

 Board of Governors

**CONFIRMED MINUTES**

**DATE: Thursday 9 December 2021**

**TIME: 4:00pm**

**LOCATION: via Microsoft Teams**

**Governors Present:**

1. John Taylor CBE (Chair of the Board and Independent Governor)
2. Professor Cara Aitchison (President and Vice Chancellor)
3. Nick Capaldi (Independent Governor)
4. Roisin Connolly (Independent Governor)
5. Karen Fiagbe (Independent Governor)
6. Venkateswaramma Gonavaram (Student Governor)
7. Sheila Hendrickson-Brown (Independent Governor)
8. Dr Malcolm James (Academic Staff Governor)
9. Paul Matthews (Independent Governor)
10. Professor Myra Nimmo (Independent Governor)
11. Menai Owen-Jones (Co Vice Chair and Independent Governor)
12. Kirsty Palmer (Academic Board Representative Governor)
13. Chris Pilgrim (Independent Governor)
14. Alison Thorne (Independent Governor)
15. Matthew Tossell (Independent Governor)
16. Dr Chris Turner (Co Vice Chair and Independent Governor)
17. Scott Waddington (Independent Governor)
18. David Warrender (Independent Governor)
19. Naomi Wrigley (Student Governor)
20. Denn Yearwood (Professional Services Staff Governor)

**In attendance:**

1. Professor Jacqui Boddington (Pro Vice Chancellor for Student Engagement)
2. Christine Fraser (University Secretary and Clerk to the Board of Governors)
3. Professor Sheldon Hanton (Pro Vice Chancellor for Research and Innovation)
4. Mairwen Harris (Head of Strategy, Planning and Performance)
5. Professor Rachael Langford (Deputy Vice Chancellor)
6. David Llewellyn (Chief Officer Resources)
7. Paul Robinson (Director of Environment and Estates)
8. Greg Lane (Head of Governance and Deputy Clerk to the Board of Governors) (minutes)

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

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

Apologies for absence were received from Professor Kelechi Nnoaham (Independent Governor) and David Surdeau (Independent Governor).

Apologies for absence were also received from John Cavani, Director of Marketing and External Relations.

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

There were no declarations of conflict of interest.

# **Appointment of Academic Board Representative Governor (agenda item 3)**

The University Secretary introduced the report and advised that Kirsty Palmer (Director of Student Services) had been nominated unopposed for the role of Academic Board Representative Governor following the nominations process undertaken in September and October. The Board approved the appointment as set out below.

**The Board Resolved:**

1. **To approve the appointment of Kirsty Palmer as the Academic Board Representative Governor for a three year term until 31 October 2024.**
2. **To approve the appointment of Kirsty Palmer as a member of the Governance and Nominations Committee until 31 July 2022 i.e. for the remainder of the 2021-22 academic year.**

(Secretariat Note: Kirsty Palmer, joined the meeting at this point).

# **Minutes of the Previous Meeting: 14 October 2021 (agenda item 4)**

**The Board Resolved:**

1. **To approve the minutes of its meeting held on 14 October 2021 as a correct record.**

# **Matters arising (agenda item 5)**

There were no matters arising.

# **Chair’s Report (agenda item 6)**

The Chair of the Board introduced their report and congratulated the Vice Chancellor, all staff and students on the University being awarded the Times Higher Education University of the Year Award for 2021.

The Chair provided an update on the progress of the Tertiary Education and Research Bill. This included; the meeting between the chairs of Wales based universities and the Welsh Government Minister for Education Jeremy Miles MS on 16 November 2021; the provision of evidence by Universities Wales at Senedd’s Children, Young People and Education Committee on 2 December 2021; and the formulation of a joint response with Universities Wales for submission to the Wales Government by 17 December 2021 to highlight key concerns about the Bill. The Chair undertook to keep Board members updated on developments.

The Chair concluded by highlighting the excellent work of the University’s Step in to Sport Team that helped young people at risk in the criminal justice system through the medium of sport. The Chair had visited the team on 9 November 2021 to see their work first-hand. It provided a powerful example of how the University was going beyond its academic remit to provide an incredibly useful service to the wider community.

**The Board Resolved:**

1. **To note the Chair’s Report.**

# **Vice Chancellor’s Report (agenda item 7)**

The Vice Chancellor reflected on the University being awarded the Times Higher University of the Year Award for 2021 and thanked all Board members for their efforts and support in taking the University forward. The Award was widely regarded as one of the most prestigious in the HE sector and it was the first time that it had been awarded to a university in Wales. The Vice Chancellor referred Board members to the judges’ citation and the submission used in support of the University’s bid. The judges’ citation had highlighted that the University had been particularly effective in its approach to managing the challenges of the pandemic through working collectively to support the entire University community. The judges’ citation also recognised the improving performance of the University across a wide range of areas.

