were three emerging risks listed. These related to Conditions of Registration, Overview of Subject Demand and Consumer Protection.

## Board members queried the rationale for removing the AI/Digital risk from the register. The Board was advised that the new University AI Working Group that had been recently established had concluded that including the risk in the register was not warranted given that it had been scored as green post mitigation. However, it was recognised that the rapid development of AI could contribute to increased risks across other areas. The Head of Strategy, Planning & Performance undertook to review how any AI related risks could best be reflected in the register.

## The Board Resolved:

## To approve the University Risk and Issues Register.

# Governance and Nominations Committee Summary Report (10 March 2025) (agenda item A19)

## The Chair of the Committee (Menai Owen-Jones) presented the Summary Report for the meeting held on 4 November 2024. The Committee had considered the following items at its meeting: (i) Annual Review of the Senior Independent Governor Role; (ii) Annual Review of the Statement of Relationship between the Board and the Executive; (iii) Updated Scheme of Delegation; (iv) Board Succession Plan; (v) Procedures on Appointment of Committee Chairs/ Members; (vi) Update on Board Effectiveness Review; (vii) Calendar of Meetings for 2025-26; and (viii) Approval of Honorary Fellowships.

## The Chair of Committee advised that a progress update on the Governors’ EDI Plan had been considered as part of the Board Succession Plan. The Committee had agreed that the Governors’ EDI Plan should be refreshed, with consideration given to the resource capacity required to action targets. The Chair of Committee intended to meet with the Acting University Secretary & Clerk and specific Governors to discuss the Plan refresh further.

## The Board Resolved:

## To note the Governance and Nominations Committee Summary Report.

# Annual Review of the Senior Independent Governor Role (agenda item A20)

## (Secretariat Note: Menai Owen-Jones as the Senior Independent Governor left the meeting for consideration of this item).

## The Chair introduced the report that included the Senior Independent Governor role description. The role had been introduced in February 2022, following the previous Board Effectiveness Review, and was reviewed annually. No changes to the role were proposed by Board members and it was agreed that the Chair of Governance and Nominations Committee should also serve (ex officio) as the Senior Independent Governor. The Board members noted that the incumbent had been in the role for six months and looked forward to seeing how the role would develop further. The report had been considered and endorsed by Governance and Nominations Committee on 10 March 2025.

## The Board Resolved:

## To approve the continuance of the Senior Independent Governor within the University’s governance arrangements for a further year.

## (Secretariat Note: Menai Owen-Jones rejoined the meeting).

# Annual Review of the Statement of Relationship Between the Board and the Executive (agenda item A21)

## The Chair introduced the report. The Statement of Relationship between the Board and the Executive clarified the roles of both in working together to achieve the University’s goals. The relationship was based on mutual respect and a joint commitment to the University’s values and behaviours. The Statement had been in place since February 2022, following the previous Board Effectiveness Review, and was reviewed annually. The Statement had been revised/reordered (on the suggestion of the Executive) to reflect the Board’s primary role in ensuring that the University has effective arrangements in place to achieve good governance and high levels of assurance. The report had been considered and endorsed by Governance and Nominations Committee on 10 March 2025.

## The Board Resolved:

## To approve the Statement of Relationship Between the Board and the Executive for a further year.

# Updated Scheme of Delegation (agenda item A25)

## The Acting University Secretary & Clerk introduced the report that proposed changes to the University’s Scheme of Delegation. The changes were proposed to ensure that the Scheme aligned with the recent changes to the University’s senior leadership structure. The proposed changes had been considered and endorsed by Governance and Nominations Committee on 10 March 2025.

## The Board Resolved:

## To approve the updated Scheme of Delegation.

# Appointment Procedures (agenda item A23)

## The Acting University Secretary & Clerk introduced the report set out two new procedures on: (i) The Appointment of Chairs of Committees; and (ii) The Appointment of Members of Committees. The new procedures were being introduced to provide greater clarity on the role of the Governance and Nominations Committee in considering proposed appointments. The procedures had been considered and endorsed by Governance and Nominations Committee on 10 March 2025.

## The Board Resolved:

## To approve the new Procedures.

# Calendar of Meetings for 2025-26 (agenda item A24)

## The Chair advised that the proposed Calendar of Meetings for 2025-26 had been withdrawn from consideration at the meeting following informal feedback from Board members. A revised version with additional Board meetings would be presented in the summer term.

