

Minutes of the Board meeting of the Board of Governors of Glyndwr University held on **Friday 17th May** 2019 at 10.00 am in the Boardroom, Optic Centre, Glyndwr University, St Asaph.

Present

Mr Jim Barclay
 Mr Paul Barlow
 Mrs Laura Gough
 Mr Angus Hamill-Stewart
 Professor Maria Hinfelaar
 Mr Kieran Irwin
 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
 Mrs Caroline Whiteley

Officers:

Mr David Elcock (*Executive Director of Finance*)
 Mr Pete Gibbs (*Executive Director of Human Resources*)
 Mrs Lynda Powell (*Executive Director of Operations*)
 Professor Claire Taylor (*Deputy Vice Chancellor*)

Apologies:

Mr Colin Heron
 Mrs Celia Jenkins
 Mr Barrie Jones
 Dr Aulay Mackenzie (*PVC Partnerships*)

In Attendance:

Mrs Val Butterworth (Clerk to the Board)

18.79	Welcome and apologies	
	Members were welcomed to the meeting and apologies were noted.	
	Mr Sprake was welcomed to his first Board meeting.	
18.80	Declarations of interest	
	There were no conflicts of interest with any item on the agenda.	
18.81	Membership matters	
	<p>Received: A report and recommendations from the Nominations and Governance Committee.</p> <p>Reported: Mr Lee Robinson had tendered his resignation due to a change in his work circumstances which prevented him from being able to give his full commitment to the Board. Members wished to record their thanks and good wishes to him. The Nominations and Governance Committee would consider the arising vacancy at its next meeting.</p>	MP

	<p>Mr Barrie Jones had requested a short leave of absence until his current significant work commitments had settled, and he would review his situation at the beginning of the next academic year. Members ENDORSED this short leave of absence.</p> <p>Resolved:</p> <p>To NOTE the report.</p> <p>To APPROVE the reappointment of Mr McGrady, Mrs Owen and Professor Jowett for a second term of office to 31st August 2023.</p> <p>To APPROVE the appointment of Mr Jim Barclay as Vice Chair of the Audit Committee.</p> <p>To AGREE to receive recommendations from the Nominations and Governance Committee by circulation between meetings if required so that new governors and co-opted committee members can be appointed as soon as possible.</p>	
18.82	Minutes	
	<p>Received: Minutes of the meeting held on 8th March 2019.</p> <p>Resolved: That the minutes of the meetings held on 8th March 2019 were a true and accurate record of the meetings.</p>	
18.83	Matters arising	
	<p>Received: A matters arising report provided by the Clerk.</p> <p>Resolved: To NOTE the report.</p>	
18.84	Vice Chancellor's Report	
	<p>Received: A report from the Vice Chancellor.</p> <p>Reported: Two update reports had been circulated by the Vice Chancellor, one on the 3rd May and a second on 10th May as well as communications with staff being shared with the Board. Members welcomed being kept informed of developments between meetings and seeing the staff communications.</p> <p>Resolved: To NOTE the reports.</p>	
18.85	Students' Union	
	<p>Received: Report from the Students' Union President.</p> <p>Reported: The Students' Union President thanked the Vice Chancellor's Executive Team for their support particularly in respect of the recent Quality Enhancement Review and the Campus 2025 developments which were already making a difference to the student experience. The SU Officers had attended the recent NUS conference and confirmed there were to be significant reforms to the way NUS is run, which were unlikely to affect the SU significantly.</p>	

	<p>Kieran Irwin and Ebony Banks were congratulated on their election to President and Vice President from 1st July 2019. Members were also updated on the recruitment process to appoint a new CEO. Five applications had been received to date and the panel was due to convene on 26th June to interview candidates and make an appointment. The Board wished to record their thanks and best wishes to Sarah Ellis, the former CEO.</p> <p>In terms of the Student Advice Centre, there had been no group complaints, and of the 20 complaints received, 16 had been resolved at an early stage and only 4 had proceeded to the University's formal complaints procedure. Members commended the early complaints resolution process.</p> <p>The outgoing SU President was thanked for his contribution to the University and to the Board and its committees and he was wished well for the future. He was invited to attend the Board meeting in July as an observer as part of the handover to the new student governors.</p> <p>Resolved: To NOTE the report.</p>	
18.86	Preparation of the 2019/20 budget	
	<p>Received: Report on budget preparation for 2019/20.</p> <p>Reported: The Director of Finance presented the report on the preparation of the 2019/20 budget and reminded members of the challenges that arose in the 2018/19 budget prompting a review of the cost base to ensure an increased surplus can be achieved in 2019/20.</p> <p>In response to the Board's concerns the additional IT investment expenditure had been factored in to the draft budget and the pensions contingency had also been restored to £1m. The planned higher level of surplus would help create increased levels of reserve. Growth in income from Transnational Education and the new on-line masters provision was also making a financial contribution and such diversification of provision mitigated to some degree the reductions in UK and EU student numbers.</p> <p>There remained some unknown factors such as the HEFCW funding allocation, the cost of change of the current restructuring exercise and costs of software to manage the creation of the new directorate incorporating the current academic registry and strategic planning functions.</p> <p>The final budget would be presented to the July meeting following scrutiny by Strategy and Finance Committee in June.</p> <p>Resolved: To NOTE the report.</p>	
18.87	Financial Management Report	
	<p>Received: Financial management report to 31st March 2019.</p> <p>Reported: The Director of Finance presented the report noting that the forecast outturn was £434k against a planned budget target of £552k. Performance against all year to date KPIs</p>	