The Vice Chancellor was pleased to advise the Board that the University had improved its ranking in the Guardian’s People and Planet University League Table which was the only comprehensive and independent league table that ranked UK universities by ethical and environmental performance. The University had moved from 68th place in 2020 to joint 5th place in 2021. The University was now ranked 1st in Wales. The improvement highlighted the University’s commitment to become carbon net zero by 2030.

The Vice Chancellor referred to the progress of the Tertiary Education and Research Bill and agreed with comments made by the Chair of the Board on the key concerns about the Bill as drafted.

The Vice Chancellor provided Board members with an update on the UCU Strike Ballot. The first in a series of strikes had been held between 1 and 3 December 2021 in 58 universities. However the ballot at Cardiff Metropolitan University had not achieved the required 50% turnout threshold. Consequently UCU members at the University had not engaged in strike action. The UCU was however seeking to re-ballot members. The Vice Chancellor advised that the national strike action had been called in relation to (i) pay; (ii) Workloads and Casualisation; (iii) Equality; and (iv) Pensions. The Vice Chancellor provided key information that highlighted the positive difference between the University and the rest of the sector as a whole that demonstrated the University’s clear commitment to each of these areas and being an employer of choice. The Vice Chancellor suggested that Board members be provided with a briefing on the University’s arrangements to support communication with the Trade Unions. A separate briefing covering the work of the Race Equality Charter Mark Group was also suggested.

The Vice Chancellor concluded by informing Board members of work with the Council for At-Risk Academics (CARA) to help safeguard a female academic from the University of Herat in Afghanistan. Unfortunately it had not been possible to obtain a visa and flight in time in August 2021 but efforts to secure their safe passage to the UK were ongoing. This was representative of the University’s continued commitment and work as a recognised University of Sanctuary.

(The Board was then shown the video presentation used in support of the University’s successful bid to win the UK and Ireland THE University of the Year Award for 2021).

**The Board Resolved:**

1. **To note the Vice Chancellor’s Report.**
2. **To request that a briefing be provided for Board Members covering the arrangements that the University has in place to support communication with the Trade Unions.**
3. **To request that a briefing be provided for Board Members covering the work of the Race Equality Charter Mark Group.**

# **Students’ Union Report (agenda item 8)**

The Students’ Union President and Vice President jointly introduced their report. The Students’ Union President advised that the Students’ Union had organised a successful Diwali Event on 4 November 2021 with over 200 students attending the event. As a result a new society named Insomnia had been approved. The Students’ Union President provided an update on work with the Cardiff Safety Summit to ensure student safety related issues and concerns were raised. The Students’ Union President had also attended the Handshake Careers 2032 WonkHE event to discuss the challenges that universities, students and employers will face over the next decade.

The Students’ Union Vice President provided an update on the Students’ Union Representation Structure and related recruitment and training arrangements. As of 30 November 2021 the Students’ Union had 347 representatives with 207 of these having already received the requisite training. Arrangements were already in place for further training over the following few months.

The Students’ Union Vice President provided further clarification on concerns raised by students about being on campus during the pandemic. Board members had a general discussion on how these concerns could be best identified, recorded and addressed. The University Secretary informed the Board on the University’s updated face covering policy and other measures to help control and mitigate Covid-19 related risks on the University’s campus and student accommodation.

The Pro Vice Chancellor advised that the University had engaged health psychologists to develop its understanding and approach to pandemic related concerns raised by students. The Pro Vice Chancellor also highlighted how the Retention Team had helped students who had been absent from their studies to re-engage with their programmes and wider student life over what had been a challenging period. The team had handled over 200 referrals with well over half of students recommencing their studies.

**The Board Resolved:**

1. **To the note the Students’ Union Report.**

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

# **Strategic Planning and Performance Committee Summary Report (6 December 2021) (agenda item 9)**

The Chair of the Board provided an oral update on the business considered by the Committee at its meeting on 6 December 2021. The Chair advised that the Committee had held an informal discussion on how the Estates Master Plan would link to wider aspects of the new Strategic Plan – covering matters such as Learning, Teaching, Underpinning Educational Philosophy, Sustainability, Commitment to being Carbon Net Zero and the Future of Work Framework.

The Chair advised that the Committee had confirmed the six HEFCW Quality Assurance Governance Statements for 2020-21 on behalf of the Board. The report was included in Part B of the Board agenda for noting (agenda item 23).

