

Minutes of the meeting of the Board of Governors of Glyndwr University held on **Friday 2nd October 2020** 10.20 am by video conference.

Present

Mr Jim Barclay
 Ms Ebony Banks
 Mrs Laura Gough (*from item 20.08*)
 Professor Maria Hinfelaar
 Mr Colin Heron
 Mrs Claire Homard
 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
 Ms Chloe Williams

Officers:

Mrs Val Butterworth (*Clerk to the Board*)
 Mr David Elcock (*Executive Director of Finance*)
 Dr Aulay Mackenzie (*PVC Partnerships*)
 Mrs Lynda Powell (*Executive Director of Operations*)
 Professor Claire Taylor (*Deputy Vice Chancellor*)

Apologies:

Mr Paul Barlow
 Mr Pete Gibbs (*Executive Director of Human Resources*)

20.01	Welcome and apologies	
	Members were welcomed to the meeting and apologies were noted.	
20.02	Declarations of interest	
	There were no declared conflicts of interest with any item on the agenda.	
20.03	Membership	
	<p>Received: A report that Mr Jason Davies had resigned from the Board.</p> <p>Reported: The Chair had written to Mr Davies to thank him for highlighting the change in his circumstances and for his contribution to the Board.</p> <p>Resolved: To NOTE the report.</p>	
20.04	Minutes	
	<p>Received: Minutes of the meeting held on 17th July 2020.</p> <p>Resolved: That the minutes of the meeting held on 17th July 2020 were a true and accurate record of the meeting.</p>	
20.05	Matters arising	

	<p>Received: A matters arising report provided by the Clerk.</p> <p>Resolved: To NOTE the report.</p>	
20.06	Vice Chancellor's Report	
	<p>Received: (i) Final version of the Student's Union Impact Report 2019/20 (ii) Vice Chancellor's response to the Impact Report.</p> <p>Reported:</p> <p>20.06.01 Vice Chancellor's update The Vice-Chancellor reported on the meeting called by the First Minister on 1st October. Attendees included Welsh Ministers, Welsh universities' Vice Chancellors, Universities Wales, UCU, Local Authority Leaders, Police and Health sector representatives. The meeting was to discuss how universities were managing the return to campus for new and returning students. There had been general agreement that Welsh universities' plans for a safe return to campus were in place and appropriate and that all were engaging with their local communities. There was a collective resolve to deliver a quality student experience aided by the £27m HEFCW funding.</p> <p>There were challenges with the availability of Covid-19 testing facilities close to university campuses and delays in receiving test results. However Welsh Government were pursuing facilitation of mobile testing units close to all universities. Demand for mental health support was high and more so than the expected increase in demand for hardship funding. The cost for universities to reconfigure their digital infrastructures would be high. UCU had voiced concerns nationally regarding risks to jobs.</p> <p>The Welsh Government HE Guidance Group was likely to be asked to address some of the issues raised in the meeting, as part of the review of the guidance for universities, which would need updating following new coronavirus measures imposed across Wales.</p> <p>The Board noted that student and staff mental well-being continued to be a key consideration. The University was leading a HEFCW funded social prescribing project in collaboration with the University of South Wales, Betsi Cadwaladr University Health Board, Wales Council for Voluntary Action Coleg Cambria, Students' Unions and other local partners. A project board has been set up and it was reported that the outcome of research undertaken prior to the coronavirus lockdown with students and staff was that technology and family home life were areas of concern. The project would lead to the development of a Mental Health and Well-being Hub and workshops were being scheduled with students to determine what the Hub might look like. 'Elemental' social prescribing software was also being implemented, as a platform for students to access support services, store casework and provide evaluation tools. The software is used in the health care sector and this would be the first time it would be used in a university setting.</p> <p>The Students Union continued to work closely with the University on this project, although their immediate priority was to monitor student's health and well-being during the coronavirus situation.</p> <p>20.06.02 Response to Students' Union 2019/20 Impact Report</p>	