	<p>was positive, as was cashflow. The University was complying with all covenants associated with its current loan.</p> <p>BUFDG had advised all Universities to include increased provision relating to the USS pension fund following the revised recovery plan from the 2017 valuation. This amounted to £144k which is the liability of current and past members of the pension scheme and is a non-cash charge to the accounts. The University currently has only 4 members in the USS. It had been confirmed that the increase in the University's contribution to the Teachers' Pension Scheme, which has significant membership, would be 7.2% in 2019/20.</p> <p>Work was ongoing to deliver allocated part time credits as it was recognised that clawback of part-time funding by HEFCW would have a detrimental effect on the surplus position. The full value of the potential clawback currently amounted to £645k, however work was on going to deliver the required credits. A short 20 credit course on graduate employability was proving successful, some compliance focussed short courses were being offered to local authority staff, and there were some economies of scale that would be realised if all part time credits were not utilised. The Vice Chancellor's Board was receiving regular reports on the delivery of the required credits and associated financial value.</p> <p>Resolved: To NOTE the report.</p>	
18.88	Campus 2025	
	<p>Received: An update report on progress of Campus 2025, including a report on the actions taken to improve Wifi connectivity across the campus.</p> <p>Reported: The Director of Operations presented the report noting that the Gallery social collaborative learning space had been completed in line with budget and formally opened at the Board's Annual Open meeting on 8th April 2019..</p> <p>Following approval of the expenditure by the Board and a subsequent tender process for the B corridor refurbishment, the award of the contract to Spatial Office Environments was approved by the Board via circulation on 7th May 2019 to ensure the that the programme of works remained on track for completion by the end of July 2019. Members were thanked for dealing with this matter via circulation.</p> <p>There was some frustration with the time it was taking for the University's planning applications to be considered. The University had complied with the Council's requests for additional information in a timely manner. There was a 13 week statutory period within which planning applications should be considered; and it had now been 40 weeks since the submission of the planning applications and payment of the relevant fees. The Vice Chancellor had been assured by the Council that the planning applications would be considered at the Planning Committee on 1st July.</p> <p>Members endorsed the approach to putting the University's concerns in writing to the Council about these delays, and AGREED that the University should go straight to appeal if there was no decision forthcoming in July. The Vice Chancellor was asked to write the letter to the Council.</p> <p>The University had also addressed concerns raised by Cadw and had circulated to them the changes agreed. There had been no response from Cadw so it was assumed that they were content with the changes made.</p>	

	<p>A member raised the matter of the payment of the £1m off the AIB Loan which was due to be made in August 2019 from reserves noting that at Strategy and Finance Committee it had been indicated that AIB would consider an extension to the repayment dates provided there was certainty about the approval of the planning permissions. The delay in the planning permission being considered meant that AIB would not be approached to consider an extension, but the £1m could still be repaid from the University's reserves and recouped from the planned land disposals.</p> <p>In anticipation of a positive decision on the planning applications Legat Owen had been appointed to prepare the relevant information for the sites identified for disposal to be put on the open market. An options paper on the offers received through this process would be presented to a special meeting of the Strategy and Finance Committee scheduled for 30th September and to the Board for decision at its October 2019 meeting. The University would be open to offers for each site individually or grouped in order to maximise the return.</p> <p>Resolved: To NOTE the Campus 2025 report.</p>	
18.89	Chair's report	
	<p>Reported: The Chair reported on her attendance at the Advance HE event 'shaping the agenda for Wales' on 10th April, and the CUC Plenary on 17th and 18th April at which an interesting Data Analytics presentation was provided on student retention by Northumbria University.</p> <p>At the ChUW meeting on 13th May there had been support for the review of governance in Wales and the Chair was been appointed to the review group. A labour conference resolution had supported the election of governing body chairs in Welsh Universities in line with the Scottish model, which was understood to be an onerous process.</p> <p>Members welcomed the student recruitment presentation provided the previous evening and the tour of the Optic Centre provided just prior to the Board meeting.</p> <p>Finally, the Chancellor had agreed to provide the key note speech at the autumn staff conference, attend the student awards ceremony on 6th May 2020 and the Board's annual open meeting on 7th May 2020.</p> <p>Resolved: To NOTE the report.</p>	
18.90	Corporate Strategic Risk	
	<p>Received: (i) A summary of the University's corporate strategic risks. (ii) Risk heat map</p> <p>Reported: The changes in risk score relating to the University's standing with HEFCW had been reduced following positive engagement over an extended period of time and recent correspondence with them. The risk relating to organisation and personnel had increased but was an unmitigated score which would reduce once the restructuring exercise had been completed. The Student's Union were monitoring any effect of the restructuring exercise on the student experience but there had been no negative issues to date.</p> <p>Resolved: To NOTE the report.</p>	