## The Board Resolved:

## To note that the Calendar of Meetings for 2025-26 had been withdrawn.

# People, Health, and Wellbeing Committee Summary Report (25 March 2025) (agenda item A25)

## The Vice Chair of the Committee (Kevin Coutinho) presented the Summary Report of the Committee’s meeting held on 25 March 2025. The Committee had considered the following items at its meeting: (i) Chief People Officer’s Report; (ii) Recovery and Transformation – from a people perspective; (iii) Staff Survey 2024 Results and Management Response; and (iv) Equality & Diversity Annual Report for 2023-24.

## The Board Resolved:

## To note the People, Health, and Wellbeing Committee Summary Report.

# All Staff Survey 2024 Results and Management Response (agenda item B07)

## The Chair advised that he had received requests from the Vice Chair and other Board Members to discuss rather than note the report. The Vice Chair referred to some of the low scores detailed in the survey – particularly those that related to staff views on senior leadership and communication within the organisation. The Vice Chair invited the Executive to respond to some of the points raised.

## The Vice Chancellor advised that All Staff Survey 2024 had been conducted at a critical time for the University in May and June 2024. The first round of the University’s Voluntary Severance Scheme had been launched in April 2024 and the University’s Financial Recovery Plan had been approved in May 2024 that highlighted the need to make significant savings to the University’s cost base. It was therefore understandable that staff had expressed concerns through the survey at a time of uncertainty.

## The Vice Chancellor highlighted that significant work had been undertaken since then to engage with staff on the University’s recovery and transformation. This included all staff briefings, the development of FutureMet Hub and the provision of staff survey and culture drop-in workshops during the autumn term. The Vice Chancellor advised that changes to the University’s senior leadership structure were nearing completion. These changes would help achieve increased leadership capacity, streamlined management and clear lines of accountability.

## The Chief People Officer informed the Board that the engagement exercises with staff had generated several thousand comments/responses that were being considered in the development of a new operating model for the University.

## The Vice Chancellor concluded by advising that the Executive had made a clear commitment to effectively engage with staff and over the coming years on the University’s continued recovery and transformation.

## Board members thanked the Vice Chancellor and the Chief People Officer for addressing the points raised.

## The Board Resolved:

## To note the All-Staff Survey Results 2024 and Management Response.

# Remuneration Committee Summary Report (18 February 2025) (agenda item A26)

## The Chair of the Committee (Chris Pilgrim) presented the Summary Report for the meeting held on 18 February 2025. The Committee had considered the following items: (i) Update on Senior Leadership Structure; (ii) Update on Voluntary Severance; (iii) Senior Staff Remuneration Framework 2024-25; (iv) Senior Staff Benchmarking Data; (v) Update on Senior Staff Recruitment; and (vi) Mid year Reviews for Level 1 and Level 2 Staff.

## The Board Resolved:

## To note the Remuneration Committee Summary Report for 18 February 2025.

# Any Other Business (agenda item A27)

## The Chair reminded Board members of the scheduled all-Governor briefing on Financial Recovery that would be held on Wednesday 14 May at 4pm via Teams.

## Part B: Items for Approval or Noting Without Discussion

# TNE Strategic Principles Report (agenda item B01)

## The Board Resolved:

## To note the TNE Strategic Principles Report.

# Spring Term Interim Quality Assurance Report (agenda item B02)

## The Board Resolved:

## To note the Spring Term Interim Quality Assurance Report.

# Annual Report for the Concordat to Support the Career Development of Researchers 2023-24 (agenda item B03)

## The Board Resolved:

## To note the Annual Report for the Concordat for 2023-24.

# Strategy, Planning and Performance Committee Summary Report (12 December 2024) (agenda item B04)

## The Board Resolved:

## To note the SPPC Summary Report.

# Tuition Fees Annual Review (agenda item B05)

## The Board Resolved:

## To note the Tuition Fees Annual Review.

# Equality and Diversity Annual Report 2023-24 (agenda item B06)

## The Board Resolved:

## To note the Equality and Diversity Annual Report for 2023-24.

# Senior Staff Remuneration Policy Framework 2024-25 (agenda item B08)

## The Board Resolved:

## To note the Senior Staff Remuneration Policy Framework for 2024-25.

## Meeting concluded: 6:35pm

## **John Taylor CBE**

## **Chair of the Board of Governors**

## **Cardiff Metropolitan University**