

Minutes of the Board meeting of the Board of Governors of Glyndwr University held on **Friday 4th October 2019** at 9.00 am in 1887, Glyndwr University, Mold Road, Wrexham LL11 2AW.

Present

- Mr Jim Barclay
- Mr Paul Barlow
- Ms Ebony Banks
- Professor Maria Hinfelaar
- Mr Colin Heron
- Mr Kieran Irwin
- Mrs Celia Jenkins
- Professor Sandra Jowett
- Mr Paul McGrady
- Dr Jayne Mitchell
- Mrs Judy Owen
- Ms Maxine Penlington (Chair)
- Mr David Sprake
- Mr David Subacchi
- Mrs Caroline Whiteley

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*)

Apologies:

- Ms Laura Gough
- Mr Askar Sheibani
- Mrs Caroline Whiteley

In Attendance:

- Mrs Val Butterworth (*Clerk to the Board*)
- Mr James Dawson (*Director of Strategic Planning and Student Administration*) items only

19.01	Welcome and apologies	
	Members were welcomed to the meeting and apologies were noted.	
19.02	Declarations of interest	
	Mrs Powell declared her interest in the agenda item relating to North Wales Science in her capacity as Chair of the Board of Directors of the company. She was attending the Board in her capacity as Executive Director of Operations.	
	Mr Paul McGrady declared an interest in the agenda item relating to the disposal of the Northern Quarter.	
	There were no other conflicts of interest with any item on the agenda.	
19.03	Minutes	
	Received: Minutes of the meeting held on 12 th July 2019.	

	<p>Resolved: That the minutes of the meetings held on 12th July 2019 were a true and accurate record of the meeting.</p>	
19.04	<p>Matters arising</p>	
	<p>Received: A matters arising report provided by the Clerk.</p> <p>Resolved: To NOTE the report.</p>	
19.05	<p>Membership</p>	
	<p>Received: A proposal from the Nominations and Governance Committee on the appointment of a co-opted member to the committee.</p> <p>Resolved: To APPROVE the appointment of Mr Bruce Roberts as a co-opted member of the Nominations and Governance Committee</p>	
19.06	<p>Students' Unions Report</p>	
	<p>Received: The Students' Union annual impact report 2018/19 including the Quality Students' Unions (QSU) outcome report.</p> <p>Reported: The SU President thanked the Board for their positive engagement and constructive criticism at the strategy day on the development of the SU's new strategic plan. Most of their work on the new plan would involve seeking stakeholder feedback. In referring to the QSU report it was noted that the recommendations made would be taken forward as part of the strategic plan development.</p> <p>The Vice-Chancellor was thanked for her response to the impact report, and it was noted in particular that the SU and the University were very much aligned in the commitment to ensure assessment feedback is delivered consistently within a 15 day timescale. The Board asked for commentary on adherence to the feedback timescale in the SU's impact report for the July 2020 meeting.</p> <p>The University and the SU were also working jointly on a bid for HEFCW mental health funding for additional support for student's health and well-being.</p> <p>Members congratulated the SU on their achievements to date, in particular the outcome of their QSU where all areas had been assessed as either good or excellent, and welcomed their energy and enthusiasm.</p> <p>Resolved: To NOTE the report.</p>	SU
19.07	<p>Vice Chancellor's Report</p>	
	<p>Received: The University response to matters raised in the SU's impact report 2018/19</p> <p>Reported: The Vice Chancellor presented her response to the SU's impact report and reiterated the joint commitment to meet the 15 day assessment feedback timescale consistently. It was noted that it was important to provide good quality feedback within an appropriate timescale rather than quick feedback which was of no benefit to the student. Timing versus quality was a challenge across the sector but 15 days was felt to be about right and in between the shorter and longer timescales seen in a range of other universities. It was also important for students to be clear about</p>	

