**MEETING OF THE BOARD OF GOVERNORS**

**Thursday 13 May 2021, 4.00pm via Microsoft Teams**

**Confirmed Open Minutes**

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| **Governors Present** |
| Nick Capaldi | Chair and Independent Governor |
| Professor Cara Aitchison | President and Vice Chancellor |
| Gareth Davies | Co-opted Governor  |
| Keira Davies | Student Governor |
| Dr Malcolm James | Academic Staff Governor |
| Professor Myra Nimmo | Independent Governor |
| Menai Owen-Jones | Co-Vice Chair and Independent Governor |
| Midhun Pavuluri | Student Governor |
| Dr Katie Thirlaway | Academic Board Governor |
| Dr Chris Turner | Co-Vice Chair and Independent Governor |
| Scott Waddington | Independent Governor |
| David Warrender | Independent Governor |
| Denn Yearwood | Professional Services Staff Governor |
| **In Attendance** |
| Dr Jacqui Boddington | Pro Vice-Chancellor Student Engagement |
| Christine Fraser  | University Secretary and Clerk to the Board of Governors |
| Professor Sheldon Hanton | Pro Vice-Chancellor Research and Innovation |
| David Llewellyn | Chief Officer Resources |
| Paul Riley | Director of Library and Information Services |
| Professor Leigh Robinson | Pro Vice-Chancellor Partnerships and External Engagement |
| Paul Robinson | Director of Environment and Estates |
| Emily Voisin  | Governance Officer |
| Greg Lane | Head of Governance and Deputy Clerk to the Board of Governors (minutes) |

**PART A**

**1.** **Apologies for Absence and Preliminaries (agenda item 1)**

Apologies for absence were received from Sheila Hendrickson-Brown and Umar Hussain MBE.

Apologies for lateness were received from Paul Matthews and Scott Waddington.

**2. Declarations of Conflict of Interest (agenda item 2)**

There were no conflicts of interest.

**3. Board of Governors Minutes: 11 February 2021 (agenda item 3)**

**The Board Resolved:**

1. **To approve the minutes of its meeting held on Thursday 11 February 2021 as an accurate record.**

**4. Special Board of Governors Minutes: 11 March 2021 (agenda item 4)**

**The Board Resolved:**

1. **To approve the minutes of its meeting held on Thursday 11 March 2021 as an accurate record.**

**5. Special Board of Governors Minutes: 31 March 2021 (agenda item 5)**

 **The Board Resolved:**

1. **To approve the minutes of its meeting held on Wednesday 31 March 2021 as an accurate record.**

**6. Matters Arising (agenda item 6)**

With the reference to the Board’s previous consideration of the Board Effectiveness Review (recorded at section 9 of the 11 February 2021 minutes), the Chair confirmed that the Governance and Nominations Committee was working with the University Secretary on the development of a new University Scheme of Delegation.

With reference to proposals for a Strategy, Planning and Performance Committee (recorded at section 11 of the 11 February 2021 minutes), the University Secretary provided an update that revised terms of reference were being developed for consideration by Governance and Nominations Committee on 28 June. The Committee’s recommendations would be forwarded to the Board for consideration at its meeting on 8 July 2021 with a view to the Committee being established from the start of the 2021-22 Academic Year.

**7. Chair’s Report (agenda item 7)**

 The Chair informed the Board that he had held a meeting with the Co-Vice Chairs, the Vice Chancellor and the University Secretary. The prupose of the meeting was to establish clear ways of working over the interim period until a new permanent Chair of the Board was appointed from 1 August 2021.

 The Chair advised that he had asked both Co-Vice Chairs to take on specific remits as part of their role. Menai Owen-Jones would lead on work to improve Governor liaison with staff and students. Dr Chris Turner would lead on work to develop Governor level oversight of compliance matters.

 The Chair informed the Board that the University had received feedback from HEFCW on the Prevent Duty Annual return (submitted in December 2020). HEFCW had indicated that it was satisfied that the University had provided sufficient demonstrable evidence that it was meeting its statutory duties. The Chair also advised that the University had recently had a Prevent review meeting with HEFCW and that initial feedback had been positive.

 The Chair referred to the Review of Governance of the Universities in Wales recommendations and related Charter (included for consideration at agenda item 13). The Chair emphasised the importance of the recommendations on diversity and inclusivity within the Review.

 **The Board Resolved:**

1. **To note the oral update from the Chair of the Board.**

(Secretariat note: Scott Waddington joined the meeting during discussion of this item).

