

 Board of Governors

**CONFIRMED MINUTES**

**DATE: 14 October 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. W.Gareth Davies (Co-opted Governor)
6. Karen Fiagbe (Independent Governor)
7. Venkateswaramma Gonavaram (Student Governor)
8. Sheila Hendrickson-Brown (Independent Governor)
9. Dr Malcolm James (Academic Staff Governor)
10. Paul Matthews (Independent Governor)
11. Professor Myra Nimmo (Independent Governor)
12. Professor Kelechi Nnoaham (Independent Governor)
13. Chris Pilgrim (Independent Governor)
14. David Surdeau (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 Rachel Langford (Deputy Vice Chancellor)
6. David Llewellyn (Chief Officer Resources)
7. 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 Menai Owen-Jones (Co-Vice Chair and Independent Governor) and Alison Thorne (Independent Governor).

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

There were no declarations of conflict of interest.

# **Minutes of the Previous Meeting: 8 July 2021 (agenda item 3)**

**The Board Resolved:**

1. **To approve the minutes of its meeting held on Thursday 8 July 2021 as a correct record.**

# **Matters arising (agenda item 4)**

There were no matters arising.

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

# **Chair’s Report (agenda item 5)**

The Chair of the Board introduced their report and updated that since taking up the role in August he had held a good number of informal one to one meetings with Governors, Executive Team members and Deans of School. The remainder of outstanding meetings would be completed by the end of the month. The Chair conveyed his thanks for the support he had received since taking up the role and advised that the University was fortunate to have such a collection of talented and committed people leading it during such unprecedented times.

The Chair advised that he would attend a meeting each of the Governor-level committees during the autumn term. The Chair reflected that a helpful joint meeting between the Board of Governors and Management Board had been held on 23 September 2021 to discuss the development of the new Strategic Plan that would be launched in 2022. This in turn had helped inform discussions at the first meeting of the re-established Strategic Planning and Performance Committee on 4 October 2021.

The Chair provided an update on the Chairs of Universities in Wales (ChUW) meeting he had attended at Swansea University on 8 October 2021 that had considered the progress and implications of the Tertiary Education and Research Bill as well as preparatory arrangements for a meeting with the Wales Education Minister, Jeremy Miles MS on 16 November 2021.

**The Board Resolved:**

1. **To note the Chair’s Report**

# **Vice Chancellor’s Report (agenda item 6)**

The Vice Chancellor introduced their report that covered: (i) Key external developments within the HE sector or related sectors as they impacted on the University; (ii) Significant internal developments at the University; and (iii) List of external engagements undertaken by the Vice Chancellor.

The Vice Chancellor referred to the development of the new Strategic Plan and advised that the continued prioritisation of the growth/development of the Cardiff School of Technologies should be specifically added to the key points listed in the document.

The Vice Chancellor provided a brief update on significant developments to the campus estate and environment that took place over the summer and advised that the Board would be invited to consider and discuss the Estates Master Plan at its meeting on 9 December 2021.

The Vice Chancellor was pleased to advise Board members that the newly refurbished Student Hub building would be named the Barbara Wilding Building in honour of the University Chancellor (and former Chair of the Board) who would be retiring from their role at the end of November. The official opening of the building would take place on 10 December 2021 and all Governors would be invited.

The Vice Chancellor referred to the fact that October was Black History Month and highlighted work that the University was doing to support race equality and close the Black attainment gap for students. The Vice Chancellor also outlined some of the progress made by the University’s Race Equality Charter Task and Finish Group and advised that Board members would be provided with a briefing session from Dr Aylwin Yafele, the Chair of the Group in the spring term.

The Vice Chancellor provided a brief update on the University’s latest student recruitment position and advised that a full update would be provided to Strategic Planning and Performance Committee and Board in the December cycle of meetings.

**The Board Resolved:**

1. **To note the Vice Chancellor’s Report**

# **Students’ Union President’s Report (agenda item 7)**

The Students’ Union President and Vice President jointly introduced their report and provided an update on the delivery of Freshers’ Fayre and related activity for 2021. The Freshers’ Fayre had been held on 22 September at NIAC on Cyncoed Campus and had included over 100 stalls from SU Sports Clubs, SU Societies, University services, charities, SU commercial partners and external organisations. The Fayre had been a free ticked event and open to students from all academic Schools. A virtual Freshers’ Fayre was launched on the SU website for students to engage remotely. A hard copy glossy ‘Ultimate Fresher’s Fayre Guide 2021-22’ was also published in mid-August to promote the Students’ Union and its work to potential students ahead of A-Level results being announced.