	<p>what feedback is, particularly so that they can make an informed response to the NSS question on the matter.</p> <p>It was highlighted that in their report the SU had not included their engagement and impact on the successful outcome of the Quality Enhancement Review which had been invaluable.</p> <p>Resolved: To NOTE the report and ENDORSE the response to the SU's impact report 2018/19.</p>	
19.08	Projected outturn report	
	<p>Received: Projected outturn for 2018/19.</p> <p>Reported: The Executive Director of Finance presented the report and highlighted how the University had managed its resources during the year resulting in a positive operating surplus. Two key items had had a significant impact on the projected outturn position: the one off costs of change of the restructuring exercise and the associated recognition of early access to the LPGS of those over the age of 55 who had been made redundant. It is not yet know whether those staff eligible will access their pension schemes early.</p> <p>The FRS17 pension charges had come in at £576k against an in year estimate of £560k and a budget of £1m. The impact of the 2018 valuation of the USS and the McCloud judgement on the net surplus were explained.</p> <p>The projected result was a £411k net deficit. It would be important to ensure the position was explained clearly for stakeholders. There may be some upsides following refinement of some estimates and a review of the VAT position but discussions with the auditors were still on going, as was the discussion around treatment of pension liabilities resulting from the McCloud judgement. Members asked about the impact of the pension liabilities on the loan covenants and the Director of Finance would be meeting AIB in November to discuss this.</p> <p>It was clarified that there would be some clawback by HEFCW relating to undelivered part time credits although some provision had been released from 2017/18 to mitigate this. The part time offer was being reviewed and Strategy and Finance Committee would be taking a more detailed look at the delivery plans for 2019/20 at its November meeting. It was noted that a significant number of part – time courses had previously been delivered in computing and engineering where there were now degree apprenticeships being taught. Delivery of short courses was a challenge as the market for them had decreased. Members stated that any underperformance in 2019/20 should be factored into 2020/21 budgets.</p> <p>Cash generation is important for financial sustainability and the year-end cash remained close to forecast. The performance of the subsidiary companies was also close to forecast.</p> <p>Members congratulated management on the operational surplus achieved noting that pension charges that reduced the net surplus to a deficit position were out of the University's control. The Board observed that if all Welsh Universities returned a deficit there would be media interest and a reputational impact on the Welsh university sector. The importance of a Welsh sector response was highlighted. The matter was on the agenda at the next Universities Wales meeting.</p> <p>Resolved:</p>	

	To NOTE the report.	
19.09	Campus 2025	
	<p>Received:</p> <p>(i) An update on Campus 2025 matters</p> <p>(ii) A report of the results of the marketing of the Northern Quarter and the bids received by the initial deadline.</p> <p>Reported:</p> <p>19.09.01 Campus 2025 update</p> <p>The Executive Director of Operations reported that feedback from staff and students on the refurbished areas of the campus had been positive.</p> <p>It was noted that advice had been received from the planning consultants and legal Counsel on the planning appeals for Dean (Holt) Road and Gatewen. The appeal on Dean Road had been submitted and the Gatewen appeal would be submitted soon. The next step would be a response from Wrexham County Borough Council and it would be around January 2020 when the inspector would review the appeals. It was anticipated that the University would be notified of the outcome around summer 2020 in line with the 26-30 week statutory time frame from the date of submission. It was clarified that if the planning appeals are successful the University's costs may be recoverable from Wrexham County Borough Council. The note arising from the inspection of the Local Development Plan would be circulated to members for information.</p> <p>HEFCW had confirmed that £750k capital funding would be available to the University for 2019/20 subject to a successful proposal being submitted, and the Campus 2025 Steering Group were developing the spending proposals. The income and expenditure plan to deliver Campus 2025 would be updated based on more accurate costs, now that some refurbishment projects had been delivered and accurate cost information was available. This would be and presented in November.</p> <p>It was confirmed that the appointment of a project manager for Campus 2025 had recently been approved.</p> <p>19.09.02 Disposal of the Northern Quarter</p> <p><i>Mr Paul McGrady left the room for discussion of this item.</i></p> <p>The Executive Director of Finance reported that discussions were on-going with KPMG as to the impact of the sale of the Northern Quarter if the market price is lower than the circa £4.023m held on the balance sheet. Whilst the amount on the balance sheet is not a cash item, a lower capital receipt would flow through the income and expenditure account which could have a detrimental effect. It will be important to determine the timing of recognising any such potential losses particularly in terms of the impact on the AIB loan covenants and the need to secure a new loan in the next year or so.</p> <p>Cash reserves would demonstrate more strategic financial strength and long term strengthening of the balance sheet. There would need to be a discussion about the percentage of any capital receipts that should be spent versus deposits into reserves.</p> <p>The Executive Director of Operations presented the offers received for the Northern Quarter and the reasons that a firm decision could not be taken at this stage. She advised that another bid had been received from a Housing Association, however</p>	VB

