

Minutes of the meeting of the Board of Governors of Glyndwr University held on **Friday 7th May 2021** 9.00 am by video conference.

Present

Mr Jim Barclay
 Mr Paul Barlow
 Ms Ebony Banks
 Mrs Laura Gough (*items 20.65 to 2.78 only*)
 Professor Maria Hinfelaar
 Mr Colin Heron
 Mrs Celia Jenkins
 Professor Sandra Jowett
 Mr Paul McGrady
 Mrs Judy Owen
 Ms Maxine Penlington (Chair)
 Mr David Sprake
 Mr David Subacchi
 Ms Chloe Williams

Officers:

Mrs Val Butterworth (*Clerk to the Board*)
 Mr David Elcock (*Executive Director of Finance*)
 Mr Pete Gibbs (*Executive Director of Human Resources*)
 Dr Aulay Mackenzie (*PVC Partnerships*)
 Mrs Lynda Powell (*Executive Director of Operations*)
 Professor Claire Taylor (*Deputy Vice Chancellor*)
 Mr James Dawson (*Director Strategic Planning and Student Administration*) [*Items 20.80 and 20.86 only*]

Apologies:

Mrs Claire Homard
 Mr Askar Sheibani

20.65	Report of Chair's performance review	
	<p><i>The Chair of the Board was not present for this item.</i></p> <p>The Vice Chair reported on the outcomes of the review of the Chair's performance which had been undertaken using a new 360-degree survey tool as a pilot exercise.</p> <p>The new survey tool took a quantitative approach and consisted of 68 statements and questions, which covered themes headed <i>thinks, involves, inspires, and achieves</i>. Respondents were thanked for taking the time to complete the survey.</p> <p>Respondents scored the Chair highly across all behaviours and in most instances better than the Chair's own assessment. There were a small number of areas of potential development that the Board could consider taking forward collectively.</p> <p>The Vice Chair would discuss the full report with the Chair and report more fully in due course. There would also be a review of the suitability of the survey tool for use with the Chair of the Board.</p> <p>Resolved: To NOTE the report.</p>	
20.66	Welcome and apologies	
	<p><i>The Chair of the Board joined the meeting.</i></p> <p>Members were welcomed to the meeting and apologies noted.</p>	

	<p>Chloe Williams and Lauren Hole were congratulated on their election as Students' Union President and Vice President respectively, with effect from 1st July 2021. Ebony Banks, the outgoing Students' Union President, was thanked for her contribution as a governor and in ensuring that students' interests were prioritised. She was further congratulated on her appointment as an intern on the Executive Support Team and she would be welcomed to the July meeting in an observer capacity in line with established practice.</p>	
20.67	Declarations of interest	
	There were no conflicts of interest with any item on the agenda.	
20.68	Membership	
	<p>Received:</p> <ul style="list-style-type: none"> (i) Proposals from Nominations and Governance on the appointment of new governors. (ii) Suggestions regarding the use of an external agency to search for a new Chair to be appointed from 1st April 2022. <p>Reported:</p> <p>20.68.01 New Governors Mr Barlow and Mr Barclay had formed the interview panel with the Chair and Vice Chancellor and were thanked for their time and contribution to the process. They deemed the process to have been robust with strong candidates who would strengthen the Board and provide additional capacity.</p> <p>20.68.02 Search for a new Chair The rationale for utilising an external search agency was explained. The process, including the involvement of governors, would be agreed in due course.</p> <p>Resolved: To APPROVE:</p> <ul style="list-style-type: none"> (i) The appointment of Mrs Maureen Wain, Mrs Diane McCarthy, and Mr Richard Thomas as independent governors 1st July 2021 to 31st August 2024. (ii) The appointment of Mr Liam Wynne and Mr Richard Campbell as independent governors with effect from 1st September 2022. (iii) The appointment of Mr Will Naylor as a co-opted member of HR Committee and subsequently as an independent governor with effect from 1st September 2023. (iv) The use of an external agency to search for a new Chair of the Board; and for Nominations and Governance Committee to oversee the process for the appointment of the search agency and the subsequent search for a new Chair, reporting and making recommendations to the Board. 	
20.69	Minutes	
	<p>Received: Minutes of the meeting held on 5th March 2021.</p> <p>Resolved: That the minutes of the meeting held on 5th March were a true and accurate record of the meeting.</p>	
20.70	Matters arising	
	<p>Received: A matters arising report provided by the Clerk.</p> <p>Resolved: To NOTE the report.</p>	
20.71	Vice Chancellor's Report	