**8. Vice Chancellor’s Report (agenda item 8)**

The Vice Chancellor introduced their report and informed the Board of recent developments and decisions within the University. The Vice Chancellor was pleased to advise that the University had submitted its largest ever REF submission on Friday 26 March 2021. Four times as many research engaged staff were submitted to REF2021 compared to REF2014. Women comprised 45% of submitted staff compared to 31.5% previously and BAME staff comprised 13.4% of submitted staff compared none previously.

 The Vice Chancellor was pleased to report that the PDR International Centre for Design and Research had been ranked Number 1 in the UK and in the top 25 in the world in iF’s World Design Guide rankings. The Chair requested that the Board’s congratulations be conveyed to the Director of PDR and their team.

 The Vice Chancellor advised the Board the University was the first in Wales to be awarded University of Sanctuary status back in 2018 and that the University continued to demonstrate its commitment to provide opportunities for asylum seekers and refugees. The application process for 2021-22 had gone live in March 2021 during the University’s Global Week.

 The Vice Chancellor provided a brief update on Strategic Planning and advised that information on the process for developing the 2022-27 Strategic Plan would be shared with staff at the all staff briefing on 25 May. The Board would be asked to consider Strategic Planning in detail at its next meeting on 10 June 2021.

 The Vice Chancellor highlighted proposals for a strategic approach to enable the Resetting Academic Staff Profiles. The Vice Chancellor explained the background context and rationale, highlighting that the proposals would enable the University to enhance its potential on research and innovation through rebalancing the staff profile. Proposals might also provide the opportunity to help manage staffing related costs. The proposals had been communicated to the Deans of School earlier that day. The Vice Chancellor advised that the proposals were modest in scale and scope and that a small-scale voluntary redundancy scheme would be used. The Vice Chancellor emphasised the voluntary nature of any redundancies that might be achieved under the proposals. The Board was supportive of the Vice Chancellor’s proposals and stressed the need for clear, positive messaging in communication of the proposals and their scope to academic staff.

**The Board Resolved:**

1. **To note the report from the Vice Chancellor.**

(Secretariat note: Paul Matthews joined the meeting during discussion of this item).

**9. Students’ Union Report (agenda item 9)**

The Students’ Union Vice President introduced their report that provided an update on the recent work of the Students’ Union. The Students’ Union Officer elections were underway with the results for the new President and Vice President for the 2021-22 Academic Year being announced on 14 May 2021. The Students’ Union had good representation from candidates across both campuses and most schools. The Students’ Union Vice President conveyed their thanks to University departments for communicating the elections to students.

 The Students’ Union Vice President was pleased to advise that Students’ Union sports clubs had safely returned to training since the end of April. Nearly 60 teams involving over 1000 students had returned to training. The Students’ Union and the University’s Health and Safety team had worked well together in supporting the safe return of sports clubs to training.

 The Board was informed that the process to recruit new Students’ Union School Representatives and Part Time Officers for the 2021-22 Academic Year would begin as soon as the Students’ Union elections had been completed. The Students’ Union had also recently recruited two casework officers to maintain a strong advice and support service for students (1 replacement caseworker and 1 new caseworker).

 The Students’ Union Vice President concluded by advising that Centro, the Students’ Union venue on Cyncoed campus, would re-open on 17 May 2021. It was hoped that this would create a more ‘normal’ atmosphere on campus and encourage students to use facilities and socialise together in a safe manner.

**The Board Resolved:**

1. **To note the report from the Students’ Union.**

**10. Student Recruitment Update: May 2021 (agenda item 10)**

The Pro Vice Chancellor for Partnerships and External Engagement introduced the report and advised that in terms of applications and acceptances the University continued to outperform the sector. It was reported that all five academic schools were ahead of their position for the previous year in terms of Home FTUG applications and that the University was forecast to be in a strong position for the 2021-22 Academic Year. Considerable effort from the Admissions team meant that the backlog of offers had been cleared and that offers were significantly ahead of last year. The Pro Vice Chancellor outlined the work that the Recruitment and Marketing teams were doing with the five Academic Schools to ensure that offers were converted into acceptances.

 The Pro Vice Chancellor reported that there remained a level of uncertainty over International recruitment due to the Covid-19 pandemic and its impact on travel, global economies and student choice. The Pro Vice Chancellor provided further detail on the University’s flexible and responsive approach to International recruitment during the ongoing pandemic and advised that the University was quietly confident that recruitment targets would be met.

 Board members were reassured that Entry Tariffs for the University’s programmes remained consistent and that the growth in student recruitment numbers was not being achieved through lowering Entry Tariffs. Board members commended the work of the Recruitment and Marketing teams with the Academic Schools in running a number of programme specific ‘Applicant Days’ on-line.

