

Minutes of the meeting of the Board of Governors of Glyndwr University held on **Friday 15th July 2022** 9.00am in room B103, Glyndwr University, Plas Coch, Mold Road, Wrexham LL11 2AW.

Present

- Jim Barclay
- Paul Barlow
- Professor Martin Chambers
- Dr Leigh Griffin (Chair)
- Professor Maria Hinfelaar
- Lauren Hole
- Claire Homard
- Celia Jenkins
- Professor Sandra Jowett
- Paul McGrady
- Judy Owen
- Amy Rowley
- Askar Sheibani
- David Subacchi
- Richard Thomas

Officers:

- Val Butterworth (*Clerk to the Board*)
- David Elcock (*Executive Director of Finance*)
- Professor Richard Day (*PVC Research*)
- Professor Claire Taylor (*Deputy Vice Chancellor*)
- Lynda Powell (*Executive Director of Operations*)

Apologies:

- Colin Heron
- Pete Gibbs (*Executive Director of HR*)
- Sally Lambah
- Diane McCarthy
- Professor Aulay Mackenzie (*PVC Partnerships*)
- David Sprake
- Maureen Wain

21.92	Report from Remuneration Committee	
	<p>Received:</p> <ul style="list-style-type: none"> (i) Report of the Remuneration Committee (ii) Updated committee terms of reference (iii) Policy and Procedure on External Activities and Retention of Associated Payments (iv) Guidance for Remuneration Committee: severance arrangements (v) Remuneration Policy and Procedure <p>Reported:</p> <p>The Chair of the Committee presented the report and highlighted the process undertaken, the benchmarking data and the performance reports considered. Members commended the Vice Chancellor’s stance on her pay award noting that in real terms this represented a pay reduction.</p> <p>Resolved:</p> <p>To NOTE the report.</p>	

	To APPROVE the Committee's updated Terms of Reference. To APPROVE the updates policies, procedures and guidance as presented, for a further three-year period.	
21.93	Welcome and apologies	
	Members were welcomed to the meeting and apologies noted.	
21.94	Declarations of interest	
	There were no declarations of interest relating to items on the agenda.	
21.95	Chair's Action	
	Received: Report of actions taken by the Chair of the Board to approve the award of two contracts, jointly with the Chair of Strategy and Finance Committee, both relating to Campus 2025 capital expenditure. Resolved: To NOTE the report.	
21.96	Membership	
	<i>Paul Barlow left the meeting for this item.</i> Received: Recommendations from Nominations and Governance Committee regarding committee membership and renewal of the Term of Office of Paul Barlow and renewal of his role as Vice Chair of the Board. Reported: The Chair had recently met with Richard Campbell and Liam Wynne who were due to join the Board as independent governors on 1 st September 2022. The Vice Chancellor proposed Professor Martin Chambers as a non -executive director of Glyndŵr Innovations Ltd. With Jim Barclay already a non-executive director this would strengthen the GIL Board and the Board's oversight of the subsidiary's activities. Resolved: To APPROVE <ul style="list-style-type: none"> • the reappointment of Paul Barlow to the Board of Governors and his reappointment as Vice Chair of the Board. • the appointment of Claire Homard as Chair of Nominations and Governance Committee. • the appointment of David Subacchi as Vice Chair of the Audit Committee for 2022/23. • the appointment of Diane McCarthy as a member of Nominations and Governance Committee. • the appointment of Maureen Wain as a member of the Quality and Standards Scrutiny Panel. • the appointment of Richard Campbell as a member of the Audit Committee. • the appointment of Martin Chambers as a non-executive director on the Board of Glyndŵr Innovations Ltd, subject to approval of the GIL Board in line with its Articles. • ENDORSE the reappointment of Colin Heron as the Academic Board's nominated governor for a second four-year term, and 	

	<ul style="list-style-type: none"> • AGREE to receive a proposal by circulation on the appointment of an independent governor to the Board of North Wales Science. 	
21.97	Minutes	
	<p>Received: Minutes of the meeting held on 6th May 2022.</p> <p>Resolved: That the minutes are a true and accurate record of the meeting.</p>	
21.98	Matters arising	
	<p>Received: A matters arising report provided by the Clerk.</p> <p>21.98.01 Nominations and Governance Committee (minute 21.86.03) Three expressions of interest had been received for the role of EDI Champion for 2022/23. The Chair of the Board had met with Professor Sandra Jowett and Amy Rowley and they will work together on the role. Colin Heron had also expressed an interest, but the Chair had not yet been able to discuss the matter with him. The preference would be for all three interested parties to work together to promote EDI matters across the Board more widely.</p> <p>Resolved: To NOTE the report.</p>	
21.99	Vice Chancellor's Report	
	<p>Received: Proposal seeking approval for the University to explore a proposed name change for the University from Prifysgol Glyndŵr University to Prifysgol Wrexham/Wrexham University.</p> <p>Reported: The Vice-Chancellor presented the report and the rationale for seeking a name change for the University. The Board's approval to instigate a stakeholder consultation was the first step and part of the 'informal' stage. A full business case and the outcomes of the stakeholder consultation would need to be brought back to the Board in the autumn for a final resolution to change the name.</p> <p>The University would not wish to lose its association with Owain Glyndŵr which reflected its Welsh identity. It was suggested that applying the Glyndŵr name to a significant building or renaming the Mold Road campus, and communicating this as part of the stakeholder consultation would assist in assuring the Welsh Community that the Welsh identity is being retained despite a name change.</p> <p>The Student Governors had concerns about the proposed name change. These related to the benefits to current and future students of a new name; the length of time it had taken to establish WGU as a brand; the potential for shorting the name to U of W causing possible confusion with Universities also starting with a W; the potential for concern amongst the Welsh community if moving away from the Glyndŵr name; and financial implications for the SU if they needed to rebrand the Wrexham Glyndŵr Students' Union to reflect the University's new name.</p> <p>It was clarified that the values of the University would remain unchanged and the intention was to strengthen the University's brand and identity and enhance marketing opportunities.</p> <p>The rationale for changing the name needed to be very clear as part of the stakeholder consultation which would provide an opportunity for a wide range of stakeholders to put forward their views. It was highlighted that most other universities in Wales contained their location in their name. Counter proposals to Prifysgol</p>	