The Chair confirmed that the Committee had considered a progress report on the University’s high level Measures of Success and that a paper would be brought before Board for consideration in the Spring Term.

The Chair advised that the Committee had considered reports on Degree Outcomes Statement for 2019-20 and Postgraduate Researcher Experience Survey (PRES 2021). Both reports highlighted that the University was achieving excellent results and progress. The reports were included in Part B of the Board agenda for noting (agenda items 24 and 26).

The Chair advised that the Committee had considered the Student Recruitment Report in detail. The report was included in Part A of the Board agenda for discussion (agenda item 11).

The Chair concluded by advising the Committee had also considered a report on the Evaluation of the Fee and Access Plan 2020/21 and confirmed that all HEFCW reporting requirements relating to this Plan had been met. The Chair advised that the report had originally been included under Part A of the Board agenda for discussion (at agenda item 10) but that it was proposed to move this to Part B for noting. The Board agreed to vary the order of business accordingly.

**The Board Resolved:**

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

# **Student Recruitment Report (agenda item 11)**

The Vice Chancellor introduced the report in the absence of the Director of Marketing and External Relations. The Vice Chancellor provided an update on recruitment and student population information using the most recent data. This included detailed information on home and international recruitment for undergraduate and postgraduate programmes. The Vice Chancellor also provided the Board with an update on student population across each of the five Academic Schools and advised how this aligned with budget expectations for 2021/22.

Board members discussed a range of related issues covering: recruitment and marketing strategy – both home and international; international recruitment agent fees; conversion rates from offers, firm acceptances to enrolment; reputation and financial sustainability; entry tariffs; and performance against comparative/competitor institutions.

**The Board Resolved:**

1. **To note the report on Student Recruitment.**

# **Estates Master Plan Presentation 2022-27 (agenda item 12)**

The Director of Environment and Estates introduced the presentation on the Estates Master Plan 2022-27. Total indicative funding for the proposed Plan was estimated to be £100m and comprised of £20m from existing cash reserves, £40m from annual cash generation over the 2022-27 period, and £40m in additional borrowing.

The Director advised that the proposed Plan would create an Estate that was fit for the future world of learning and work, and would be digitally enabled. The Plan would deliver significant investment in all aspects of the Estate covering academic, residential and sports facilities. The Plan would focus on reviving, repurposing and refurbishing the existing Estate but also involve some new build development. The Plan would also help focus on reducing the University’s carbon footprint with the aim of becoming carbon net zero by 2030.

The Director outlined the overarching planning assumptions in the Plan for future discussion and agreement and also highlighted the key planning considerations involved. The Director presented visual examples of work undertaken on the Estate to date and initial draft visuals to highlight future plans and aesthetical considerations. The Director emphasised that further enhanced and improved draft visuals would be presented to the Board for consideration as work on the Plan progressed. The Director also provided an indicative project list of works to be undertaken on both Cyncoed and Llandaff Campuses.

Board members queried whether the proposed Plan included a swimming pool at Cyncoed. The Director explained the Plan did not because swimming pools were hugely expensive to build and maintain. Moreover, the University already had well developed partnerships in place (via Sport Cardiff) for the operation and provision of swimming facilities.

Board members queried whether there would be sufficient market for the provision of additional student residential accommodation as outlined in the Plan. The Director advised that whilst there had been an oversupply of student accommodation in previous years this was no longer the case. It would therefore be potentially advantageous for the University to increase its provision for a variety of reasons - including enhancing the student experience, supporting student recruitment/growth, and increasing University income.

Board members emphasised that the Plan should help provide space across the Estate to support commercial activity, partnerships/collaboration, and entrepreneurship/start-up companies. Board members advised that this would align with the Welsh Government’s agenda and that related grants would potentially be available. Board members also stressed that academic/research staff should also be consulted on Estate design to ensure their needs were met within the Plan.

Board members welcomed proposals within the Plan for the University to become carbon net zero by 2030 and suggested that the University should explore in detail what environmental grant funding was available.

The Director concluded that the Plan aimed to make substantial improvements across the Estate within a relatively short time frame. It would fully align with the University’s new Strategic Plan that was being developed. The Campus as a whole would provide a statement about the University’s aims, ambitions and values rather than the University just having one new iconic ‘statement building’.

The Director recognised that the Plan was still ‘work in progress’, and undertook to present the next iteration of the Plan to Board members at a meeting in the Spring Term 2022. The Director also undertook to circulate the presentation slides to all Governors (via the Head of Governance).