The SU Vice President provided an update on the recruitment of SU School Reps and SU Part Time Officers. Most recruitment activity had been completed. The SU Vice President advised that SU Societies and Sports Clubs related activity had increased following the Freshers’ Fayre. It was hoped that this was a sign of things returning to normality after the challenges of the previous eighteen months.

The SU President highlighted how the SU was working effectively with partners on community safety (via the Cardiff Safety Summit meetings) and on mental health (via the South East Wales Mental Health Partnership).

The SU President and Vice President jointly set out the work the SU was undertaking to support international students to fully integrate into the University. Particular work was highlighted on support provided to help international students cope with any necessary quarantine requirements and/or overcome social isolation.

Board members commended the SU President and Vice President on the work they had undertaken since taking up their respective roles on 1 August 2021.

**The Board Resolved:**

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

# **Appointment (Election) of Vice Chair of the Board of Governors (agenda item 8)**

The Chair of the Board introduced the report. The Board had elected Dr Chris Turner and Menai Owen-Jones as Co-Vice Chairs of the Board of Governors in an interim capacity in March/April 2021. This had followed the resignation of Baroness Finlay of Llandaff as permanent Chair at the end of March 2021 and the subsequent election of Nick Capaldi, the then Vice Chair as interim Chair until 31 July 2021.

The Chair of the Board advised Board members that he had asked both Co-Vice Chairs to continue to serve in their roles for the remainder of 2021-22 Academic Year to provide the Board and University with the required continuity. They had both agreed to serve if elected. The Board had agreed at its meeting on 8 July 2021 that the new permanent Chair would asked to consider what arrangements would be suitable for the longer term after taking up the role on 1 August 2021.

The Chair proposed that both Co-Vice Chairs would continue with their specific remits – Dr Chris Turner (Compliance), and Menai Owen-Jones (Staff and Students).

The Chair concluded by advising that an election was formally required under the University’s Articles of Government to appoint to the Vice Chair role. The Board unanimously elected Dr Chris Turner and Menai Owen-Jones as Co-Vice Chairs of the Board and agreed to their appointment for the 2021-22 Academic Year.

**The Board Resolved:**

1. **To appoint Menai Owen-Jones (Independent Governor) and Dr Chris Turner (Independent Governor) as Co-Vice Chairs of the Board of Governors for the 2021-22 Academic Year (ending 31 July 2022).**

# **Senior Independent Governor Role (agenda item 9)**

The University Secretary introduced the report and highlighted the revisions made to the Senior Independent Governor Role Description following consideration of earlier drafts at Governance and Nominations Committee on 28 June 2021 and Board of Governors on 8 July 2021. The recent Board Effectiveness Review had recommended that the role should be introduced into the University’s governance arrangements. The role was also being introduced more widely in a number of Universities throughout the UK. The University Secretary highlighted how the role would help support and embed arrangements for the annual appraisal of the Chair of the Board.

The University Secretary advised the Board that the revised draft retained proposals for the Senior Independent Governor Role to be undertaken by the Chair of the Governance and Nominations Committee.

Board members welcomed the improvements made in the revised draft and were generally supportive of what was proposed. However, some Board members highlighted that still held a few concerns as to whether one Governor could undertake both roles within the University’s governance structure without having a conflict of interest – perceived or actual. The Chair recognised the concerns of Board members and undertook to ensure that any arrangements introduced would be kept under review by the Board. Board members agreed to the introduction of the Senior Independent Governor Role within the University’s governance structure and the related Role Description.

Board members had a related discussion on whether additional roles within the University’s governance structure should also have role descriptions. The University Secretary undertook to develop draft role descriptions for Vice Chair of the Board of Governors and Chair of Committee for the Governance and Nominations Committee and Board to consider in the spring cycle of meetings.

**The Board Resolved:**

1. **To approve the introduction of the Senior Independent Governor Role within the University’s governance structure.**
2. **To approve the Role Description for the Senior Independent Governor Role as Proposed.**
3. **To agree that the Senior Independent Governor Role will be undertaken ex-officio by the Chair of Governance and Nominations Committee (currently Nick Capaldi, Independent Governor).**
4. **To request that the above arrangements are reviewed for their effectiveness (at a date to be specified).**
5. **To request that the University Secretary develop draft role descriptions for Vice Chair of the Board and Chair of Committee for consideration by the Governance and Nominations Committee and the Board in the spring cycle of meetings.**

# **Strategic Planning and Performance Committee Summary Report (04.10.21) (agenda item 10)**

The Chair of the Board (as Chair of SPPC) provided an oral summary of the Committee meeting. The Committee had considered the following items: (i) Membership and Terms of Reference for 2021-22; (ii) Fee and Access Plan Update; (iii) External Environment Update; (iv) Strategic Plan 2022 Update; (v) Review of the University’s League Table Performance; and (vi) Briefing on Academic Governance Activity for 2021-22. The Chair advised that updates on the Fee and Access Plan and Strategic Plan 2022 were listed separately for consideration on the Board’s agenda at agenda items 11 and 12 respectively.

