

Minutes of the Board meeting of the Board of Governors of Glyndŵr University held on
Friday 8th March 2019 at 9.00 am in 1887, Plas Coch, Wrexham.

Present

Mr Jim Barclay
 Mr Paul Barlow
 Mrs Laura Gough
 Mr Angus Hamill-Stewart
 Mr Colin Heron
 Professor Maria Hinfelaar
 Mr Kieran Irwin
 Professor Sandra Jowett
 Mrs Judy Owen
 Ms Maxine Penlington (Chair)
 Mr Askar Sheibani
 Dr Colin Stuhlfelder
 Mr David Subacchi
 Mrs Caroline Whiteley

Officers: Mr David Elcock (*Director of Finance*)
 Mr Pete Gibbs (*Director of Human Resources*)
 Mrs Lynda Powell (*Director of Operations*)

Apologies: Mrs Celia Jenkins
 Mr Paul McGrady
 Dr Jayne Mitchell
 Mr Barrie Jones
 Mr Lee Robinson
 Professor Claire Taylor (*Deputy Vice Chancellor*)
 Dr Aulay Mackenzie (*PVC Partnerships*)

In Attendance: Mrs Val Butterworth (Clerk to the Board)

18.55	Welcome and apologies	
	<p>Members were welcomed to the meeting and apologies were noted.</p> <p>Mr Barclay was welcomed to his first Board meeting.</p> <p>Dr Colin Stuhlfelder's first term of office would come to an end on 31st March 2019 and he had confirmed that he would be standing again for a second term. He was wished well in the forthcoming election process.</p>	
18.56	Declarations of interest	
	<p>Mrs Powell declared her membership of the North Wales Science Board of Directors, confirming she would be presenting the proposals in relation to the North Wales Science subsidiary company in her capacity as the University's Director of Operations.</p>	

	Mr Barclay declared that he had undertaken consultancy for Do-Well who were providing a service to the University. There was no conflict of interest.	
18.57	Chair's Action Received: A report of action taken by the Chair between meetings. Reported: The action related to the approval of a fee variation to the 2019/20 Fee and Access Plan to reflect factual information regarding changes to academic partners and associated forecast income and student numbers. Resolved: To NOTE the report.	
18.58	Minutes Received: Minutes of the meeting held on: (i) 30 th November 2018. (ii) 25 th January 2019 Resolved: That the minutes of the meetings held on 30 th November 2018 and 25 th January 2019 were a true and accurate record of the meetings.	
18.59	Matters arising Received: A matters arising report provided by the Clerk. Resolved: To NOTE the report.	
18.60	Vice Chancellor's Report Received: (i) A report on the Vice Chancellor's appointment to the Independent Welsh Pay Review Body. (ii) A report on the themes and messages arising out of the HEFCW PCET conference held 7 th March 2019. (iii) An update on matters raised at the October 2018 Strategy Day in respect of the University's external networks. Reported: The Vice Chancellor outlined the process leading to her appointment to the Independent Welsh Pay Review Body which had included discussion with the Chair of the Board and an interview process. The Body will set the pay for primary and secondary school teachers for the first time following the devolution of teachers' pay. It will be a five year commitment. Members were reminded that the Remuneration Committee would be considering guidance for senior managers on external work at its June 2019 meeting. Members congratulated the Vice Chancellor on the appointment. Key points arising from the report of the PCET conference were highlighted including: that participation in Higher Education is lagging behind OECD countries; participation is driven by social demand rather than labour force demand; many universities are heavily reliant on EU funding for their research which is anticipated to drop considerably if there is a no deal Brexit; non -STEM subjects may lose out through the Augar Review, noting that in Wales currently only medicine and the conservatoire are classed as high cost subjects; there needs to be clarification as to the definition of STEM subjects for Wales; and there needs to be closer collaboration to establish more FE to HE pathways between institutions local to each other.	

