

Minutes of the Board meeting of the Board of Governors of Glyndwr University held on **Friday 12th October** 2018 at 9.00 am in 1887, Plas Coch, Wrexham.

Present

Mr Paul Barlow
Mr Angus Hamill-Stewart
Mr Colin Heron
Professor Maria Hinfelaar
Mrs Celia Jenkins
Mr Barrie Jones
Professor Sandra Jowett
Mr Paul McGrady
Dr Jayne Mitchell
Mrs Judy Owen
Ms Maxine Penlington (Chair)
Professor Norman Sharp
Mr Askar Sheibani
Dr Colin Stuhlfelder
Mr David Subacchi

Officers:

Mr David Elcock (*Director of Finance*)
Mr Pete Gibbs (*Director of Human Resources*)
Mrs Lynda Powell (*Director of Operations*)
Professor Claire Taylor (*Deputy Vice Chancellor*)
Mr James Dawson (*Associate Director Strategic Planning*) items 18.10, 18.22 and 18.25)

Apologies:

Mrs Laura Gough
Mr Kieran Irwin
Mr Lee Robinson
Dr Aulay Mackenzie (PVC Partnerships)

In Attendance:

Mrs Val Butterworth (Clerk to the Board)

18.01	Welcome and apologies	
	<p>Members were welcomed to the meeting and apologies were noted.</p> <p>Dr Jayne Mitchell and Mr Colin Heron were welcomed to their first Board meeting.</p> <p>The Board's thanks were recorded to Professor Norman Sharp, whose term would end on 17th October. The Chair highlighted Professor Sharp's positive contribution to the work of the Board; and the constructive way he had supported her as Chair. Professor Sharp responded that his time as a governor had been an interesting one. He had learned much about governance, and had enjoyed working with the Chair, new management team and the new Board members immensely.</p> <p>Warm thanks were also recorded to Mr Neil Ashbridge for his contribution to the Board and his chairmanship of the Audit Committee. The Chair would write to Mr Ashbridge formally on behalf of the Board to express their thanks.</p>	

18.02	Declarations of interest	
	There were no interests declared regarding any items on the agenda.	
18.03	Membership	
	<p>Received: A report and recommendations from the Nominations and Governance Committee.</p> <p>Reported: The Vice Chancellor updated members on the search for the new Chancellor following the end of the current Chancellor's term at the end of December 2018.</p> <p>It was clarified that the Chair meets with individual governors prior to the end of their first term of term of office, to discuss the possibility of them serving a second term, to inform the considerations of the Nominations and Governance Committee.</p> <p>Resolved: The Board resolved to:</p> <p>APPROVE the appointment of Mrs Caroline Whiteley from 1st November 2018 to 31st August 2022 and AGREE to delegate action to the Chair to determine the Committee to which Mrs Whiteley is appointed.</p> <p>APPROVE the appointment of Mr Paul McGrady as the Chair of the Audit Committee with immediate effect</p> <p>NOTE that a nomination process will be put in place to appoint a Vice Chair and Chair at the November 2018 meeting.</p> <p>AGREE to receive recommendations in respect of a new independent governor from the Nominations and Governance Committee by circulation if required.</p>	
18.04	Chair's action	
	<p>Received: Report of Chair's action taken to approve a range of student related policies and procedures which needed to be in place for the start of the academic year.</p> <p>Resolved: To NOTE the report.</p>	
18.05	Minutes	
	<p>Received: Minutes of the meeting held on 13th July 2018.</p> <p>Resolved: That the minutes were a true and accurate record of the meeting.</p>	
18.06	Matters arising	
	<p>Received: A matters arising report provided by the Clerk.</p> <p>Resolved: To NOTE the report.</p>	
18.07	Vice Chancellor's report	
	<p>Received: North Wales Growth Deal Proposition document.</p> <p>Reported: The Vice Chancellor presented the Proposition Document highlighting that it was the result of two years' work by the partners involved, and the UK and Welsh Governments. Following the budget announcements on 29th October further</p>	