	<p>this could not be considered as it had come in after the deadline, and anyway the offer was lower than the two highest offers being considered.</p> <p>There was discussion about the content of the two highest bids and the highest commercial bid and the reasons for returning to the two highest bidders to achieve comparable figures. Change of use from the high density 410 apartments to lower density residential housing was considered to carry a low risk of refusal.</p> <p>A final report with a firm proposal and a Charity Report would be presented to the Strategy and Finance Committee and the Board in November.</p> <p>Resolved: To ENDORSE the decision to move to commercial negotiation with the two highest bidders for the Northern Quarter.</p>	
19.10	North Wales Science – Henblas House	
	<p>Received: A report on the procurement for the refurbishment of Henblas House for the re location of the Science Discovery Centre, currently known as Techniquest Glyndwr.</p> <p>Reported: The Executive Director of Operations highlighted the progress made in agreeing the design of Henblas House since its acquisition in August 2019. The refurbishment would be for the ground floor only which would include a retail outlet and a café. The project delivery had slipped but was now on track for opening in March 2020.</p> <p>Some of the work that was required at Henblas House included upgrading of the mechanical and electrical infrastructure, a new roof and removal of the escalator. There were plans for offices and a planetarium on the second floor. It was clarified that stairs and lifts would remain in place for access to the second floor.</p> <p>NWS are able to recover VAT.</p> <p>Resolved: To ENDORSE the utilisation of the Sell2Wales procurement portal.</p> <p>To NOTE the report.</p> <p>To receive the report of the tender process for APPROVAL of the award of the tender to the successful bidder on 22nd November; and to APPROVE delegated authority to the Chair jointly with the Chair of Strategy and Finance Committee to approve the award of the tender for the maximum of £1,800,135 ex VAT if it is not possible to present the report of the tender process on 22nd November for decision.</p>	
19.11	NSS Analysis, internal follow up and responses	
	<p>Received: (i) Further analysis of the National Students’ Survey (NSS) 2019 (ii) Letter to HEFCW regarding the NSS survey results (iii) Action plans for programmes scoring an overall satisfaction rate of under 70% for two consecutive years</p> <p>Reported: The Deputy Vice Chancellor presented the report and highlighted that the response to HEFCW had been a joint submission with the Students’ Union. Whilst the overall satisfaction rate had been disappointing there had been some success stories, for example, animal students had performed poorly in the 2018 NSS but had achieved a 100% satisfaction rate in the 2019 NSS as a result of good</p>	

	<p>programme leadership. To address the poorer performing subject areas a faculty action plan had been put in place as had a specific action plan for learning resources and for specific NSS questions.</p> <p>It was explained which of the University's seven specific programmes fell under the Common Aggregation Hierarchy (CAH) into which programmes were placed for analytic purposes. Some of the programmes had small student numbers. If the seven low scoring programmes were excluded the University would have achieved an 83% overall satisfaction rate which demonstrated that due to the size of the University problems in a few areas have a significant impact on student responses and on the overall satisfaction score.</p> <p>Members explored whether the challenges were about perception and what could be done to help increase the NSS scores, when already it was clear that a great deal of work was being undertaken. It was reported that more work was being carried out at programme and module level including SEM forms being issued earlier in the new term to ensure problems were being resolved quickly, working with the SU on positive communications and training for student representatives, improving staff induction and programme leader training. Staff leaving the University could have a negative effect on students' learning experience and the leaving process was managed as well as possible, however there was always a lag in replacing lecturers due to the time it takes to complete the recruitment process and for new staff to give notice.</p> <p>It was noted that whilst it was useful to see the University's performance benchmarked in the context of the UK and Wales it would be useful to see benchmarking against the University's own performance. It was confirmed that this was in hand.</p> <p>Resolved: To NOTE the reports and endorse the action plan.</p>	JD
19.12	Chair's report	
	<p>Reported: The Chair congratulated the senior team on the excellent strategy day and thanked the students for their presentation. Members had enjoyed the engagement with staff and students over lunch.</p> <p>The Football Association's opening of Collier's Park had been excellent.</p> <p>The Chancellor would be attending two graduation ceremonies and the Honorary Fellows dinner at the end of October.</p> <p>The Chair would be attending the Governance Review panel meeting on 9th October, the CUC Plenary on 10th and 11th October and a ChUW meeting on 21st November.</p> <p>Resolved: To NOTE the report.</p>	
19.13	Academic Board	
	<p>Received: (i) A report on business transacted at the Academic Board meeting held 10th September 2019. (ii) Student Charter 2019/20.</p> <p>Reported: It was reported that the Academic Board had agreed the terms of reference of its effectiveness review which would include a review of its committees and the</p>	