	<p>Resolved: To NOTE the report.</p>	
18.61	<p>Students' Union</p> <p>Received: Report from the Students' Union President.</p> <p>Reported: The Students' Union were congratulated on the outcome of their Quality Students' Union assessment which would be made public in June.</p> <p>Students had been involved in the Quality Enhancement Review and the President considered that the first visit in February had gone well.</p> <p>There had been improvements in student engagement with 75% of student representatives having been recruited and the recent student reps conference had been a success. Tell Glyn is working effectively and feedback gained through this mechanism is considered valuable.</p> <p>Members explored the matter of IT connectivity as WiFi had been a recurring problem in recent times. Students often made general comments about IT problems but Tell Glyn now asked for the location of any problems experienced so that IT services could investigate and rectify them. Investment of £250 k per year over the last two years had been utilised to improve Learning Resources, including IT, and many of the WiFi blackspots had been resolved. There were also some mobile 'phone blackspots due to the location of the mast. Members requested an update on the actions being taken, with the resources available, to improve connectivity.</p> <p>It was reported that there were no common themes arising from cases being dealt with by the SU Advice Centre. The SU considered that the increase in cases was a reflection of more students engaging in the service. The fact that faculty structures were now aligned was deemed to be helpful to assist the SU in comparing the student experience across each faculty.</p> <p>It was noted that some students had found it difficult to secure study skills appointments. It was reported that there had been some short term resource issues in that area recently which were being resolved as well as the development of more on-line resources to provide easier access to study skills support. There was no direct link between students being unable to access study skills in a timely manner and withdrawal from studies, although it was acknowledged it could have an impact on retention.</p> <p>The Governors who had visited Student and Campus Life on 14th February had been impressed by the breadth and level of support in place for students to access. It was queried why there might have been an increase in students requiring support with extenuating circumstances submissions and whether this was due to poor accessibility of the documentation. The SU were unclear as to the reasons for the increase but considered it positive action to signpost students to the relevant documentation and assist them in completing it where required.</p> <p>It was clarified that the SU was developing its engagement with partner institutions which included franchised delivery at both UK and International partners. It was reported that partner institutions had the same student voice mechanisms in place as programmes delivered at the North East Wales campuses. There were cultural issues to take into account when seeking feedback from international students.</p>	LP

	<p>There were a number of forthcoming events in the SU's calendar including: the outcome of the Students' Union's elections on 21st March, the Varsity with University of Chester, Warrington campus on 27th March; the annual student awards on 8th April; and the NUS national conference 9th to 11th April when changes to its operation and interaction with Students' Unions may arise. Invitations to relevant events would be circulated to governors.</p> <p>Finally it was highlighted that the Welsh Government had committed to making £2m available through HEFCW to fund mental health initiatives in Welsh Universities.</p> <p>Resolved: To NOTE the report.</p>	VB
18.62	Campus 2025	
	<p>Received:</p> <ul style="list-style-type: none"> (i) An update report on progress of Campus 2025. (ii) Proposals for B corridor refurbishment works. (iii) A report on the outcome of the meeting on 28th February with the planning authority and Cadw. <p>Reported:</p> <p>It was noted that the planning authority and Cadw had objected to the scale and location of the proposed Learning Gateway building. The improved visibility of the University from Mold Road would be retained through landscaping and the creation of a pedestrian plaza, however a compromise had been reached on the Learning Gateway and it would be sited at the junction of A and D blocks. Demolition of the existing listed Students' Union building to make way for the Learning Gateway Building would be supported and the existing Engineering building would not be listed if this solution was adopted. A fourteen day consultation period would be needed in respect of the re designed Learning Gateway Building. It was likely now that the University's planning applications would be considered at the June 2019 planning committee.</p> <p>The Strategy and Finance Committee had scrutinised the B corridor refurbishment proposals and recommended the approval of the expenditure. It was noted that the work would be started a week later than stated due to examinations taking place, however it was anticipated that the works would still be completed by the end of July.</p> <p>Resolved: To NOTE the Campus 2025 report.</p> <p>To APPROVE the B corridor refurbishment works and associated expenditure.</p>	
18.63	North Wales Science	
	<p>Received</p> <p>A proposal for the acquisition of Henblas House in Wrexham Town Centre by North Wales Science for the relocation of Techniquest.</p> <p>Reported:</p> <p>The background to the proposal was outlined, highlighting the withdrawal of Welsh Government funding, upon which Techniquest relied, to zero by April 2021. The removal of this funding was the trigger for the NWS Board to explore the future sustainability of the charitable subsidiary company.</p> <p>A feasibility report had been commissioned by the NWS Board; and this had informed the proposals presented including income estimates and potential visitor numbers, based upon research including: population estimates; travel distances; location of</p>	