	<p>The Academic Board had commended the Impact Report at its meeting on 8th September noting that it was a professional and evidence-based report. Arising from the report it was suggested that the sabbatical officers might wish to be more proactive in requesting agenda items and providing papers, for example to VCB or Academic Board, on items that would support achievement of the SU's strategic objectives. The Vice Chancellor would discuss this further in her planned meeting with the SU.</p> <p>Resolved: To NOTE the report.</p>	
20.07	Students' Union President's Report	
	<p>Received: The Students' Union President's report.</p> <p>Reported: The Students' Union President presented the report and highlighted the activities being undertaken to welcome new and returning student, including their work with local businesses.</p> <p>In response to a question as to how students were approaching the current challenges the SU's main priority continued to be communication, raising concerns through the Student Advisory Group and developing FAQs. The ALF was considered an excellent opportunity to facilitate accessible learning.</p> <p>Resolved: To NOTE the report.</p>	
20.08	Projected outturn 2019/20	
	<p>Received: Report of the projected outturn for 2019/20.</p> <p>Reported: The Executive Director of Finance outlined the work and factors that had resulted in the projected outturn presented. Further work had been undertaken since the report's initial publication and consideration by Audit Committee, with some matters assessed as being more appropriately factored into 2020/21. A revised projection of £750k operating surplus and £709k net surplus was the updated position. The year end cash position was £5.8m against a budget £5.3m with the positive cash impact relating largely to the disposal of the surplus land at Mold Road. A surplus position for a 4th consecutive year, whilst the surplus was not excessive, it is hoped this would be viewed positively by financial stakeholders. The position remained subject to external audit.</p> <p>Audit Committee had discussed with the external auditors their process nationally for confirming going concern and it was possible that the signing of the financial statements might be delayed in order that all matters relating to going concern could be factored into their final opinion.</p> <p>The refinancing of the AIB loan due to end in August 2021 may be a 'matter of concern' for the auditors if the loan could not be re-financed in the timeframe for determining going concern. However, the Request For Proposals had now been issued and some initial calls from lenders had been received. HEFCW had re issued their Accounts Direction 2019/20 which provided for extended submission dates for the financial statements in recognition of the potential for universities needing to do additional work with their auditors on going concern matters.</p>	

	<p>Whilst the formal budget review was yet to be completed, early indications were that lower than target recruitment in some areas would be mitigated by achievement of higher recruitment in others; and that a surplus budget may still be achievable in 2020/21.</p> <p>In response to a question regarding the areas of the University that generate surplus it was noted that broadly full time Home and EU undergraduate tuition fee income continued to be the main source of income, WGUonline provided a lesser return as a partner was involved, but that generally all activities made a level of surplus. Some areas of research activity broke even but these areas were encouraged in order to raise the University's research profile.</p> <p>The Chairs of Strategy & Finance and Audit Committees commented on the positive report in a challenging year and reiterated the potential delay in signing off the final accounts to enable the auditors to give due consideration to the matter of going concern.</p> <p>The Executive Director of Finance and his Finance Team were thanked for their work in supporting faculties and departments in controlling their costs; and the Vice-Chancellor was thanked for addressing the part-time credit issue with HEFCW.</p> <p>Resolved: To NOTE the report.</p>	
20.09	Campus 2025	
	<p>Received: A Campus 2025 update report.</p> <p>Reported: The Executive Director of Operations presented the report and updated members on several matters. The exclusivity agreement with Edwards Homes had been extended to 24th December to provide time for the planning conditions relating to highway works at the junction of Mold Road/Crispin Lane to be resolved. A car park plan had been submitted but further discussions with Wrexham County Borough Council regarding variation or removal of the condition relating to highways works were on going.</p> <p>The works completed using the HEFCW capital funding were outlined and the Campus Steering Group were currently looking at use of the 2020/21 funding, which included unspent funds HEFCW had allowed to be carried over from 2019/20. Proposals would need to be submitted to HEFCW by 16th October and it was likely that three projects would be submitted: completion of the refurbishment of B corridor to include specialist digitally enhanced facilities; improvement works to Regent Street; and the creation of a staff hub to support a workplace strategy for the future.</p> <p>Improvements to Regent Street were welcomed but it was noted that the external condition of the building needed addressing also. The external works did not meet the criteria for the HEFCW capital funds; however, the University was working closely with the Conservation Officer and the planned maintenance budget could be utilised as required.</p> <p>The Campus 2025 Strategy would also be reviewed considering the coronavirus situation which had presented challenges as well as new opportunities for the layout of the Campus. A refreshed strategy and rephrasing would be presented to the Board in due course.</p>	