**The Board Resolved:**

1. **To note the update on Student Recruitment for May 2021.**

**11. Return to Campus for Staff and Students (agenda item 11)**

The Board received a joint presentation from senior managers on ‘Building Our Post Pandemic Future: Return to Campus for Staff and Students’. The Vice Chancellor opened the presentation and highlighted key strategic considerations focussing on: the University’s role in Wales’ post pandemic recovery; the University’s increasing outward-looking focus; and the more flexible use of campus spaces. The Vice Chancellor explained how the Estates Plan would align with the University’s Strategic Plan to address more immediate challenges and long-term ambitions.

 The University Secretary outlined the measures that the University had put in place over previous months to support compliance with Covid-19 related requirements and the safe return of a small number of staff and students on to both University campuses. The University Secretary explained how the University was working with Welsh Government and Public Health Wales to plan for the future safe return of a larger number of staff students and on managing and mitigating the risks involved.

 The Pro-Vice Chancellor Student Engagement described work undertaken to identify ‘Covid neutral’ benefits of digital delivery in consultation with staff and students. The Pro-Vice Chancellor outlined work with Environment and Estates Directorate to deliver ‘specialist space’ in response to portfolio expansion. Specific plans had also been devised with regard to staff and student capacity for on campus teaching with (a) 2m social distancing requirements, and (b) no social distancing requirements. The Pro-Vice Chancellor emphasised that digital access and digital equity considerations were being factored in to all proposals.

 The Director of Environment and Estates detailed work that had been undertaken on University campus buildings to ensure the safe return of staff and students to campus. The Director highlighted future planned work and explained how much of this would tie-in with the University’s #Whatnext Project that sought to create agile, fixed and flexible physical work spaces on campus that could be used to support a range of services, tasks and activities.

 The Director of Library and Information Services advised how the University had adapted its IT arrangements to help support effective remote working by staff and students since the onset of the Covid-19 pandemic. The Director also described work on the ‘Metropolis project’ that enabled the expansion of the Cardiff School of Technologies through relocating some professional services departments. Library and Information Services had supported the infrastructure for hybrid working and had enabled accessible and collaborative working. The project had released a significant amount of office space that would be repurposed as teaching space. Similar work in future was planned for other service areas.

 The Chair thanked senior managers for a thoughtful and thorough presentation and acknowledged that the plans being devised and implemented regarding the effective and flexible use of campus space would serve the University well in the longer term. The plans amounted to much more than ensuring a safe return to campus.

**The Board Resolved:**

1. **To note the presentation detailing the proposed arrangements for the return to campus for staff and students.**

**12. Summary Report of Resources Committee: 17 March 2021 (agenda item 12)**

The Chair of Resources Committee introduced the report on business considered by Resources Committee at its meeting on 17 March 2021. The Committee had:

1. considered the Procurement Annual Report for 2019-20;
2. approved the Outturn 2020-21 Second Review Report;
3. approved the University’s Financial Management Code which is required on an annual basis;
4. endorsed the University’s Financial Regulations for approval by Board;
5. considered a report on Staff Pensions and received an update on the three pension schemes that operate within the University;
6. received updates on Student Recruitment, Environment and Estates and People Services;
7. received a briefing on the Higher Education Investment and Recovery Fund as the Committee is responsible for monitoring the £4.3m HEFCW funding awarded to the University; and
8. considered the University’s Equality and Diversity Annual Report for 2019-20.

**The Board Resolved:**

1. **To note the summary report on the Resources Committee meeting held on 17 March 2021.**

**13. Summary Report of Governance and Nominations Committee: 28 April 2021 (agenda item 13)**

 The Chair introduced the report on the business considered by the Governance and Nominations Committee at its meeting on 28 April 2021. The Committee had:

1. approved the draft implementation plan for the Board Effectiveness Review;
2. considered an initial draft of the new University Scheme of Delegation and provided feedback to the University Secretary;
3. considered an update on the recruitment of Independent and Co-opted Governors;
4. considered an update on the recruitment of the Chair of the Board and Chancellor; and (v) discussed membership of Governor-level committees for 2021-22 Academic Year.

 The Chair advised that the Governance and Nominations Committee had given him delegated responsibility for considering a replacement for the Chair of Audit Committee. The current Chair of Audit Committee would be retiring as a Governor at the end of July 2021.