	<p>similar attractions and their visitor data; and competition both within and outside the region.</p> <p>The feasibility report had reviewed the data in the context of Techniquest undertaking 'in reach' activities only, outreach activities only, and both 'in reach' and outreach activities, with each of the three scenarios considered in the context of both its current location and in a town centre location. The Board of North Wales Science had not considered closing the company, in line with the Trustees' obligations to consider the best options in the interest of the charity. Techniquest is currently sited at the rear of the Plas Coch campus. Moving to a new location, with the opportunity to attract increased footfall, was deemed the only viable option by the Board of North Wales Science and they had approved such a move.</p> <p>When the opportunity arose to submit a bid to the Inspiring Science Fund (ISF), a business plan had been developed with the forecast visitor numbers and income from the feasibility report reduced. These forecasts had been reduced further again in the sensitivity analysis presented to the Strategy and Finance Committee and the Board. The ISF had awarded North Wales Science a grant of £1.75m, but this was subject to confirmation of the TRIP funding of £750k.</p> <p>It was confirmed that the purchase price for the freehold on Henblas House was £400k plus VAT, but that North Wales Science could re-claim the VAT.</p> <p>The Chair of Strategy and Finance Committee reported that the Committee had scrutinised the proposals on 15th February and again at a special meeting on 7th March. The Committee had challenged the visitor numbers and reviewed cashflow and the impact on the University. It had also been confirmed to the Committee that the purchase would not impact on the University's bank loan covenants.</p> <p>The Committee had considered the risks associated with the acquisition against the reputational impact of closing the charity without giving it the opportunity to succeed in a new location. In addition there were potential rewards that would arise out of working with the parties currently interested in locating to Henblas House, utilising space not required by Techniquest.</p> <p>It was confirmed that as part of the conditions attached to the ISF funding Techniquest would need to operate for eight years following its relocation, with each full year remaining needing to be repaid if the facility closed sooner. It was understood that if Techniquest were to become insolvent North Wales Science, as the owners of the building, would be held liable to ISF for repayment of relevant funds; and not the University. This would be confirmed. Verbally the University had also been advised that the Welsh Government would be unlikely to seek to recover the TRIP funding if the facility were to close.</p> <p>It was understood that if the TRIP funding were not to be awarded it was likely that the company would need to be closed down due to a lack of funding, although the NWS Board would review the situation and make feasible proposals to the Board of Governors. If the acquisition was approved, once Techniquest had re located it would be launched and operated professionally, in contrast to the recent 'pop up' nature of the science discovery provision.</p> <p>Mr Barclay has experience in the visitor economy and it was suggested he provide informal advice and guidance as a Board sponsor in the same way Mr McGrady did in relation to Campus 2025. Mr Barclay indicated he would consider whether he could undertake the commitment in due course.</p>	
--	---	--