	<p>The flexibility, delivery and achievements relating to Campus 2025 to date were commended. It was suggested that the Campus 2025 Steering Group keeps in mind the importance of IT resilience and data storage when planning for an improved learning and teaching digital infrastructure.</p> <p>Resolved: To NOTE the report.</p>	
20.10	<p>NSS 2020 analysis, internal follow up and responses</p> <p>Received: (i) Response to HEFCW regarding the NSS (ii) Report and action plans relating to programmes achieving an overall satisfaction score of 70% or less for 2 consecutive years.</p> <p>Reported: The Deputy Vice Chancellor presented the report and reminded members of the background to the survey, and the positive outcomes from 2020 with the University performing above benchmark in several areas. Implementation of the action plans would be monitored by Learning Teaching Quality Committee (LTQC)</p> <p>The consistent approach to addressing and monitoring actions jointly with the Students' Union was commended.</p> <p>It was noted that the Office for Students had launched a review of the NSS. This had been announced by the UK Minister of State for Universities at a recent UUK conference who stated that the focus for the review was a reduction of the bureaucratic burden on universities.</p> <p>Resolved: To NOTE the report and the letter and action plans submitted to HEFCW</p>	
20.11	<p>Chair's report</p> <p>Received: Draft profile for the Chair of the Board</p> <p>Reported:</p> <p>20.11.01 Chair's Report The Chair reflected positively on the presentations provided on 1st and 2nd October and the Board meeting papers; and thanked all those involved.</p> <p>The HE Guidance Group continued to meet weekly with much debate. The Chair was working with the Secretary to ChUW and Universities Wales on a joint response to the draft TERCW Bill. Initial concerns about the Bill included the governance of the TERCW itself, research, and increased powers of Welsh Ministers including the power to dissolve Higher Education Corporations.</p> <p>Further meetings of ChUW were scheduled for October including one with the Minister for Education in Wales.</p> <p>20.11.02 Future Chair's profile The Chair reminded members of the plan to initiate recruitment of new governors in early 2021 to fill current vacancies and boost the skills held by independent members who would be leaving the Board during 2022 and 2023.</p> <p>Meetings between the Chair and all governors had now been scheduled for October and November to discuss members' intentions and views regarding the next Chair. The Nominations and Governance Committee would meet in</p>	

