

Minutes of the meeting of the Board of Governors of Glyndwr University held on **Friday 1st October 2021** 9.00 am in room B103, Glyndwr University, Plas Coch, Mold Road, Wrexham LL11 2AW.

Present

- Jim Barclay
- Paul Barlow
- Martin Chambers
- Colin Heron
- Professor Maria Hinfelaar
- Lauren Hole
- Claire Homard
- Celia Jenkins
- Sally Lambah
- Diane McCarthy
- Judy Owen
- Maxine Penlington (Chair)
- Amy Rowley
- Askar Sheibani
- David Sprake
- Richard Thomas
- Maureen Wain

Officers:

- Val Butterworth (*Clerk to the Board*)
- David Elcock (*Executive Director of Finance*)
- Dr Aulay Mackenzie (*PVC Partnerships*) [*Items 21.02 – 21.11 only*]
- Lynda Powell (*Executive Director of Operations*)
- Professor Claire Taylor (*Deputy Vice Chancellor*)
- James Dawson (*Director Strategic Planning and Student Administration*) [*Items 21.24 only*]

In attendance: Aaron Porter (*Advance HE observer*)

Apologies:

- Pete Gibbs (*Executive Director of Human Resources*)
- Professor Sandra Jowett
- Paul McGrady
- David Subacchi

21.01	Welcome and apologies	
	Members were welcomed to the meeting and apologies noted. New governors were welcomed to their first meeting.	
	Aaron Porter from Advance HE was welcomed as an observer conducting the Board’s effectiveness review.	
21.02	Declarations of interest	
	There were no conflicts of interest with any item on the agenda.	
21.03	Actions by circulation	
	Received: A report of action taken through circulation as a matter of record.	
	Resolved: To NOTE the report.	

21.04	Membership	
	<p>Received: Update on membership and a proposal on the appointment of new members to Committees.</p> <p>Reported: An update on the appointment of a new Chair and the interview process was provided. The process would include a campus tour and informal discussion with a small number of governors, including the Vice Chancellor, prior to a formal interview. The interview panel was confirmed at Paul Barlow, Judy Owen, Professor Sandra Jowett, and Dr Emyr Roberts as an external member.</p> <p>Resolved: To NOTE the report.</p> <p>To APPROVE the appointment of Diane McCarthy, Maureen Wain, Richard Thomas, and Professor Martin Chambers to the Board's Committees as proposed.</p>	
21.05	Minutes	
	<p>Received: Minutes of the meeting held on 15th and 16th July 2021.</p> <p>Resolved: That the minutes were agreed as a true and accurate record of the meeting subject to correction of the date on the confidential minutes.</p>	
21.06	Matters arising	
	<p>Received: A matters arising report provided by the Clerk.</p> <p>Reported: The Vice-Chancellor reported that she had advised HEFCW of the University's plans for a Manchester Campus with an established private provider. HEFCW had subsequently sought clarification on a several points around due diligence and a response had been provided.</p> <p>Resolved: To NOTE the report.</p>	
21.07	Vice Chancellor's Report	
	<p>Received: Vice Chancellor's response to the Students' Union's annual impact report.</p> <p>Reported: As significant discussion had taken place around the external environment and strategic opportunities and challenges at the strategy session the previous day, the focus of the Vice Chancellor's update was the response to the Students' Union Impact report.</p> <p>The transparent and readable format was commended as were the SU's efforts to reach out to all student cohorts including those at partner institutions. The SU were encouraged to increase the voter turnout in their democratic processes and they responded that work continued to improve this. It was anticipated that their new social media assistant would make an impact on increased student engagement.</p> <p>The Virtual Town Hall event involving engagement of political representatives across all parties was a significant achievement. The SU's request to be actively involved and briefed by management on key developments at the University would continue, and support for the production of induction packs for the next academic year would be picked up through the regular channels led by the Deputy Vice Chancellor and the Executive Director of Operations.</p>	