	<p>discussions could take place on the development, phasing and implementation timescales for the 16 projects, of which the Enterprise Engineering and Optics Centre Project specifically related to the University.</p> <p>The projects would be grant funded by the UK and Welsh Governments, although interest charges associated with the grants would be directed back to the partners for payment over a 15-year period. The details and implications of this interest charge would be discussed by the partners' financial directors led by the Finance Director of Wrexham County Borough Council. Once the interest situation had been clarified a report would be made to the Strategy and Finance Committee for consideration as to whether the interest payments were manageable, and it was AGREED that the Committee's recommendation could be made to the Board by circulation if required, so as not to hold up negotiations for the Heads of Terms.</p> <p>In response to a query it was clarified that the £30.7m total investment alongside the University's project reflected the commitment already made in respect of the development of the Plas Coch site.</p> <p>Resolved: To ENDORSE the proposition document as the basis for a longer-term regional strategy for economic growth and as the regional bid for the priority programmes and projects from which the content of a Growth Deal will be drawn at the Heads of Terms Agreement stage with Governments.</p> <p>To APPROVE that the Vice Chancellor be authorised to entering Heads of Terms with Governments, SUBJECT TO clarification and a positive recommendation from Strategy and Finance Committee on the matter of the interest payments, alongside the political and professional leaders from the nine other statutory partners represented on the North Wales Economic Ambition Board, and the North Wales Mersey Dee Business Council, with the Proposition Document setting out the parameters for the Heads of Terms agreement.</p>	
18.08	Students' Union	
	<p>Received: Report from the Students' Union President.</p> <p>Reported: The SU President presented the report and highlighted several key matters.</p> <p>Freshers week had been very successful as had recruitment and training of course representatives, aided by the new Associate Deans for Student Engagement. The SU Officers are working to increase engagement with students at partner institutions.</p> <p>The SU Officers were working with the University on writing of the self -evaluation analysis document in preparation for the forthcoming Quality Enhancement Review.</p> <p>The SU's Advice Centre was working well and the team continued to have a good relationship with the University's complaints team. There had been a number of group complaints during 2017/18 which the SU considered had been dealt with effectively in partnership with the University. Members acknowledged the positive contribution that the Advice Centre team was making to the student experience.</p> <p>In a question regarding whether complaints to the Advice Centre were an early indicator of low NSS scores in some areas, it was reported that whilst there isn't a direct correlation between issues handled by the Advice Centre and the NSS normally, there had been a correlation between the group complaints received by</p>	

	<p>the University in 2017/18 and the areas with low NSS scores in 2018. The University's NSS working group was co-chaired by the Deputy Vice Chancellor and the President of the Students' Union. This Working Group and the mechanisms to capture issues needing to be resolved for students, i.e. the complaints process, the SU Advice Centre, the student representative system and the student voice fora, were working well.</p> <p>Members noted that the SU was preparing to apply for the NUS Quality Students' Unions mark for which assessors would look at all aspects of the operation of the Union. The Chair of the Board would make herself available if required by the assessors.</p> <p>Resolved: To NOTE the report.</p>	
18.09	Projected Outturn	
	<p>Received: Projected outturn for 2017/18</p> <p>Reported: The Director of Finance presented the report stating that the year-end forecast was consistent with previous reports, but that the external auditors were in the process of undertaking the audit of the financial statements; and the outturn position could change as a result.</p> <p>For 2017/18 the University met its savings target of £2m including costs of change to bring about the targeted surplus. FRS17 pension costs were higher than budgeted; staff costs were close to budget, income from tuition fees was better than expected and all financial KPIs had been exceeded from this provisional position.</p> <p>As things stood, prior to finalisation of the financial statements, the Group position was showing an operational surplus of £1.25m and an overall net surplus of £577k. North Wales Science was reporting an agreed loss due to having taken on a short-term lease on town centre accommodation; and Glyndŵr Innovations had made a loss in part because anticipated contracts had been awarded later than expected. Optic Glyndwr was showing a surplus having benefited from favourable exchange rates on the final warranty payment; and a potential outstanding loan provision, which had previously been queried by Audit Committee, had been investigated and resulted in confirmation that the loan was not repayable, therefore the provision was no longer required and had been released to the revenue account.</p> <p>The performance of the Faculties was reasonably in line with targets although there had been some under delivery against part time credits.</p> <p>The Board wished to record their congratulations to management and staff on an excellent result in a challenging year. They noted that the savings achieved had been key to ensuring a third year of surplus, whilst acknowledging the impact the restructuring had had on groups and individuals.</p> <p>The positive outturn would be shared with staff on finalisation of the financial statements; and it was reported that the finance business partners discussed Faculty and Department financial performance with relevant budget holders on a regular basis.</p> <p>Resolved: To NOTE the report.</p>	
18.10	Campus 2025	