	<p>Members concluded that the project was worthwhile from a strategic and reputational perspective, with excellent potential to work with key partners. The Strategy and Finance Committee had highlighted that forecast footfall might not materialise which would impact on the financial viability, and therefore the Board supported the Strategy and Finance Committee's suggestion of a new business plan which assumed a slower build up in income from visitor numbers and consequential expenditure, together with a strong focus on marketing, against which the Committee would monitor performance.</p> <p>Resolved: To NOTE the report and APPROVE the acquisition of Henblas House (unit 2) by North Wales Science at a cost of £400k + VAT (subject to TRIP funding being secured, surveys, legal checks and change of use permissions being granted) into which Techniquequest Glyndwr can relocate; and also subject to confirmation that the University is not required to underwrite the obligations under the ISF and TRIP grants.</p>	
18.64	Financial Management Report	
	<p>Received: (i) Quarter 2 financial management report (August to 31st January 2019) (ii) Reconciliation between the December and January forecasts (iii) Risks and opportunities table.</p> <p>Reported: The Director of Finance presented the report which had been modified to address the Board's presentational requests. The key variations between the December and January forecasts were highlighted and it was noted that the biggest risk was potential clawback of 2018/19 HEFCW funding for part time credits if they are not delivered. There had been no clawback in 2017/18 and whilst there was circa £600k worth of credits still to be delivered there was significant work on-going to ensure delivery of these. An additional risk is an increase in FRS17 charges over and above the preliminary estimate provided.</p> <p>Resolved: To NOTE the report.</p>	
18.65	Staff Engagement Survey	
	<p>Received: Presentation on the broad outcomes from the 2018 staff engagement survey.</p> <p>Reported: It was reported that the response rate had been 73% and the same external survey tool had been utilised as in 2016 to allow comparability between surveys. The results were largely very positive and in many cases there had been improvements since 2016 despite there having been a restructuring exercise during the majority of the time since the previous survey.</p> <p>Members welcomed the positive outcomes, noted the areas for improvement and the next steps, and that the actions arising from the full process would be included within the existing Engagement Strategy.</p> <p>The Director of HR and his team were thanked for their work on the survey.</p> <p>Resolved: To NOTE the report.</p>	
16.66	Fee and Access Plan	
	<p>Received: (i) Draft Fee and Access Plan 2020/21</p>	

	<p>(ii) Variations on both the 2018 /19 and 2019/20 fee and access plans</p> <p>Reported:</p> <p>Members were reminded of the statutory status of the Fee and Access Plan and that HEFCW and Welsh Government use it to demonstrate alignment with Welsh Government objectives. The Plan demonstrates the University's commitment to widening access in Wales through improving equality of opportunity and promoting higher education in Wales.</p> <p>Members considered it rather long in terms of its other purpose of informing students, however were advised that it is one of the shortest documents amongst Welsh Universities.</p> <p>Informal feedback on the plan was being sought from HEFCW prior to final submission. Advice from the University Solicitor was being sought on the fee wording which needed to allow flexibility for the University to amend its fees for new students, and current students for future years of study, in line with the maximum allowable in Wales.</p> <p>The Students Union President confirmed that the SU had provided input into the draft.</p> <p>Resolved:</p> <p>To NOTE the report.</p> <p>To APPROVE that the University charges the maximum fee level that is allowable in Wales for full time undergraduate courses, which is currently set at £9k per year.</p> <p>To APPROVE the Fee and Access Plan 2020/21 in principle subject to final amendments.</p> <p>To APPROVE delegation to the Chair of the Board to consider and APPROVE the final Fee and Access Plan for submission to HEFCW.</p> <p>To APPROVE the variations to the 2018/19 and 2019/20 Fee and Access Plans for submission to HEFCW.</p>	
18.67	<p>Chair's Report</p> <p>Reported:</p> <p>The Chair reported on the developments and meetings that she engaged in since the November 2019 meeting.</p> <p>18.67.01 Quality and Standards</p> <p>HEFCW had sent a letter confirming they were happy with the Quality and Standards statements submitted by the Board in December. Their letter was circulated to all governors on 27th February.</p> <p>The QAA Quality Enhancement Review is on-going. Indications were of a successful initial visit on 11th February in which the Clerk participated in respect of governance matters. The Chair, Professor Sandra Jowett, Dr Jayne Mitchell, David Subacchi and Colin Heron were scheduled to meet the assessors as a group on 12th March.</p> <p>18.67.02 External matters</p> <p>CUC are consulting on a review of the Higher Education Code of Governance with a deadline of 20th March. The Clerk and Chair would respond to the questions and share with Nominations and Governance Committee.</p>	

