

Minutes of the Board meeting of the Board of Governors of Glyndwr University held on
Thursday 28th May 2020 3.30 pm by video conference

Present

Mr Jim Barclay
 Mr Paul Barlow
 Ms Ebony Banks
 Mr Jason Davies
 Mrs Laura Gough
 Professor Maria Hinfelaar
 Mr Colin Heron
 Mrs Claire Homard
 Mr Kieran Irwin
 Mrs Celia Jenkins
 Professor Sandra Jowett
 Mr Paul McGrady
 Dr Jayne Mitchell
 Mrs Judy Owen
 Ms Maxine Penlington (Chair)
 Mr Askar Sheibani
 Mr David Sprake
 Mr David Subacchi

Officers:

Mr David Elcock (*Executive Director of Finance*)
 Mrs Lynda Powell (*Executive Director of Operations*)
 Professor Claire Taylor (*Deputy Vice Chancellor*)
 Mr Pete Gibbs (*Executive Director of Human Resources*)
 Dr Aulay Mackenzie (*PVC Partnerships*)

In Attendance:

Mrs Val Butterworth (*Clerk to the Board*)

19.69	Welcome and apologies	
	Members were welcomed to the meeting. There were no apologies.	
	Members introduced themselves and the Chair confirmed the on-line meeting protocols.	
	Kieran Irwin was thanked for his contribution to the Board as this was his last Board meeting as a Governor before his term ended on 30 th June. He would be invited to the July Board as an observer as part of the handover to the new sabbatical officers. Ebony Banks was congratulated on her election as President with effect from 1 st July 2020 and the Board looked forward to meeting the newly elected Vice President, Chloe Williams.	
19.70	Declarations of interest	
	There were no declared conflicts of interest with any item on the agenda.	
19.72	Minutes	
	Received: Minutes of the meeting held on 14 th February 2020.	
	Resolved:	

	That the minutes of the meetings held on 14 th February 2020 were a true and accurate record of those meetings.	
19.73	Matters arising	
	<p>Received: A matters arising report provided by the Clerk.</p> <p>Reported: The Vice Chancellor highlighted that in terms of Strategic collaborations. VCET had identified some additional areas for potential collaboration with Bangor University in Research and Development and in Arts/Health. These will be progressed once meetings are rescheduled. A meeting had been arranged via Teams in a fortnight's time to discuss collaboration initiatives with Coleg Cambria. The Vice Chancellor had been keeping in touch with both the Bangor VC and the Coleg Cambria CEO as part of her regular catch-ups within the region and the sector</p> <p>Resolved: To NOTE the report.</p>	
19.74	Vice Chancellor's Report	
	<p>Received: Written update from the Vice Chancellor.</p> <p>Reported: The Vice-Chancellor highlighted key points from her written report relating to potential financial support for Universities at UK level and in Wales. If any grant support was forthcoming from Welsh Government, it would likely be repayable although without interest attached. It was not yet clear how the UK wide Restructure/Transformation Fund would be utilised or accessed.</p> <p>It was hoped that there would be more clarity on the lockdown measures from Welsh Government shortly, and that this wouldn't widen the gap with measures in place in England. UUK planned to publish a Post Covid recovery principles framework in the first week of June for universities to adapt to their own institutional settings. An early draft of the framework had been shared with VCET and there were no surprises.</p> <p>The University was continuing its communications with students confirming that planning is being undertaken for a September start in line with the rest of the sector. These communications would be developed over time to provide assurances about the safety of the campus and the preservation of the student experience in a reimagined format.</p> <p>The two-week quarantine period for people arriving in the UK from abroad including returning UK citizens had received some criticism in part because it risked deterring international students from commencing their studies at UK universities. Preparations were being put in place to meet the quarantine requirements for those students who travel to commence their studies at the University.</p> <p>Members noted that there were significant numbers of University staff who live in England but who would be allowed to travel to Wales for work. Members were interested to know the number of staff involved.</p> <p>Resolved: To NOTE the report.</p>	PG
19.75	Chair's report	
	Reported:	