**The Board Resolved:**

1. **To note the oral report of the Chair.**

# **Fee and Access Plan Update (agenda item 11)**

## The Head of Strategy, Planning and Performance provided the Board with an update on changes to Fee and Access Plan requirements that had been introduced by HEFCW for 2021-22. It was explained that the requirement for universities to complete bespoke Compliance and Effectiveness Reports had been replaced with a requirement for all universities to include three additional confirmatory statements in their Annual Assurance Report. The additional statements would need to be confirmed by the Strategic Planning and Performance Committee on behalf of the Board prior to submission to HEFCW in December 2021. Board members sought further clarification on the context/rationale behind some of the additional statements that HEFCW had requested universities to confirm.

The Head of Strategy, Planning and Performance also advised the Board of the schedule of Fee and Access Plan related business that the Committee would consider over the course of the year on behalf of the Board.

**The Board Resolved:**

1. **To note the report.**

# **Strategy Development Update (agenda item 12)**

## The Vice Chancellor provided a summary of the progress made on the development on the University’s new Strategic Plan following discussions with VCEG, Board of Governors and Management Board. It was envisaged that the new Strategic Plan would retain the University’s strategic focus on growth, diversification and improvement. This would help bolster the University’s financial sustainability, enhance the University’s reputation and help prioritise the quality of provision to students over the quantity of students. The importance of maintaining the University’s agreed values and behaviours was also emphasised.

The Vice Chancellor highlighted the key areas covered in the report including: (i) Direction of Travel; (ii) Framework; (iii) Priorities; (iv) Thematic Strands; and (v) Academic Development. One of the key aims was establish the University as a top 50 university within the UK. The Vice Chancellor highlighted the 12 key points on the development of the new Strategic Plan that had been identified at the Board of Governors and Management Board joint meeting held on 23 September 2021.

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## The Head of Strategy, Planning and Performance updated the Board on the roll out of engagement sessions to support the development of the new Strategic Plan. The sessions would be open to all staff, students, Governors and selected external stakeholders. The sessions would cover: (i) Students, Teaching and Learning; (ii) Research, Development and Innovation; (iii) International; (iv) Measuring Performance; and (v) Outlining the new Strategy.

Board members provided specific observations on the priorities and thematic strands covered in the report. Board members advised that they felt that good progress had been made on the development of the new Strategic Plan and that the priorities and thematic strands listed aligned with the aims and values of the University. It was anticipated that the priorities and thematic strands identified would encourage discussion on the new Strategic Plan with staff, students and key stakeholders.

The Vice Chancellor advised Board members that an abridged ‘glossy’ version of the new Strategic Plan would be prepared after the main Strategic Plan had been developed and agreed in June/July 2022. This would provide staff, students and key stakeholders with a pithy and easy to read version for reference.

**The Board Resolved:**

1. **To note the report.**

# **Any Other Business (agenda item 13)**

The Chair advised Board members that the next meeting of the Board would take place on 9 December 2021. The meeting had been moved from 25 November 2021 due to the THE Awards for 2021 being held at the same time. The University had been shortlisted for the main award of ‘University of the Year for 2021’ and a number of people would be attending the event.

The Chair advised Board members that Gareth Davies would be retiring as a Governor at the end of November 2021 having served six years on the Board. The Chair thanked Mr Davies for his contribution to the Board and the University over the previous six years. Mr Davies responded and advised that he felt that the University was in a very good place as a mature HE institution that exuded confidence. Whilst the previous 18 months had been challenging the University was in a healthy position on a number of fronts. Mr Davies thanked Board members and University staff and wished the University a successful future.

# **Part B: Items for Noting**

# **Governance and Nominations Committee Summary Report (27.09.21) (agenda item 14)**

**The Board Resolved:**

1. **To note the report.**

# **Audit Committee Summary Report (29.09.21) (agenda item 15)**

**The Board Resolved:**

1. **To note the report.**

# **Board of Governors Work Programme for 2021-22 (agenda item 16)**

**The Board Resolved:**

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

**(Meeting concluded 5.35pm)**

**John Taylor CBE**

**Chair of the Board of Governors**

**Cardiff Metropolitan University**