	<p>Resolved: To NOTE the Vice Chancellor's Report.</p>	
21.08	<p>Students' Union President's Report</p> <p>Received: The Students' Union President's report September 2021.</p> <p>Reported: The SU President highlighted the successful Welcome Week and Freshers' Fair on campus alongside which digital events had been offered. All in person events had also been live streamed.</p> <p>Some organisational changes had resulted in Marc Caldecott being appointed as Head of Membership services to provide more structured support to the sports, societies, advice, and representation areas of the SU team alongside their representation and democracy responsibilities. The Head of Membership would also act as a deputy CEO when needed.</p> <p>The SU President would continue to implement their manifesto pledges with support from the SU Team. VCET support on a 1:1 basis was offered to help sabbatical officers in any areas of identified development need.</p> <p>The Board welcomed the contribution and feedback from the student governors.</p> <p>Resolved: To NOTE the reports.</p>	
21.09	<p>Projected Outturn 2020/21</p> <p>Received: Projected financial outturn position for the University Group 2020/21.</p> <p>Reported: The Executive Director of Finance presented the report and highlighted the projected outturn operational surplus of £2,535k and £1.814k net surplus subject to external audit. Delivering this 6th year of surplus would assist when seeking to refinance the University's term loan in 2022. It was recognised that the Higher Education Investment Recovery Fund had contributed to the positive financial performance allowing the University to invest in its campuses and the student experience, as well as providing direct support to students.</p> <p>The reasons for the variances between the draft outturn and the June 2021 forecast were outlined. This included increased income from TNE, International and postgraduate provision and tight control of non-pay costs. There was now a lower impairment in respect of Corbishley Hall, Northop. This was following an independent valuation which took account of the use of the ground floor for other purposes despite the mothballing of the halls of residence.</p> <p>Staff costs had been impacted by movements in pension and accounting adjustments including the LGPS current services costs, following actuaries' review and determination that the University needed to pay more to meet the current valuation liabilities of the scheme.</p> <p>Bad debt costs were higher due to lower debt recovery during the year impacted by increased student debt and debt incurred by smaller companies. This reflected the economic environment affected by the Covid-19 pandemic. The International Office was working with Finance on recovery of international student debt, noting that international recruitment agents' commission was only paid when the University received payment from the students at enrolment.</p>	

	<p>The Chair of Strategy and Finance Committee thanked the Finance Team on a clear report and noted that whilst the need to return partial part-time credit funds to HEFCW was disappointing, there were plans to deliver the full allocation in 2021/22.</p> <p>Resolved: To NOTE the report.</p>	
21.10	Term Loan Refinancing	
	<p>Received:</p> <ul style="list-style-type: none"> (i) Report on AIB loan extension (ii) Heads of Terms (iii) Advice letter from the Executive Director of Finance to the Board (iv) Minutes from the Strategy and Finance Committees consideration of the loan refinancing options. <p>Reported:</p> <p>21.10.01 Annual report and Financial Statements 2019/20 Members were advised that on the basis of receipt of the credit backed AIB one-year loan extension and the capital received from the sales of the Northern Quarter and the Gatewen sites KMPG had signed off the 2019/20 annual report and financial statements. The Group financial statements had now been filed with the Charity Commission and the subsidiary company accounts would be filed following the Board meeting thereby meeting the extended filing deadlines.</p> <p>21.10.02 Term Loan The Executive Director of Finance highlighted the commercial terms of the loan and noted that the covenants associated with the term loan extension were in line with existing covenants and could be complied with. Additional security had been requested to meet AIB's loan to security value ratio. The previously held charge over the Northern Quarter had now been replaced with cash backed security utilising the proceeds of the sale, however a further charge over the Plas Coch campus was an additional requirement. HEFCW approval would be required in respect of this security charge. HEFCW had been made aware of the potential requirement and had previously advised their approval would be provided.</p> <p>Members explored the matter of the negative pledge and it was confirmed that funding for Campus 2025 projects was excluded from the negative pledge.</p> <p>The University's prospects of securing a new term loan in 2022 were unknown but were deemed to be better than before given the six years of surplus outturn and the improved current cash position, alongside overall improvement in the economic outlook since the last Request for Proposal was issued. Discussions had been on going with two banks although the wider market would be explored. The slight concern was that some lending institutions place significant emphasis on full time UK undergraduate numbers, which were not at budgeted levels.</p> <p>Resolved: The Board RECEIVED and CONSIDERED in terms of the loan extension:</p> <ul style="list-style-type: none"> (i) The Heads of Terms (ii) The recommendation emanating from the Strategy and Finance Committee of 24th September 2021 who had considered the financing options in relation to the loan extension. <p>On the basis of the information and written advice from the Executive Director of Finance of the University and exploration of the covenants in the Facilities Agreement and the transactions contemplated by it, and the associated risk, the Board was satisfied that:</p>	