**The Board Resolved:**

1. **To note the presentation on the Estates Master Plan.**
2. **To request that the Director of Environment and Estates (via the Head of Governance) circulate the presentation to all Board Members.**
3. **To request that the Director of Environment and Estates provide the Board with the next iteration of the University’s proposed Master Plan at a Board meeting in the Spring Term 2022 explaining how this aligns with the University’s new Strategic Plan.**

# **Audit Committee Summary Report (15 November 2021) (agenda item 13)**

## The Chair of Audit Committee introduced the summary report of business considered by the Committee at its meeting held on 15 November 2021.

**The Board Resolved:**

1. **To note the Audit Committee Summary Report.**

(Secretariat Note: Alison Thorne, Independent Governor left the meeting at this point).

# **Annual Report and Financial Statements for the Year Ending 31 July 2021 (agenda item 14)**

## The Chief Officer Resources introduced the Annual Report and Financial Statements for the Year Ending 31 July 2021. The report and statements had been considered and endorsed by Audit Committee at its meeting on 15 November 2021.

The Chief Officer Resources advised that during 2020/21 the University had achieved its highest ever turnover at £122.3m (previously £107.1m during 2019/20). The University had achieved its highest annual cash generation at £18.1m (previously £13.1m during 2018/19). The University had also achieved its highest year-end cash on deposit at £47.1m (previously £31.4m during 2018/19). The University’s balance sheet had strengthened by a £20m increase in Net Assets from £31.1m to £51.4m.

The Chief Officer Resources highlighted that the balance sheet continued to be significantly distorted by pension fund provisions. However this was an accounting phenomenon that did not represent a cash liability and did not pose a threat to the financial sustainability of the University. The Chief Officer Resources also advised that the underlying KPI for staff spend as a percentage of income had made a marginal improvement on the previous year (62.3% in 2020/21 as opposed to 62.8% in 2019/20).

The Vice Chancellor informed the Board that the University was also in the process of developing a new and separate University Annual Report for publication on the University’s web site in February 2022. This would be line with the recommendations set out in the Review of Governance of the Universities of Wales to produce an engaging and comprehensive Annual Report aimed at encouraging stakeholders to engage with the University.

Board members thanked the Chief Officer Resources and his staff on achieving a successful financial outcome for 2020/21 in what had been a challenging and uncertain year due to the ongoing pandemic.

**The Board Resolved:**

1. **To approve the Annual Report and Financial Statements for the Year Ending 31 July 2021 for submission to HEFCW.**

# **External Audit Report and Findings for the Year Ending 31 July 2021 (agenda item 15)**

## The Chief Officer Resources introduced the report provided by the University’s External Auditors (PWC). The report had been considered by Audit Committee at its meeting on 15 November 2021 which the External Auditors had attended. The External Auditors had advised that they expected to issue an unqualified audit opinion on the University’s financial statements (i.e. that the statements were fairly and appropriately presented, without any identified exceptions, and in compliance with generally accepted accounting principles).

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**The Board Resolved:**

1. **To formally receive the External Audit Report and Findings for the Year Ending 31 July 2021.**

# **University Risk Report (agenda item 16)**

## The Head of Strategy, Planning and Performance introduced the report and provided a brief update on the high level risks listed in the report and the actions in place to control/mitigate these risks. The high level risks were on: Policy Changes; IT Security; Student Retention; and Welsh Language. The report had been considered by the Audit Committee in detail at its meeting on 15 November 2021.

Board members were advised that the risk on Student Mental Health had been reassessed and was no longer deemed to be high risk. The Pro Vice Chancellor highlighted that the University had commenced the roll out of the Step Change Programme that provided a refreshed strategic framework for a whole University approach to mental health and wellbeing. The University Secretary also advised that a ‘Deep Dive Exercise’ on Student Mental Health was planned to be undertaken by Audit Committee at its Spring Term meeting.

Board members noted that the University was unlikely to achieve its Welsh Language Measure of Success. The University Secretary advised that action plans that had been developed by each of the five Academic Schools to increase the uptake of students choosing to study in Welsh. The University Secretary confirmed that the University was meeting Welsh Language Standards Monitoring requirements.

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**The Board Resolved:**

1. **To approve the University Risk Report and Register (as at 18 November 2021).**

# **Audit Committee Annual Report 2020/21 (agenda item 17)**

## The Chair of Audit Committee introduced the Audit Committee Annual Report 2020/21 for approval by Board. The report would be submitted to HEFCW by 31 December 2021 as it was one of the assurance documents that the University was required to provide.