Received:

- (i) An update report on progress of Campus 2025.
- (ii) Proposed phasing diagram
- (iii) Planned maintenance programme
- (iv) Prioritisation of phase 0 diagrams
- (v) Updated governance framework for Campus 2025 approvals

Reported:

The report was taken as read and the Director Operations and the Director of Finance highlighted key points which are detailed below.

18.10.01 Funding and prioritisation of phase 0 – Plas Coch campus refurbishment

The Campus 2025 Steering Group had developed a revised phasing plan. The funding and phasing of phase 0 (now called stage 1) would be undertaken through a combination of the planned maintenance budget, capital bid programme and receipts from the sale of land as well as the capital funding provided by HEFCW.

The new SCALE-UP teaching space had been funded through the 2018/19 minor capital programme.

A spatial analysis had been undertaken and subsequent to its findings, the aim was to increase the current use of the main Plas Coch building from 53% academic space to 84% academic space, which would entail moving staff offices to other areas of the campus. The Student's Union would also be re located.

Design user groups had been set up to consider the teaching space requirements to align with the curriculum offering, including the balance between standard and SCALE UP teaching space. To date 15 staff had undergone training on the use of the SCALE -UP technology assisted approach to student learning, and further staff development would be undertaken in partnership with Nottingham Trent University.

The Estates department had reviewed the Faithful and Gould report and the Futurserve M&E report in assessing priorities for backlog maintenance. The high priority areas were being addressed to meet regulatory requirements and key issues raised by students and staff. Some high-risk areas within the reports relating to the Student Village and the Goldstein Library would not be addressed as both buildings were planned for demolition.

Once the refurbishment plans had been finalised, proposals will be brought back to the Strategy and Finance Committee and the Board, including more detail about how the HEFCW capital funding will be utilised.

The funding table of possible expenditure and funding sources had been updated and there remained a shortfall if everything in the Campus 2025 plan was undertaken. However, it will be possible to deliver significant elements of the plan as funding becomes available without any impact on the revenue account nor any contribution from cash, apart from minor capital expenditure and planned maintenance.

18.10.02 Disposal of surplus land adjacent to Wrexham Village

Two offers for the surplus land had been received and valuations were being undertaken. Negotiations were continuing with the two interested parties.

	<p>Once the valuations had been received and the negotiations completed, a business case supported by a Charity report and management's recommendation, would be brought back to the Board for consideration of best value and decision.</p> <p>Resolved: To NOTE the report.</p>	
18.11	NSS analysis	
	<p>Received: (i) NSS analysis circulated in August 2018 (ii) Letter to HEFCW regarding the NSS survey results (iii) Action plans for four programmes</p> <p>Reported: Members had been sent a more detailed analysis of the 2018 NSS results, received a presentation and discussed the results at their Strategy Day on 11th October. The response to HEFCW was highlighted and it was noted that it had been a challenge to determine what the data was saying due to the aggregation of data for the small numbers of responses relating to the courses concerned. The action plans presented were at course level, but above them were Faculty action plans which detailed every NSS question and actions to address low scores as well as note where there was good practice.</p> <p>Resolved: To NOTE the report</p>	
18.12	Chair's report	
	<p>Reported: The Chair reported that on 22nd August she had attended the University to sign and seal the acquisition and loan documentation associated with Wrexham Student Village, with Mr Barlow as the second signatory. She had also attended a press launch at Collier's Park following the agreement to lease the facility to the Football Association of Wales (FAW), which once developed would contribute to improved sporting facilities for the University. A formal opening of the new FAW facilities was anticipated to take place in May 2019.</p> <p>The Chair would be unable to attend the next meeting of the Chairs of Universities Wales, which would entail a meeting with the Cabinet Secretary for Education, and invited any other governor to attend on her behalf if they would like to.</p> <p>The Cabinet Secretary was due to visit the University on 15th November to discuss the University's civic engagement work.</p> <p>Resolved: To NOTE the report.</p>	
18.13	Academic Board	
	<p>Received: (i) A report of matters considered at the September 2018 Academic Board meetings. (ii) Student Charter 2018/19</p> <p>Reported: The report was taken as read and the Vice Chancellor highlighted that the Academic Board had discussed the five assurance statements that the Board is required to submit to HEFCW in December; and the outcome would be reported to the Quality and Standards Scrutiny panel. Colin Heron, the Academic Board's nominated</p>	