	<p>Received: Vice Chancellor's update (circulated).</p> <p>Reported: The Vice Chancellor was congratulated on her appointment as Vice Chair of Universities Wales and as a Fellow of the Learned Society of Wales.</p> <p>Members were also briefed on a commercially sensitive item.</p> <p>Resolved: To NOTE the Vice Chancellor's Report.</p>	
20.72	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 work and activities undertaken since the March Board meeting.</p> <p>The SU had now spent the £50k HEFCW funding on a range of activities to improve the student experience including refurbishing the SU student lounge and student engagement activities. Student Council had passed several motions recently resulting in the introduction of some new part-time officers. The recent sabbatical and part-time officer elections had attracted the highest level of contested officer positions than previous years.</p> <p>A newsletter specifically for students at partner institutions was being developed and new SU merchandise would be available to all UK partner students with international shipping available for overseas partner students.</p> <p>The SU had now submitted their workbook for assessment to NUS Green Impact and anticipated an audit visit in summer 2021.</p> <p>The Advice Centre had dealt with 35% fewer cases to date in 2020/21 compared to the same period in 2019/20. This was due to a reduction in academic related cases and the increased number of extenuating circumstances claims to the University. A reduction in cases around mental health and disability support was considered to be due to students receiving improved support from the University's student support services.</p> <p>The SU President thanked the Board for their support over the past year, noting she had enjoyed her time as a governor. Members were pleased to see the breadth and depth of work the Students' Union was undertaking to improve the student experience.</p> <p>Resolved: To NOTE the report.</p>	
20.73	Financial Strategy	
	<p>Received: Revised Financial Strategy following routine three yearly review.</p> <p>Reported: The Executive Director of Finance presented the Strategy and highlighted the minor amendments made which centred around the need to improve electronic payment methods. The strategy was deemed to be consistent with other universities' financial strategies that had been reviewed.</p>	

	<p>The Board requested the inclusion of a specific Treasury Management heading and more detail in the action plan around capital investment.</p> <p>Resolved: To APPROVE the Financial Strategy and AGREE to receive an updated Strategy, to include the requested additional information, within 6 months.</p>	
20.74	Update on refinancing the AIB loan	
	<p>Received: A report on the developments regarding refinancing the AIB Loan.</p> <p>Reported: The Executive Director of Finance reported on the background to the re engagement with AIB regarding the loan refinancing. AIB were currently preparing the documentation for their credit committee. Their loan security requirements were still under discussion as the current security was over the Wrexham Student Village and the former student village accommodation, however the latter was due to be demolished. It was anticipated that any loan security over and above the Wrexham Student Village would not be onerous. It was confirmed that the renewal of the loan with AIB was well within the HEFCW approved borrowing limit.</p> <p>It was reported that extensions for filing the 2019/20 accounts to Companies House and the Charity Commission had been granted.</p> <p>Resolved: To APPROVE the continuation of negotiations with AIB for a new three-year term loan.</p>	
20.75	Financial Management Report	
	<p>Received: (i) Financial Management Report to 31st March 2021 (ii) HEFCW additional funding summary</p> <p>Reported:</p> <p>20.75.01 Financial Management Report The University remained on target to achieve a surplus favourable year to date and against the full year forecast. The additional HEFCW funding had contributed to this providing a benefit of £550k on an underlying surplus position of £270k.</p> <p>Performance was positive against the financial KPIs. Cash and liquidity remained healthy and there was currently no forecast requirement to access working capital facilities during 2020/2021 or 2021/22. Covenant compliance also continued to be good.</p> <p>The largest variances from the February forecast were related to a reduction in tuition fees, a reduction in TNE, largely because of the situation in Myanmar, and additional pay savings. The Faculties continued to perform close to target. Delivery of the part time credit allocation was close to the £1.6m included within the budget, but the aim continued to be to deliver the full £2m HEFCW allocation.</p> <p>North Wales Science was forecasting a net neutral position to the end of 2020/21. The Company had benefitted from an extension to its Welsh Government Funding which would have a positive impact across 2020/21 and 2021/22. They had also applied for and received additional funding from other sources.</p> <p>GIL was forecasting a deficit, significantly adverse to the original budget and this was impacting on the Group's financial performance. Strategy and Finance Committee was looking closely at GIL and had noted that a revised three-year</p>	