	<p>relationship with the Board of Governors. It was anticipated that, following consideration of the final report by Academic Board, it would be presented to Nominations and Governance Committee and then the Board of Governors by the end of the academic year.</p> <p>The Board's quality assurance statements had been considered at the September meeting and the outcome would be included in the papers for the Quality and Standards Scrutiny Panel in October and the Board in November.</p> <p>Resolved: To NOTE the report and Student Charter.</p>	
19.14	Corporate Strategic Risk	
	<p>Received: (i) A summary of the University's corporate strategic risks. (ii) Risk heat map</p> <p>Reported: A significant amount of work had been undertaken to review and refresh the corporate strategic risk register to align it with the Vision and Strategy 2025. Audit Committee had been pleased to see the movement of risk scores as this demonstrated that management were actively monitoring the risks. The reasons for the increase in the risk around financial sustainability were highlighted.</p> <p>Members requested for ease of reference that the risk scores presented in the summary list be also placed alongside each of the risks and risk mitigation descriptors in future reports. The Board welcomed seeing the more detailed risk descriptors annually.</p> <p>Resolved: To NOTE the report.</p>	JD
19.15	Board annual report 2018/19	
	<p>Received Annual report of the Board of Governors 2018/19.</p> <p>Resolved: To APPROVE the report as an accurate summary of the Board's work during 2018/19 and the work plan for 2019/20. To APPROVE the sharing of the report with Academic Board, staff and HEFCW</p>	
19.16	Circulars and consultations	
	<p>Received: A summary of three HEFCW circulars issued since the July 2019 meeting.</p> <p>Resolved: To NOTE the report.</p>	
19.17	Register of interests	
	<p>Received: The register of interests updated for 2019/20.</p> <p>Resolved: To NOTE the Register.</p>	
19.18	Management committee's annual report	
	<p>Received: Annual report of the work of the management committees 2018/19.</p> <p>Resolved: To NOTE the report.</p>	

19.19	Committees of the Board	
	19.19.01 Audit Committee	
	<p>Received: (i) Report of the meeting held on 20th September 2019. (ii) The outcome report of the Committee's annual effectiveness review.</p> <p>Resolved: To NOTE that the minutes of 20th September 2019 had been circulated in advance of the Board papers.</p> <p>To NOTE the report of the Committee.</p> <p>To NOTE the outcome report of the Committee's annual effectiveness review.</p>	
	19.19.02 Strategy and Finance Committee	
	<p>Resolved: To NOTE that the unconfirmed minutes of special meeting held on 30th September 2019 had been circulated.</p>	
19.20	Centre for Photonic Expertise	
	<p><i>This item was taken under any other business.</i></p> <p>Received: A report of the procurement process for the supply, delivery, installation, commissioning and maintenance support for a High Vacuum Thin Film Coating Plant with WEFO funding.</p> <p>Reported: The complex procurement process and the position to date were outlined. The CPE would need to go to the one technically compliant bidder to negotiate the final contract terms. WEFO had confirmed the approach as acceptable. It was anticipated that the contract pack would be ready for signing and sealing by mid-October.</p> <p>Resolved: To APPROVE delegation to the Chair of the Board with the Chair of Strategy and Finance Committee to review the tender report and approve the award of the contract.</p>	

End