	<p>governor was now a member of the Panel and will be able to contribute to the assurance on the security of quality and standards of the University's provision.</p> <p>A peer observation of teaching policy had been approved which supported academic staff in peer learning.</p> <p>Members noted that there was a gender imbalance in the images on the Student Charter and suggested consideration be given to reflecting the diverse student population in images wherever possible.</p> <p>Resolved: To NOTE the Report and the Student Charter.</p>	
18.14	Corporate Strategic Risks	
	<p>Received: (i) A summary of the University's corporate strategic risks. (ii) Corporate risk register</p> <p>Reported: The Chair of Audit Committee highlighted that following review by management there had been no changes to the risks themselves. There had been some changes to the narrative within the risk and mitigation statements however.</p> <p>The Committee had agreed that the full Board should be presented with the full risk register at its October meeting and annually thereafter to supplement the corporate risk summaries they receive at each meeting.</p> <p>Management had commenced roll out of the operational risk registers using the same templates and format as those used for the Vice Chancellor's Board (VCB); and processes have been put in place to escalate high risks to VCB as appropriate.</p> <p>In discussion of the risk relating to the University's standing with HEFCW, it was noted that HEFCW does not publish its methodology for assessing HEIs, but the process includes review of a range of factors including governance, strategic direction in the HE sector in Wales and short, medium and long-term sustainability, rather than a University's financial position alone. The University regards its relationship with HEFCW as a positive one and the mechanisms which the University used to keep HEFCW updated on developments were outlined.</p> <p>Resolved: To NOTE the report.</p>	
18.15	Board Effectiveness Review	
	<p>Received: Board Effectiveness Review action plan.</p> <p>Reported: The Chair of the Nominations and Governance Committee outlined the Committee's consideration of each of the recommendations arising from the effectiveness review. The Committee recommended the acceptance of 11 recommendations in full and 1 in part and had suggested an action to address each of them.</p> <p>There were 4 recommendations not deemed to be appropriate and each one was highlighted with the rationale, as follows:</p> <p>(i) A joint meeting between the Board of Governors and the Academic Board was deemed unwieldy due to numbers and it was suggested that strengthening of</p>	

	<p>interactions between the two bodies to develop more regular and routine process would be more beneficial.</p> <p>(ii) In order to increase diversity of the Board it was suggested that mechanisms might include associate membership, however it was determined that the current mechanisms to advertise vacancies to diverse groups would continue to be deployed, and associate membership of the Board was not considered appropriate due to issues of accountability and confidentiality.</p> <p>(iii) In respect of discussion about an approach to the issue of league table performance it was clarified that there is a policy not to utilise league tables as a driver of performance although this hadn't been clear to everyone. Instead the University wished to focus on the underlying issues and objectives within the Vision and Strategy, for example NSS and DLHE data, to improve the student experience rather than solely to increase its position in league tables. Nevertheless, the Board will be kept informed of league table positions and rises will be celebrated.</p> <p>(iv) The arrangement of a development session to discuss the University's brand and values was deemed not to be required as the values were now stated within the Vision and Strategy 2025 and determination of a visual brand for the University was for management to determine. The Vice Chancellor stated that branding and identity would be reviewed in due course.</p> <p>Resolved: To AGREE to accept the 11 recommendations in full and 1 in part and corresponding responses.</p> <p>To AGREE not to accept the 4 recommendations highlighted for the reasons given.</p> <p>To APPROVE the action plan.</p>	
18.16	Board of Governors' Annual Report	
	<p>Received: Annual report of the Board of Governors 2017/18.</p> <p>Resolved: To APPROVE the report as an accurate summary of the Board's work during 2017/18 and the work plan for 2018/19.</p> <p>To APPROVE the sharing of the report with Academic Board, staff and HEFCW.</p>	
18.17	Management Annual Report	
	<p>Received: Annual report of the Board of Governors 2017/18.</p> <p>Resolved: To NOTE the report.</p>	
18.18	Register of Interests	
	<p>Received: The register of interests updated for 2018/19.</p> <p>Resolved: To NOTE the Register.</p>	
18.19	Circulars and consultations	
	<p>Received: Briefings on HEFCW circulars relating to:</p> <p>(i) the consultation on National Measures for HE Performance;</p> <p>(ii) the consultation on procedures for quality that is or is likely to become inadequate and the University' response; and</p>	