	<p>December to discuss the outcomes and determine the way forward. If it became necessary to seek a new Chair from outside the Board, they would need to be appointed to the Board in the first instance and subsequently appointed as Chair by members, in line with the Articles.</p> <p>It was AGREED that experience in a regulatory environment should state 'regulatory or public policy'.</p> <p>Resolved: To APPROVE the Chair's profile, subject to the addition of 'public policy' and NOTE the timeline for discussions with governors and a report from Nominations and Governance Committee.</p> <p>To NOTE the Chair's report.</p>	
20.12	Report from Academic Board	
	<p>Received: (i) Report of the Academic Board meeting held 8th September 2020 (ii) Student Complaints Procedure (iii) Suitability for Practice Procedure (iv) Student Disciplinary Procedure (v) Student Charter 2020/21</p> <p>Reported: The Vice Chancellor highlighted that Academic Board had discussed the evidence base to support the Board of Governors' considerations and sign off of the quality and standards assurance statement. Three student procedures were presented having been updated following review and consideration at LTQC and Academic Board.</p> <p>Resolved: To NOTE the report of the Academic Board meeting held 8th September 2020.</p> <p>To APPROVE the revised Student Complaints Procedure, Suitability for Practice Procedure and Student Disciplinary Procedure.</p> <p>To NOTE the Student Charter 2020/21.</p>	
20.13	Corporate Strategic Risk	
	<p>Received: Corporate strategic risk register.</p> <p>Reported: The Chair of Audit Committee commented on the Committee's view that risk management was taken seriously by management. The Vice Chancellor reflected that the coronavirus situation did not feature in the risk register and even in the October 2019 bleak house scenario presented it had not been anticipated, nor had it been anticipated as risk by other universities. Mitigations however were in place to manage the impact of the situation.</p> <p>Resolved: To NOTE the report.</p>	
20.14	Board of Governors annual report 2019/20	
	<p>Received: A summary of the work undertaken by the Board during 2019/20.</p> <p>Resolved:</p>	

	<p>To APPROVE the report as an accurate summary subject to the addition of reference to Governors having been appointed as non-executive directors to the subsidiary company Boards.</p> <p>To APPROVE the workplan 2020/21</p>	
20.15	Register of members' interests	
	<p>Received: The register of interests updated following the annual review of declarations by members.</p> <p>Resolved: To NOTE the register.</p>	
20.16	Management Committee's annual report 2019/20	
	<p>Received: A summary of the work undertaken by VCET and VCB during 2019/20.</p> <p>Resolved: To NOTE the report.</p>	
20.17	CUC HE Governance Code of Practice	
	<p>Received: CUC HE Governance Code of Practice published in September 2020.</p> <p>Reported: A commentary on the Board's practice against the Code would be presented to the Board in due course following consideration by Nominations and Governance Committee.</p> <p>Resolved: To NOTE the Code.</p>	
20.18	Committees of the Board	
	20.18.01 Nominations and Governance Committee	
	<p>Received: (i) Report of the meeting held 22nd September 2020. (ii) Code of Practice for the Management of Conflicts of Interest. (iii) Stakeholder Engagement Statement</p> <p>Reported: The Chair of the Committee highlighted the new documents which had been reviewed and developed as a result of the action plan approved by the Board to address the 'Commitments to Action' arising from the Welsh Governance Review (Camm). The Committee had also reviewed and amended the essential and desirable skills deemed to enable the Board to fulfil its responsibilities in line with the development of the University and the external environment.</p> <p>Resolved: To NOTE the report of the meeting held 22nd September 2020. To NOTE that the unconfirmed minutes of 22nd September had been circulated in advance of the Board papers. To NOTE the Stakeholder Engagement Statement. To APPROVE the Code of Practice on the Management of Conflicts of Interest.</p>	

	To APPROVE the revised essential and desirable skills and experience for independent members of the Board.	
	20.18.02 Audit Committee	
	<p>Received: (i) Report of the meeting held on 18th September 2020. (ii) Updated Committee terms of reference.</p> <p>Resolved: To NOTE that the unconfirmed minutes of 18th September had been circulated in advance of the Board papers.</p> <p>To NOTE the report of the Committee.</p> <p>To APPROVE the amendments to the Committee's Terms of Reference.</p>	
	20.18.03 Strategy and Finance Committee	
	<p>Received: Report of the meetings held 25th September 2020.</p> <p>Reported: The Chair of the Committee reported that excellent presentations had been made by the Director of the OpTic in respect of the work of Glyndwr Innovations Ltd, and the Centre Manager of Xplore! in respect of the work of North Wales Science. The Committee had considered a draft Memorandum of Agreement between the University and NWS and had asked for further work to be undertaken for review at the Committee's next meeting.</p> <p>Resolved: To NOTE the report of the meeting held 25th September 2020.</p> <p>To NOTE that the unconfirmed minutes of 25th September had been circulated in advance of the Board papers.</p>	

End