	<p>Neither the Chair nor Vice Chair was able to attend the ChUW meeting on 14th February, but noted subsequently that the Group is considering, alongside the CUC HE Governance Code Review, the possibility of a Welsh Governance good practice model to be discussed with the Welsh Vice Chancellors (via Universities Wales) and with input from Clerks and Secretaries, and possibly engaging a retired senior administrator from outside Wales as an independent Chair of a group that may look at this.</p> <p>The Chair would be attending the CUC Plenary in London on 4th and 5th April and the CUC Code review is an item on the agenda there as well.</p> <p>The Chair would also be attending the Advance HE event for Welsh Universities in Cardiff on 10th April. The Clerk had sent a diary note out previously but would send the invitation out to everyone again now that bookings were open. It is noted that for staff and student governors this date clashed with the University's springboard conference.</p> <p>18.67.02 Other matters</p> <p>The Board's annual open meeting had been scheduled to take place on Monday 8th April as a breakfast meeting from 8.00 am to 9.30 am. Invitations would be sent out soon.</p> <p>It was suggested that the May Board meeting be held in St Asaph at 10.00 am with an optional site tour beforehand. Members AGREED to this. There were no facilities large enough to host a Board meeting at the Northop site, however a Committee meeting could be held there and this would be arranged.</p> <p>Resolved: To NOTE the report.</p>	
18.68	<p>Academic Board</p> <p>Received:</p> <ul style="list-style-type: none"> (i) A report of matters considered at the Academic Board meeting held on 20th February 2019 (ii) The University's mapping against European Standards and Guidelines (ESG) and the QAA Quality Code. <p>Reported:</p> <p>Members noted the mapping of practice against the ESG and the QAA Quality Code which had been requested by the Quality and Standards Scrutiny Panel, and had been provided to the QAA as part of the QER currently underway.</p> <p>It was noted that the Postgraduate Student Experience Survey (PRES) had not been undertaken for financial reasons. However officers confirmed that some form of survey on postgraduate research students' experience would be undertaken in due course. The Board would be updated as part of the next matters arising report.</p> <p>Resolved: To NOTE the report.</p>	VB
18.69	<p>Corporate Strategic Risk</p> <p>Received:</p> <ul style="list-style-type: none"> (i) A summary of the University's corporate strategic risks. (ii) Risk heat map <p>Reported:</p> <p>It was noted that risk owners were in the process of undertaking a periodic review of the risks, the scores and mitigations with the results due to be presented to the March</p>	VB

	Audit Committee. It was anticipated that there would be changes to the risk scores arising out of the review. Resolved: To NOTE the report.	
18.70	Circulars and consultations Received: The University's response to the Independent Review of the TEF. Resolved: To NOTE the report.	
18.71	Application of the University Seal Received: Report on the application of the University seal since November 2018. Resolved: To NOTE that the Seal had been applied on one occasion since November 2018 as set out in the report.	
18.72	Dates for 2019/20 Received: (i) Board and Committee dates for 2019/20 (ii) Proposal for a minor change to the terms of reference of the Strategy and Finance Committee reducing the number of required meetings from five to four per year. Reported: The rationale for the modification to the annual pattern of meeting dates was outlined, as well as the reasons for the suggestion to amend the number of meetings of the Strategy and Finance Committee to a minimum of four meetings per year. Resolved: To NOTE the dates for 2019/20. To APPROVE the minor change to the Terms of reference of Strategy and Finance Committee to state that it should hold a minimum of four meetings per year.	
18.73	Committees of the Board 18.73.01 Strategy and Finance Committee Received: Report of the meeting held on 15 th February 2019. Reported: The Chair of the Committee highlighted the excellent proposals received from the Student's Union on their block grant for 2019/20 to 2022/23. The outcome would be part of the budget papers presented to the Strategy and Finance Committee in June and the Board in July 2019 for approval. The work of the Finance team was also commended in respect of the significant improvements in debt management. Resolved: To NOTE that the minutes of 15 th February had been circulated in advance of the Board papers. To NOTE the report of the Committee.	

	18.73.02 Human Resources Committee	
	<p>Received: Report of the meeting held on 14th February 2019.</p> <p>Reported:</p> <p>The Chair of the Committee highlighted the discussion members had had around the safety of the external cladding on part of the Wrexham Student Village (WSV) accommodation from a fire perspective. Whilst the Committee had received assurance that the cladding met legal requirements more information had been requested in order to ascertain whether more could be done, if anything, to strengthen fire safety in the WSV accommodation for consideration at the next HR Committee.</p> <p>Resolved: To NOTE that the minutes of 14th February had been circulated in advance of the Board papers.</p> <p>To NOTE the report of the meeting.</p>	

CONFIDENTIAL