	<p>forecast was due to be considered at the GIL Board meeting on 27th May and the Vice Chancellor, in her capacity as Chair of the GIL Board, was due to report back to the June Strategy and Finance Committee.</p> <p>The Board thanked the Executive Director of Finance and his team for their continued work in close monitoring of the financial situation and the clear reporting.</p> <p>20.75.02 HEFCW Additional Funding</p> <p>It was noted that the total additional funding amounted to net £5.8m with a large proportion being allocated for student wellbeing. The timeframe for expenditure and the reporting requirements had been challenging.</p> <p>The Board congratulated the Deputy Vice Chancellor on securing and leading on the Learning and Teaching Network (LTN) Digital Learning Collaborative Project which involved Welsh HEIs, QAA, NUS Wales and Y Coleg Cymraeg.</p> <p>Members also wished to record thanks to estates, IT, and finance teams for their work in allocating the additional funding in the short timeframes provided.</p> <p>Resolved: To NOTE the Financial Management Report.</p> <p>To NOTE the additional HEFCW funding levels and progress to date.</p>	
20.76	Preparation of the 2021/22 budget	
	<p>Received: Report on the preparation of the budget for 2021/22.</p> <p>Reported: The Executive Director of Finance presented the report and highlighted some of the underlying assumptions and cost pressures. Since the report had been written there were indications that the HEFCW recurrent grant would be increased from 2020/21 levels, that pay increases would be lower than the assumed 2.5% and there was now uncertainty regarding the September intake of International students from India in light of the increase in coronavirus cases in the country. The latter would be reviewed with the PVC Partnerships. There continued to be growth in WGU online and TNE and so resources associated with these work streams were being reviewed.</p> <p>Planning for the HEIW health care contracts, which were currently excluded from the budget, would commence once confirmation had been received of whether any would be awarded to the University. If successful there would be significant additional development costs incurred in 2021/22 in advance of any income being delivered from the first cohort of students in 2022/23. This may impact on the level of surplus next year and members confirmed that a reduced level of surplus would be acceptable in the circumstances.</p> <p>Members explored the scale of the HEIW contract for the delivery of nursing and allied health programmes. It was clarified that if all bids were successful there would be significant additional student numbers and income from September 2022.</p> <p>Resolved: To APPROVE the assumptions and development approach for utilisation for the 2021/22 budget and ENDORSE a reduced level of surplus should HEIW health care contracts be awarded.</p>	
20.77	Campus 2025 update	
	<p>Received: An update on Campus 2025 developments.</p>	

	<p>Reported: An update was provided on the appeal hearing for the Dean Road site held on 27th April. The appeal was considered to have gone as well as could be expected, with clarification sought on several points such as what would happen to the site if the planning permission was not granted. Some additional work on the unilateral undertaking between the University and Wrexham County Borough Council had been requested and submitted. There was no statutory timeframe for a decision.</p> <p>Edwards Homes had now been granted permission on their reserved matters application and were now wishing to complete on the purchase.</p> <p>Following the successful planning appeal for the Gatewen site, market bids had been invited by 30th April 2021 and there were 13 bids ranging from £2m to £7.8m. Whilst unconditional offers had been requested most had conditions attached. Shortlisting with advice from Legat Owen would take place on 11th May and clarifications would be sought from bidders where required.</p> <p>The Executive Director of Operations had attended a recent Student Council meeting on campus to provide an update on the campus improvements. Students had been most interested in the improvements relating to the Decarbonisation and Green Economy agendas.</p> <p>Members reiterated their thanks to the estates, IT, and finance teams in their work to allocate the additional HEFCW in the short timeframes provided.</p> <p>Resolved: To NOTE the report.</p> <p>To AGREE to a special Board meeting, if required, to consider the Charities Report to approve the disposal of the Gatewen site to the recommended bidder.</p>	
20.78	Wrexham Gateway Partnership Masterplan	
	<p>Received: (i) Briefing on the status of the master plan for the Wrexham Gateway. (ii) Wrexham Gateway Masterplan proposals</p> <p>Reported: Developments arising from the work of the Wrexham Gateway Partnership (WGP) were highlighted. There was now momentum regarding the delivery of the WGP Master Plan with £25m of Welsh Government funding to Wrexham County Borough Council (WCBC) for modernisation of the railway station and public realm (Gateway East).</p> <p>The WGP had agreed to submit a bid to the UK Government's £4.8bn 'Levelling up Fund' to help fund the public realm around the racecourse stadium, adjacent to the Plas Coch campus and student accommodation (Gateway West).</p> <p>The new owners of Wrexham Football Club were keen to improve the Stadium and restore the Kop end before the WGP masterplan would be fully realised and had approached the University regarding their potential purchase of the Stadium. Any negotiations around the sale of the Stadium would need to incorporate covenants for example retention of the site as a sporting venue for the Football Club. The potential sale of the Racecourse Stadium back to the Football Club was welcomed and a proposal was likely to be brought to the July Board meeting.</p> <p>The Crispin Lane junction works, that the University is required to undertake as part of the Plas Coch campus planning conditions, remain under discussion. The University wishes to ensure that the works align with the WG masterplan and a</p>	