	<p>The Chair thanked the Vice Chancellor for her regular briefings and for sight of the updates provided to staff during the lockdown. She had also been in regular contact with the Vice Chancellor and the Clerk, had produced a Vlog for Campus Talk and would produce a further Vlog following the Board meeting.</p> <p>She had joined an on-line CUC conference in April and would be joining further CUC events in June and July. These provided opportunities to share practice on governance in lockdown across the UK. The Chairs of Universities Wales had met on several occasions including once with the Minister for Education in Wales and three times with the Chair of Council and Chief Executive of HEFCW.</p> <p>HEFCW had formed three 'looking forward' groups to address: transition out of lockdown, reinforcement and advocacy of the capabilities of Welsh universities and opportunities for Higher Education in Wales. Welsh Government was planning to issue safety advice for Welsh universities shortly in respect of coming out of lockdown.</p> <p>HEFCW's indicative budget for the HE sector was around 10% less than expected.</p> <p>The new CUC Code had not yet been published and CUC had appointed a new Chair, Michael Queen who is Chair of the Board at University of Surrey.</p> <p>Resolved: To NOTE the Chair's verbal report.</p>	
19.75	<p>Students' Union President's Report</p>	
	<p>Received: The Students' Union President's report.</p> <p>Reported: The Students' Union President presented the report and thanked governors for the support and advice he had received from them whilst serving as a governor.</p> <p>He highlighted the recent elections resulting in the appointment of Ebony Banks as President and noted that there were 5 part time positions yet to be filled. There was a FAST representative in place until September when by-elections would be held to appoint a new rep from October.</p> <p>In the current situation the SU's role had focussed on listening to students and directing them to the right services and people within the University to provide the support required. This engagement was assisting the SU with their strategy development.</p> <p>A new Student Advisory Group, led by the Vice President, would seek students' views both formally and informally on the plans to reimagine the student experience from September 2020. There had been good engagement in this group so far. The Vice President outlined her manifesto as President.</p> <p>Resolved: To NOTE the report.</p>	
19.76	<p>Financial management report</p>	
	<p>Received: Financial management report to 30th April 2020.</p> <p>Reported: The Executive Director of Finance presented the report and highlighted the change in position between February, when a net surplus year end position had</p>	

	<p>been reported, to the current position of a forecast net deficit of -£352K against a budgeted surplus of £692k. The report included an assessment of the impact of the coronavirus situation which had led to the revised forecast outturn. The reduced level of income had been partially offset by the income from the disposal of the surplus land at Mold Road/Crispin Lane and reduced pension provision interest. The £436k profit recognised from the disposal of the surplus land at Mold Road/Crispin Lane was the difference between the value for the site held on the balance sheet and the capital receipt and was a non-cash item, within the SOCI.</p> <p>Staff costs and vacancies were being well-managed with underspend and additional savings through furloughing staff, but off set by costs of relaxing holiday entitlement whereby staff would be permitted to carry forward additional leave into 20/21. Capital expenditure was in line with expectations given that capital programmes were currently on hold. Bank covenants were currently being met although this may not be the case at the end of the year. AIB had confirmed they would not hold borrowers to covenant compliance now, although their position beyond July was to be confirmed.</p> <p>The cash flow position was improving, with no forecast requirement to call upon working capital facilities, or the temporary bank overdraft Barclays had offered, until January 2021. Year-end cash balances were forecast to be positive, albeit reduced from the original budget. Collaborative provision was expected to exceed budgeted income levels.</p> <p>Both subsidiary companies' performance had been damaged by the loss of income during the coronavirus pandemic.</p> <p>It was possible that general expenditure could reduce depending when on- campus activities restarted.</p> <p>The forecast year-end position was disappointing after the financial recovery over the last few years, but the Executive team were working hard to manage the situation.</p> <p>Resolved: To NOTE the report.</p>	
19.77	Preparation of the 2020/21 budget	
	<p>Received: Report on the preparation and considerations for the 2020/21 budget.</p> <p>Reported: The Chair noted that the report requested guidance from the Board on the key considerations for the 20/21 budget, which may be difficult over video conference. Therefore, members were invited to submit views to the Clerk by Wednesday 3rd June for inclusion in the discussions at the Strategy and Finance Committee that would be held to test the budget assumptions.</p> <p>HEFCW required the University to set and submit a budget for 2020/21 and forecasts for 2021/22 by the end of July. It was very likely that the budget would need to be revised in the autumn to take account of known student numbers.</p> <p>The Executive Director of Finance highlighted the key features and underlying assumptions of the budget modelling prior to the coronavirus situation which would have resulted in a year-end net surplus of £863K. The revisions to take account of the coronavirus impact showed the variance between the original and the revised modelling with a significantly lower net surplus. It would be critical to ensure that decisions made now and in 2020/21, to ensure the ongoing</p>	ALL