	<ul style="list-style-type: none"> • the terms of the loan extension are the best that can be reasonably achieved by the University; • the terms of the loan extension represent an acceptable level of risk from the Board’s perspective; • the security requirements from the lender consisting of: <ul style="list-style-type: none"> ○ a charge over Wrexham Student Village ○ retaining the proceeds of the sale of the Northern Quarter ○ a debenture security covering the Plas Coch campus <p>represent an acceptable position given the requirements of the lender.</p> <p>The Board APPROVED</p> <p>(i) the entering into a one-year extension of the £10,000,000 term loan facility between the University as borrower and AIB Group (UK) as lender. The purpose of the loan having been to finance the acquisition in 2018 of Wrexham Student Village;</p> <p>(ii) the costs associated with the extension of the AIB loan extension of £26,250k plus VAT and legal fees; and</p> <p>(iii) that the Chair of the Board signs and seals the Facility and any other Agreement in connection with the loan extension to 23rd August 2022, along with a second Trustee of the University.</p>	
21.11	Campus 2025	
	<p>Received: Campus 2025 update</p> <p>Reported: Following the recent sale of the Northern Quarter and Gatewen sites, the Dean Road site was being marketed. Two developers had been granted a license to undertake exploratory ground works at the site.</p> <p>The background to the planning condition relating to highway works at the Crispin Lane/Mold Road junction was provided. Whilst the University acknowledged the need to ensure highway safety at this junction, there was concern that the Wrexham Gateway Partnership, being a major scheme in the area of Crispin Lane, would lead to works carried out by the University to be dug up and replaced. The significant costs associated with moving utilities, in particular those associated with BT Openreach to divert and reroute telecommunication and fibre cabling, was not seen as the best use of public funds when the works would not remain permanently. In addition, there would be significant disruption to local residents and businesses in junction works being undertaken by the University and then again as part of the Wrexham Gateway Partnership’s plans.</p> <p>It was noted that the junction improvement works would be achieved as an integral part of the Wrexham Gateway Partnership’s masterplan proposals which is a dedicated regeneration scheme with committed funding. The University continued to be a key contributor to the Partnership and aimed to integrate its plans with the those of the Partnership in due course.</p> <p>The University’s planning consultant was applying to Wrexham County Borough Council’s planning department to seek the discharge of the condition.</p> <p>The requirements relating to the Health Education and Innovation Quarter (HEIQ) were outlined and included specialist and simulation facilities and, if adopted as part of the Campus 2025 strategy, would be a priority project. The business case for the refurbishment and new build would be presented to Strategy and Finance</p>	

	<p>Committee and Board in due course. During the next 12 months expenditure for this project would relate only to design and planning application fees.</p> <p>Following a request by Strategy and Finance Committee the phasing and the funding plan would be updated to include the HEIQ project, and show clearly the completed projects, the priority projects and those which had been moved down the priority list. This would be circulated in due course.</p> <p>Resolved:</p> <p>To NOTE the report.</p> <p>To APPROVE the inclusion of the Health, Education, and Innovation Quarter in the list of accepted projects as part of the overall Estates and Learning Environment Strategy.</p>	DE
21.12	Response to HEFCW - NSS	
	<p>Received:</p> <p>(i) The University's response to HEFCW regarding the NSS outcomes and related action plans</p> <p>(ii) NSS 2021 outcomes report.</p> <p>Reported:</p> <p>The Deputy Vice Chancellor presented the report and the background to HEFCW's request. The action plans were used as operational management tools and monitored by the Faculty Management Teams reporting on progress to Learning, Teaching Quality Committee and Academic Board.</p> <p>It was clarified that overall satisfaction is a stand-alone question in the NSS. One programme in particular in Applied Arts had plummeted from between 90 and 100% in the prior 4 years to below 60% in 2021. This was largely related to the lack of practical studio/ workshop time because of the Covid19 pandemic.</p> <p>The Board congratulated everyone involved in the achievement of higher than benchmark scores in eight of the nine sections of the NSS 2021.</p> <p>Resolved:</p> <p>To NOTE the reports.</p>	
21.13	Graduate Outcomes Survey 2018/19	
	<p>Received:</p> <p>Graduate Outcomes Survey 2018/19 institutional report.</p> <p>Reported:</p> <p>It was reported that the results of the survey were used to inform the University's Employability Strategy. It was noted that Glyndŵr graduates progressing into further study was below the Wales and UK averages although there was no clear reason why. It may be possible to triangulate the reasons for this through alumni networks. A more structured way to keep in touch with alumni needed to be put in place and the Careers Team could support this through their WGU Connect System.</p> <p>Resolved:</p> <p>To NOTE the report.</p>	
21.14	Chair's report	
	<p>Reported:</p> <p>The Chair reported on events she been involved in since the July Board. The HE Guidance Task Group was now in abeyance. The next Chairs of Universities Wales meeting was scheduled for 8th October and the Chair would be attending the CUC Plenary on 14th October virtually.</p>	