	<p>(iii) information on Estates Capital allocations for 2018/19.</p> <p>Resolved: To NOTE the report.</p>	
18.20	Committees of the Board	
	18.20.01 Audit Committee	
	<p>Received: (i) Report of the meeting held on 21st September 2018. (ii) Fixed Asset Disposals Policy</p> <p>Reported: The Chair of Audit Committee presented the report and highlighted that the Committee had suggested amendments to the Fixed Asset Disposals Policy which were contained in the final version presented. An internal audit on historical disposals had also been undertaken to ensure the right processes were in place for future disposals. The audit had received a substantial assurance opinion.</p> <p>The Committee had agreed to invite a risk owner to an Audit Committee meeting to discuss a single risk in more detail. This suggestion had arisen out of the Committee's effectiveness review.</p> <p>A partnerships and collaboration audit had also been undertaken resulting in a reasonable assurance. The presentation given by the PVC partnerships at the Strategy Day would be shared with the co-opted Audit Committee members.</p> <p>The Committee had approved a revised procurement policy and met the Procurement Advisor which had been helpful.</p> <p>Resolved: To NOTE that the minutes had been circulated in advance of the Board papers.</p> <p>To NOTE the report of the Committee.</p> <p>To APPROVE the Fixed Asset Disposals Policy.</p>	VB
	18.20.02 Strategy and Finance committee	
	<p>Received: (i) Report of the meeting held 2nd October 2018 (ii) Report of the tender for new banking services (iii) Treasury management and ethical investment policy</p> <p>Reported: The Chair of the Committee highlighted that the Committee had approved a revised treasury management and ethical investment policy which was provided for members' reference.</p> <p>In addition, the Committee had reviewed the impact of the WSV acquisition on the budget and forecast and noted that it was positive, albeit diluted for 2018/19 due to lower than anticipated occupancy levels. The reason for the lower occupancy of the student accommodation had been due to the later than anticipated acquisition, and therefore the lack of time to market the accommodation to new students. The Committee will continue to monitor the situation.</p> <p>The Director of Finance went on to present the report on the tender for provision of banking services, which had been endorsed by the Chair of Strategy and Finance</p>	

	<p>Committee. It was highlighted that the University had not tendered for its banking services for circa 20 years and recent service from the University's current bankers had been poor. The process undertaken was outlined, as were the costs and added value services being offered by the successful bank over and above those offered by the other banks who tendered.</p> <p>The separate working capital arrangement with Sancus Finance was functioning well and would be reviewed at the end of three years to determine whether to continue with the service or to seek similar arrangements with the new bank.</p> <p>Resolved: To NOTE that the minutes had been circulated in advance of the Board papers.</p> <p>To NOTE the report of the meeting.</p> <p>To APPROVE Barclays Bank as the provider of the University's banking services from December 2018 for five years; and AGREE that the Chair signs any agreements or banking mandates to effect the transition to the new service if required.</p>	
18.20.03 Nominations and Governance Committee		
	<p>Received: (i) Report of the meeting held 2nd October 2018. (ii) Memorandum of Agreement between the Students' Union and the University</p> <p>Reported: The Chair highlighted the minor change to the Memorandum of Agreement which was to reflect the SU's responsibilities under the Licensing Act following their decision to sell alcohol in the Students' Union (through a 3rd party).</p> <p>Resolved: To NOTE that the minutes had been circulated in advance of the Board papers.</p> <p>To NOTE the report of the meeting.</p> <p>To APPROVE the amendments to the Memorandum of Agreement between the University and the Students' Union.</p>	