	<p>sustainability of the University, should not result in a negative impact for the University beyond 2021 when student number improvements were anticipated in part due to an increase in the number of 18-year olds, supplemented by increased international students.</p> <p>The paper outlined the scenarios modelled and the potential mitigations. The availability of any UK or Welsh Government support was as yet unknown.</p> <p>It was highlighted that the University had provided a worst-case financial scenario to HEFCW on 20th April to inform their report to Welsh Government on the potential impact of the coronavirus situation on the sector. This had needed to be turned around in 24 hours and it had not been possible to share the information with the Board in advance. When the information was shared with Welsh Government it had been done at a sector, not institutional level. The scenarios were largely unmitigated, and the data presented to the Board now represented a more considered analysis of the potential scenarios, developed from the initial HEFCW returns.</p> <p>It was noted that HEFCW had sought for Welsh universities to include a set of assumptions within the forecasts.</p> <p>Resolved: To NOTE the report.</p>	
19.78	Welsh Governance Review	
	<p>Received:</p> <ul style="list-style-type: none"> (i) Governance Charter for Universities in Wales (ii) Commitments to Action – university action plan <p>Reported:</p> <p>The Clerk presented the report highlighting the process undertaken to develop the draft action plan which included scrutiny by Nominations and Governance Committee.</p> <p>The Welsh university sector was expected to adopt the Charter and take ownership of the commitments to action, but implementation of the latter would be monitored by HEFCW. The University would also need to report on progress to implement the actions in its annual report.</p> <p>Some actions were dependent upon other bodies working together to achieve the required outcome i.e. ChUW, Universities Wales and HEFCW; therefore, a specific date could not be included. However, the Board would aim to complete the full action plan before the end of 2021/22 if possible, with dates for actions within its control completed much sooner.</p> <p>It was confirmed that the Nominations and Governance Committee would monitor implementation of the action plan, reporting periodically to the Board.</p> <p>The most challenging recommendations were those relating to understanding culture and the need for the institution to adhere to its values. It was considered that the staff engagement survey would contribute to this area as scores in the 2018 survey were high in questions relating to culture. The applicable questions would be drawn out of the results of the 2020 survey due to be launched in October.</p> <p>Resolved: To AGREE to adopt the Governance Charter</p>	

	To APPROVE the university action plan.	
19.79	Re-imagining Post Covid at WGU	
	<p>Received: Re-imagining Post Covid at WGU – a framework.</p> <p>Reported: The Vice Chancellor introduced the Framework which was routed in the University's values. The Framework document would be updated regularly and would track Gold Command decisions as UK, Welsh Government and other guidance and measures were made available. Since the Framework had been drawn up Welsh Government had published its guidance for working safety during Covid-19 in offices and contact centres and for labs and research facilities and on Higher education and student support.</p> <p>The HE sector is considered to have a key role in delivering the skills for economic recovery.</p> <p>The Deputy Vice Chancellor explained the roles and broad work of the academic continuity group and the operational continuity group with input from the student advisory group. All these groups were working to the principles of the Framework, had cross membership and were communicating to ensure there was no duplication of effort. The plans in progress were considered deliverable and achievable.</p> <p>The key academic priority had been the revision to the academic regulations to ensure no detriment to students in line with a sector-wide approach. The revised regulations had been well received by students and staff. The academic continuity group was now focussing on what September will look like and a wholesale module audit was underway, as well as an audit of staff capability in respect of digital tools. Appropriate staff development would take place over the summer.</p> <p>Individual timetables would be produced by the end of August for students which would be clear about the mix of classes, on campus and online activity. The aim was to ensure asynchronous learning so that students who are unable to attend on campus would be enabled to achieve the required learning outcomes however and wherever they study.</p> <p>It was confirmed that there were no plans to suspend any current programmes.</p> <p>Significant work had been undertaken to engage with PSRBs and they had generally been helpful and flexible regarding alternative solutions for placements and lab activity. Some placement activity has been deferred but it was not possible to defer this for too long without detriment to students. It was observed that placement partners may not be ready to accept placement students as quickly as the University was able to adapt its teaching offer.</p> <p>A teaching staff governor confirmed that he had felt supported in the move to on-line teaching; and the engineering subject areas would be able to ensure work could be undertaken safely in engineering workshops for September.</p> <p>The Executive Director of Operations reported on the work of the operational continuity group and the workstreams underway to prepare the buildings and control access, to prepare the workforce and communicate confidence and create a social distancing plan. Initial plans were due to be considered by Gold Command on 1st June. The group was also considering a range of other matters including health and safety risk assessments and insurance matters with the aim of producing guidance.</p>	