18.91	Circulars and consultations	
	<p>Received: A summary of several HEFCW circulars issued since the March 2019 meeting.</p> <p>Reported: It was noted that the 2019 NSS results would be published on 3rd July and that summary data should be available for the Board meeting on 12th July. The University had achieved a 76% response rate to the NSS which was above benchmark.</p> <p>Resolved: To NOTE the report.</p>	
18.92	Application of the University Seal	
	<p>Received: Report on the application of the University seal since November 2018.</p> <p>Resolved: To NOTE that the Seal had been applied on one occasion since March 2019 as set out in the report.</p>	
18.93	Committees of the Board	
	18.93.01 Audit Committee	
	<p>Received: Report of the meeting held on 22nd March 2019.</p> <p>Resolved: To NOTE that the minutes of 22nd March 2019 had been circulated in advance of the Board papers.</p> <p>To NOTE the report of the Committee.</p>	
	18.93.02 Nominations and Governance Committee	
	<p>Received: (i) Report of the meeting held on 2nd May 2019. (ii) Selection Process for new Governors (iii) Honorary Fellows procedure</p> <p>Reported:</p> <p>The Chair of the Committee highlighted the amendments made to the Selection Process for new Governors and the Honorary Fellows procedure. It was clarified that serving politicians were not normally eligible for consideration for honorary fellowships in part to ensure the University maintained a non-partisan position, although Peers were more independent. It was highlighted that there were politicians on the list of Honorary Fellows prior to 2009 when the Honorary Fellows procedure was formalised and approved by the Board. Notwithstanding this, a very exceptional circumstance could arise leading to a serving politician being invited to receive an Honorary Fellowship.</p> <p>The Chair was delighted to report that the Chancellor had agreed to attend two graduation ceremonies and the Honorary Fellows dinner in 2019.</p> <p>Resolved: To NOTE the report of the meeting.</p> <p>To APPROVE the updated Selection Process for New Governors.</p>	

	To APPROVE the updated Honorary Fellows Procedure.	
	18.93.03 Human Resources Committee	
	<p>Received: (i) Report of the meeting held on 2nd May 2019 (ii) Staff Grievance Policy and Procedure</p> <p>Reported: The Chair of the Committee highlighted the detailed consideration of potential fire risk associated with the cladding on Wrexham Student Village and had welcomed the level of detail and assurance provided by the reports and discussions, and thanked the Director of Operations, the Fire Safety Adviser, and Mr David Subacchi for their engagement in this matter. The grievance policy was a good policy and the committee had suggested only very minor amendments.</p> <p>Resolved: To NOTE that the minutes of 2nd May 2019 had been circulated in advance of the Board papers.</p> <p>To NOTE the report of the meeting.</p> <p>To APPROVE the Grievance Policy and Procedure.</p>	
	18.93.04 Strategy and Finance Committee	
	<p>Received: Report of the meeting held on 3rd May 2019.</p> <p>Reported: The Chair of the Committee highlighted the committee's request to have increased oversight of the University's subsidiary companies. The committee welcomed KPMG's financial benchmarking report which showed the University's financial position in comparison to other of their post '92 HE clients from the 2017/18 financial statements. The report would be circulated to all Board members for information.</p> <p>The Committee had held their 3rd May meeting at the Northop campus and received a campus tour.</p> <p>In response to a members' question it was confirmed that the official opening of Colliers Park was anticipated in September 2019. The official handover would be in early July so that students attending the August open day could be shown around the facility. The opening date would be conveyed to Governors as soon as possible.</p> <p>Resolved: To NOTE that the minutes of 3rd May 2019 had been circulated in advance of the Board papers.</p> <p>To NOTE the report of the meeting.</p>	VB

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