**The Board Resolved:**

1. **To note the summary report on the Governance and Nominations meeting held on 13 May 2021.**

**14. Adoption of Camm Review of Governance in Wales and Related Actions (agenda item 14)**

The Chair introduced the report requesting that the Board adopt the recommendations of the Review of Governance of the Universities in Wales report and the related Governance Charter. The Chair specifically highlighted section 9 of the Commitment to Action within the Governance Charter that covered a set of actions on Diversity and Inclusivity that the Board was required to commit to and provide assurance on to HEFCW.

 The Vice Chancellor highlighted the significant work that the University was undertaking via the Race Equality Charter Mark Task and Finish Group chaired by Dr Aylwin Yafele. The recent Leader’s Exchange on Race Equality held with senior managers throughout the University had proved to be engaging and informative. The Vice Chancellor also highlighted that work included as part of the University’s submission for REF 2021 was from a far more diverse range of academics and research staff than that for REF 2014.

The Pro Vice Chancellor for Student Engagement outlined work that was being carried out by the University to help close the attainment gap for black and minority ethnic students. To this end, it was essential that equality and diversity considerations were designed in to programmes rather than just bolted-on afterwards.

 **The Board Resolved:**

1. **To agree to adopt the recommendations of the Review of Governance of the Universities in Wales and the related Governance Charter.**
2. **To note the specific recommendations on Diversity and Inclusivity contained within the Governance Charter.**

**15. Review of the University’s Financial Regulations (agenda item 15)**

The Chief Officer Resources introduced the report on the University’s Financial Regulations. The updated Regulations had been considered and endorsed by Resources Committee at its meeting on 17 March 2021. The updated Regulations included minor changes to reflect administrative changes and updates to legislation. In future, the Committee would review the Regulations on an annual rather than triennial basis. The Regulations would also be reviewed to ensure that they aligned with the new University Scheme of Delegation that was being developed.

 **The Board Resolved:**

1. **To approve the updated Financial Regulations for implementation within the University.**

**16. Any Other Business (agenda item 16)**

 The Chair was pleased to inform the Board that the University’s People Services Directorate had received the runner-up award for ‘HR Team of the Year’ at the Universities HR Awards for Excellence in 2021 held on 12 May. The University’s award submission had focussed on People Services’ work to grow collective leadership at the University to support a high performing culture. The Chair requested that the Board’s congratulations be conveyed to the Director of People Services and their team.

 The Chair advised Board members that the Board meeting scheduled for 10 June would be a Special Board meeting that would exclusively focus on the strategic planning and horizon scanning.

**17. Spring Interim Quality Assurance Report (agenda item 17)**

The Co-Vice Chair requested that the Spring Interim Quality Assurance Report be moved from Part B to Part A of the agenda in order to highlight the successful outcome of the University’s recent Quality Enhancement Review with the Quality Assurance Agency for Higher Education. The related QAA reports (both outcome and technical editions) had been published on 7 April 2021 and had contained a positive judgement that the University had met the requirements of the European Standards and Guidelines on internal quality assurance and the relevant regulatory requirements of the Quality Assessment Framework for Wales. The University had also received five specific commendations, which was a notable achievement.

The Board placed on record its thanks and congratulations to the Pro Vice Chancellor for Student Engagement, staff in the University’s Quality Enhancement Directorate and all other staff involved in the QER process on achieving a successful outcome to what was a significant and important review.

 **The Board Resolved:**

1. **To note the Spring Interim Quality Assurance Report.**

**PART B**

The Board noted and/or approved the business listed below without discussion:

**18. Summary Report of Audit Committee (agenda item 18)**

 **The Board Resolved:**

1. **To note the summary report of the Audit Committee meeting held on 8 March 2021.**

**19. Dates of Future Board Meetings for 2020-21 Academic Year (agenda item 19)**

**The Board Resolved:**

1. **To note the dates of its scheduled future meetings as follows:**

**Thursday 10 June 2021 at 4.00pm**

**Thursday 8 July 2021 at 4.00pm**

**PART C (Restricted Business)**

**20. Briefing on Employment Tribunal (agenda item 20)**

The Board received a restricted briefing from the University’s legal advisers relating to an employment tribunal.

 **The Board Resolved:**

1. **To note the briefing from the University’s legal advisers.**

**21. Special Board of Governors Restricted Minutes: 31 March 2021 (agenda item 21)**

 **The Board Resolved:**

1. **To approve the Restricted Minutes to the Special Board Meeting held on 31 March 2021.**

(Open Meeting concluded 5.50pm)

(Restricted Meeting concluded 6.35pm)

**Nick Capaldi**

**Chair of the Board of Governors**

**Cardiff Metropolitan University**