	<p>The SU Vice President outlined how the student advisory group was engaging in the work of both continuity groups.</p> <p>The results of the 'pulse' survey would be considered on 1st June. The outcome was generally positive with most staff feeling supported throughout the coronavirus situation.</p> <p>Members considered that the Framework based around the University's values safeguarded staff and students and offered opportunities for success. The Board ENDORSED the approach being taken and congratulated the VCET.</p> <p>Resolved: To NOTE the report and the framework.</p>	
19.80	Campus 2025	
	<p>Received:</p> <p>(i) A Campus 2025 report including updates on: planning appeals, disposal of the surplus land at Mold Road/Crispin Lane site, disposal of the Northern Quarter, developments at Xplore! and exceptional insurance matters relating to student accommodation.</p> <p>(ii) The contract award recommendation report for Phase 2 'B' corridor and associated works refurbishment</p> <p>Reported: The Executive Director of Operations outlined the process undertaken in tendering for the phase 2 'B' corridor works resulting in the recommendation made within the report. The Chair of Strategy and Finance had queried the scoring relating to health and safety and the close scoring of two of the tenders in relation to quality and had received a very comprehensive explanation from the procurement advisor with which she was satisfied.</p> <p>Resolved: To NOTE the report.</p> <p>To APPROVE the award of the contract to Pave Away Ltd for the sum stipulated within the report.</p>	
19.81	HEFCW Triennial Assurance Review	
	<p>Received: Final report of HEFCW's visit February 2020 to undertake their triennial quality assurance review.</p> <p>Resolved: To NOTE the report.</p>	
19.82	Academic Board	
	<p>Received: Report of the Academic Board meeting held 5th March 2020.</p> <p>Resolved: To NOTE the report</p>	
19.83	Circulars and consultations	
	<p>Received: A report on HEFCW circulars and consultations relating to: an additional governing body quality and standards assurance statement; Covid-19 impact on HEFCW funding, regulation and reporting matters; publication of NSS data; and HEFCW's consultation on monitoring of institutional behaviour and performance regarding admissions for 20/21.</p>	

	<p>Resolved: To NOTE the report.</p>	
19.84	Committees of the Board	
	19.84.01 Nominations and Governance Committee	
	<p>Received: Report of the meeting held on 7th May 2020</p> <p>Resolved: To NOTE that the unconfirmed minutes of 7th May had been circulated in advance of the Board papers.</p> <p>To NOTE the report of the Committee.</p>	
	19.84.02 Audit Committee	
	<p>Received: Report of the meeting held on 13th March 2020</p> <p>Resolved: To NOTE that the unconfirmed minutes of 13th March had been circulated in advance of the Board papers.</p> <p>To NOTE the report of the Committee.</p>	
	19.84.03 Strategy and Finance Committee	
	<p>Received: Report of the meetings held on 7th April and 6th May 2020.</p> <p>Resolved: To NOTE that the unconfirmed minutes of 7th April and 6th May had been circulated in advance of the Board papers.</p> <p>To NOTE the report of the Committee.</p>	
19.85	Chair's performance review	
	<p>The Chair thanked governors and the executive for engaging in the review process; and for governors' support, as without it her role would be much more difficult. The Chair then left the meeting.</p> <p>Reported: The Vice Chair provided a verbal report on the process undertaken, the three questions posed and the outcomes. The outcomes had been discussed at length with the Chair in advance of the meeting.</p> <p>The results were overwhelmingly positive with the Chair considered supportive and helpful with excellent sector experience, courtesy and warmth. Her commitment, contribution and leadership style were highlighted. Suggested areas of development were leading the Board in raising its profile amongst staff and students and the Chair had agreed to work with the Vice Chair and the Vice Chancellor on this; and to increase the Chair's profile in the business community which the Vice Chancellor agreed to assist with. Members suggestions about raising the profile of the Board collectively were invited via the Clerk to the Board. The Chair was considered to exemplify the University's values. The file copy of the summary out come was available through the Clerk on request.</p> <p>Resolved: To NOTE the report.</p>	