	<p>letter, signed by Welsh Government, had been sent to the Chief Officer for planning seeking a sensible solution to the current situation.</p> <p>The two options within the masterplan were outlined although one option suggested a carpark under the Kop end of the Racecourse Stadium which was not favoured by the owners of Wrexham Football Club. One option would also isolate the University's land intended for development of future student accommodation, which needed to be taken into consideration.</p> <p>Members welcomed the plans for the development of the Wrexham Gateway which would be enhanced by significant investment in the North Wales rail network. A pedestrian access from the railway station directly on to the campus was being pursued.</p> <p>The financial impact of the Wrexham Gateway developments on the University were outlined and were largely positive.</p> <p>Resolved: To NOTE the briefing and ENDORSE the move to formal negotiations with the owners of the Football Club regarding the potential sale of the Racecourse Stadium.</p>	
20.79	Chair's report	
	<p>Reported: The Chair reported on events she been involved in since the last meeting, including interviews for new governors and attendance at ChUW meetings.</p> <p>Resolved: To NOTE the report.</p>	
20.80	Corporate Risk Report	
	<p>Received: Corporate risk summary and Risk Heat Map, March 2021</p> <p>Reported: The Director of Strategic Planning and Student Administration presented the report noting that there had been no change to the risk scores. In response to the Audit Committee's query on the student recruitment risk score, as enrolments had not yet reached previous years' levels this remained very high. However, the Vice Chancellor's Board would review the score in due course in light of the improving recruitment picture.</p> <p>The Executive Director of Operations had been asked to consider potential risks around decarbonisation and climate change within the risk register.</p> <p>Resolved: To NOTE the report.</p>	
20.81	HEFCW - HEIRF	
	<p>Received: A report of the reports circulated to members in March 2021 as part of the HEFCW monitoring of expenditure and progress against the funding allocated to the University under the Higher Education Investment and Recovery Fund (HEIRF)</p> <p>Resolved: To NOTE the report and AGREE to continue to receive the monitoring reports by circulation.</p>	
20.82	Committees of the Board	
	20.82.01 Nominations and Governance Committee	
	<p>Received: (i) Report of the meeting held 22nd April 2021.</p>	

	<p>(ii) Scope of the 2021/22 Board effectiveness review (iii) Chancellor appointment procedure</p> <p>Resolved:</p> <p>To NOTE the report of the meeting held in April 2021.</p> <p>To NOTE that the unconfirmed minutes of 22nd April had been circulated in advance of the Board papers.</p> <p>To APPROVE the scope of the Board’s 2021/22 effectiveness review.</p> <p>To APPROVE the updated Chancellor appointment procedure.</p>	
20.82.02 Human Resources Committee		
	<p>Received: Report of the meeting held on 22nd April 2021.</p> <p>Reported: The Chair of the Committee highlighted the significant work that had been undertaken to satisfy the HSE following the incident involving a contractor at the St Asaph Campus in June 2020. The Committee had also welcomed the positive 3rd party review of fire safety within Wrexham Student Village.</p> <p>Resolved: To NOTE the report of the meeting held 22nd April 2021.</p> <p>To NOTE that the unconfirmed minutes of 22nd April 2021 had been circulated in advance of the Board papers.</p>	
20.82.03 Strategy and Finance Committee		
	<p>Received: Report of the meeting held 23rd April 2021.</p> <p>Reported: The Chair of the Committee highlighted the excellent report and presentation from the Students’ Union regarding their 2021/22 block grant</p> <p>Resolved: To NOTE the report of the meeting held on 23rd April 2021.</p> <p>To NOTE that the unconfirmed minutes of the 23rd April had been circulated in advance of the Board papers.</p>	

End