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**The Board Resolved:**

1. **To approve the Audit Committee Annual Report for 2020/21.**

# **Remuneration Committee Summary Report (20 October 2021) (agenda item 18)**

## The Chair of Remuneration Committee introduced the summary report of business considered at its meeting held on 20 October 2021. Board members were also asked to note the suite of Pay Policy related documents that were appended to the report. These documents had been approved by the Chair of Committee under Chair’s Action for onward consideration by Board. The Chair of Committee confirmed that the University was compliant with the requirements of the Committee of University Chairs (CUC) Higher Education Senior Staff Remuneration Code.

The Chair of Committee informed the Board that to promote improved transparency the Committee proposed to directly determine all early retirement and severance payments to staff that exceeded £100k and that the Committee’s terms of reference would be updated to reflect this. These would be brought to the next meeting of the Board on 31 March 2022 for consideration and approval.

The Chair of Committee advised that further details regarding the Committee’s decisions on annual pay and reward for Level 1 and 2 staff for 2021/22 could be obtained from the Head of Governance upon request.

The Chair of Committee also offered to meet with staff and student Governors to discuss the work of the Committee in acknowledgement that they were precluded from being members of the Committee by the University’s Articles of Government.

**The Board Resolved:**

1. **To note the Remuneration Committee Summary Report**
2. **To note the Senior Staff Remuneration Policy Framework for 2021-22.**
3. **To note the Annual Pay Report 2020-21; and**
4. **To note the Annual Pay Policy Statement for 2020-21.**
5. **To note that updated Terms of Reference for the Remuneration Committee would be brought to the next meeting of the Board on 31 March 2022 for consideration and approval.**

# **PREVENT Duty Compliance 2020/21 (agenda item 19)**

## The University Secretary introduced the report and a series of related documents established to provide assurance of the University’s continued compliance with the Prevent Duty and the requirements of the Counter-Terrorism and Security Act 2015. Board members had received a detailed joint briefing from South Wales Policy Counter Terrorism Unit and the University’s Head of Compliance (as the University’s designated Prevent Co-ordinator) on Prevent Duty requirements immediately prior to the Board meeting.

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**The Board Resolved:**

1. **To note the Annual Report on Prevent Duty Compliance for 2020/21.**
2. **To note the Prevent Risk Assessment for 2021/22.**
3. **To note the Prevent Action Plan for 2021/22.**

# **Governance and Nominations Committee Summary Report (29 November 2021) (agenda item 20)**

## The Chair of Governance and Nominations Committee introduced the summary report of business considered by the Committee at its meeting held on 29 November 2021. Board members were also invited to note the Governance and Nominations Committee Annual Report for 2020/21.

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**The Board Resolved:**

1. **To note the Governance and Nominations Committee Summary Report.**
2. **To note the Governance and Nominations Committee Annual Report for 2020/21.**

# **Resources Committee Summary Report (10 November 2021) (agenda item 21)**

##

The Chair of Resources Committee introduced the summary report of business considered by the Committee at its meeting held on 10 November 2021. Board members were also invited to note the Resources Committee Annual Report for 2020/21.

**The Board Resolved:**

1. **To note the Resources Committee Summary Report.**
2. **To note the Resources Committee Annual Report for 2020/21.**

# **Any Other Business (agenda item 22)**

The Chair of the Board advised that the report on Welsh Language Standards Monitoring for 2020/21 (listed at agenda item 25) required formal approval by Board under Part A of the agenda rather than noting under Part B. The order of business was therefore revised to accommodate this.

# **Welsh Language Standards Monitoring Report 2020/21 (agenda item 25)**

The University Secretary introduced the report that detailed how the University continued to comply with Welsh Language Standards Monitoring requirements during 2020-21. The University had developed several new procedures and had offered training to staff in order to fulfil its obligations under the Standards that had been introduced by Welsh Government in 2018. The University was required to publish the report on its web site following approval by Board.

**The Board Resolved:**

1. **To approve the Welsh Language Standards Monitoring Report for 2020/21 for publication on the University’s website.**

# **Part B: Items for Noting**

1. **Fee and Access Plan 2020-21 Evaluation (agenda item 10)**

**The Board Resolved:**

1. **To note the report.**

# **Confirmation of HEFCW Quality Assurance Statements for 2020-21 (agenda item 23)**

**The Board Resolved:**

1. **To note the report.**

# **Degree Outcomes Statement for 2019/20 (agenda item 24)**

**The Board Resolved:**

1. **To note the report.**

# **Postgraduate Researcher Experience Survey (PRES 2020) (agenda item 26)**

**The Board Resolved:**

1. **To note the report.**

# **Board of Governors Work Programme for 2021-22 (agenda item 27)**

**The Board Resolved:**

1. **To note the Work Programme for 2021-22**

**(Meeting concluded 6.35pm)**

**John Taylor CBE**

**Chair of the Board of Governors**

**Cardiff Metropolitan University**