	<p>Resolved: To NOTE the report.</p>	
21.15	Report from Academic Board	
	<p>Received: Report and minutes from Academic Board's September 2021 meeting.</p> <p>Reported: Academic Board had considered the six annual quality and standards assurance statements and reviewed evidence to assist the Board in determining their response to the statements to HEFCW. The evidence would be provided to the Quality and Standards Scrutiny panel on 21st October and subsequently to the Board in November.</p> <p>Resolved: To NOTE the report and minutes.</p>	
21.16	Corporate Risk Report	
	<p>Received: Corporate risk summary and Risk Heat Map, September 2021</p> <p>Reported: The Director of Strategy Planning and Student Administration reported that the corporate risk register and mitigating actions had undergone significant review over the summer taking account of the Audit Committee's comments in June. The Physical Learning Environment risk however had yet to be reviewed. The scores for 4 risks had decreased including around financial sustainability which had been informed by the University's track record of consistent financial performance and improved financial resilience.</p> <p>Developments in the external environment would continue to impact the University and would be monitored as part of the risk register.</p> <p>Resolved: To NOTE the report.</p>	
21.17	Board annual report	
	<p>Received: Annual report of the Board 2020/2.</p> <p>Reported: The Board requested an additional item to be added to their workplan for 2021/22: "To continue to monitor the political environment and external strategies as they impact on the University; and consider the University's responses accordingly including those in England and those related to structural reforms arising out of the Tertiary Education and Research (Wales) Bill."</p> <p>Resolved: To APPROVE the report as an accurate summary of the work the Board had undertaken during 2020/21.</p> <p>To APPROVE the workplan for 2021/22, subject to the inclusion of the addition noted above.</p> <p>To AGREE the sharing of the report with Academic Board, HEFCW and all staff via WGYou intranet.</p>	
21.18	Management Committee's Annual report	
	<p>Received: Management Committee's Annual report for 2020/21.</p>	

	<p>Resolved To NOTE the report.</p>	
21.19	<p>Register of Interests</p>	
	<p>Received: Register of Governor interests.</p> <p>Resolved To NOTE the report.</p>	
21.20	<p>University Seal</p>	
	<p>Received: A report on application of the University Seal in respect of three capital development projects, one contract for provision of a CRIS system and a Transfer in part related to the disposal of the Norther Quarter to Edwards Homes.</p> <p>Reported: The Clerk requested the signing of a written resolution which authorised two of the charity trustees to execute legal documents on behalf of all the trustees under section S333 of the Charities Act 2011.</p> <p>Resolved To NOTE the report.</p> <p>To APPROVE the signing of the Trustee Resolution.</p>	
21.21	<p>Committees of the Board</p>	
	<p>21.21.01 Audit Committee</p>	
	<p>Received: Report of the meeting held 17th September 2021</p> <p>Resolved: To NOTE the report of the meeting held on 17th September 2021.</p> <p>To NOTE that the unconfirmed minutes of 17th September had been circulated separately to the Board papers.</p>	
	<p>21.21.02 Nominations and Governance Committee</p>	
	<p>Received: Report of the meeting held 10th September 2021</p> <p>Resolved: To NOTE the report of the meeting held on 10th September 2021.</p> <p>To NOTE that the unconfirmed minutes of 10th September had been circulated separately to the Board papers.</p>	
	<p>21.21.04 Strategy and Finance Committee</p>	
	<p>Received: Report of the meeting held 24th September 2021.</p> <p>Reported: The Chair of the Committee sought clarity on the roof repairs to Henblas House which is the location of Xplore! It was confirmed that the repairs were additional to those originally factored into the budget and which had been completed. The costs for the latest repair were awaited.</p> <p>Resolved: To NOTE the report of the meeting held on 24th September 2021.</p>	

	To NOTE that the unconfirmed minutes of the 24 th September had been circulated separately to the Board papers.	
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End

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