	<p>Wrecsam/ Wrexham University may arise through the consultation, however it was considered too early to use City in the title as the award of City status to Wrexham was so recent. It was noted that a good communications strategy would be needed. It could take 12 to 18 months to complete the full two stage process.</p> <p>Resolved: To APPROVE the entering into the informal stage to make amendments to the Instrument and Articles of Government which entails stakeholder consultation on the proposed new name Prifysgol Wrecsam/Wrexham University and the seeking of the First Minister's recommendation to the Privy Council on the approval of the new name.</p>	
21.100	Students' Union President's Report	
	<p>Received: The Students' Union President's report June 2022.</p> <p>Reported: Key points from their written report were highlighted, which included that the new CEO, Kate Little, would start in post on 8th August and the interim CEO, Scott Farmer would leave on 12th August. In student voice matters they reported on their involvement and successes in a number of areas including the roll out of UNITU to include partner institutions, the learning analytics project, and the University's adoption of 7-day self-certification for students.</p> <p>The SUs' organisational approach to student engagement and defining student problems was highlighted, as were plans for Freshers Fair and a new Freshers Festival. The SUs' priorities for 2022/23 were also outlined and included: increasing student engagement; increasing the number of students participating in sports and societies; increasing the number of course reps and ensuring they sit on the most appropriate University bodies; developing the Student Council; and working closely with the University across all its campuses in respect of events, campaigns and the quality enhancement process.</p> <p>The details of an enrolment issue were explained and were down to a technical issue which had impacted on students in terms of enrolment, induction and late payment of their student funding. The technical issue was in the student records system and had now been resolved.</p> <p>The clear update on officer progress against their objectives was welcomed.</p> <p>Resolved: To NOTE the report.</p>	
21.101	Budget 2022/23	
	<p>Received: Proposed budget 2022/23 for the University Group.</p> <p>Reported: The Executive Director of Finance presented the proposed budget which had been scrutinised by Strategy and Finance Committee and updated following the Committee's discussions.</p> <p>An operational surplus of £114k before FRS pension charges and profit on disposal of fixed assets was proposed giving a net surplus of £3,364k.</p> <p>The financial impact of structural changes to Glyndŵr Innovations Ltd was outlined, and a budgeted loss was proposed with the expectation that every effort was being made to reduce the deficit in future years. The wider value the Precision Optical System Group (POSG) to the University was recognised. There were some</p>	

	<p>developing areas of business which were not yet included within the budget, e.g. income and expenditure from the Manchester Campus operation.</p> <p>Universities had been instructed to implement the nationally negotiated pay award for 2022/23 at 3%. This had not been accepted by the recognised Trade Unions and strike action was possible as it had been in previous years. Such action was a low risk for the University as the voting thresholds for strike action had not been met in recent years. The University remained aware of the challenging economic situation for students and staff.</p> <p>Resolved: To APPROVE the 2022/23 budget for the University Group.</p>	
21.102	Financial forecasts	
	<p>Received: (i) Financial forecasts 2023/24 to 2025/26 (ii) Group cash impact 2022/23 and 2023/24 financial forecast and scenario models.</p> <p>Reported: The Executive Director of Finance presented the report and highlighted that the forecasts were driven by the 2022/23 budget and extrapolated for 2023/24 to 2025/26 as required by HEFCW. Forecast student numbers were aspirational but considered achievable given the predicted return to pre pandemic conditions and the anticipated impact of the portfolio review and the TCP project.</p> <p>Whilst HEIW nursing and allied health programme student numbers were shown separately for internal purpose they would be included in the core undergraduate student number forecasts going forward.</p> <p>The key dependencies to achieving the financial forecasts were highlighted. It was noted that the impact of the repayment of the AIB loan would need to be reflected in the cashflow forecast.</p> <p>The forecasts would be submitted to HEFCW by the end of July in their prescribed format.</p> <p>Resolved: To APPROVE the adoption of the forecasts and their use in the annual HEFCW reporting cycle July 2022.</p>	DE
21.103	Campus 2025	
	<p>21.103.01 Campus 2025 update</p> <p>Received: (i) Campus 2025 update report (ii) Project status reports for C-corridor labs, HEIQ and EEOC</p> <p>Reported: The Executive Director of Operations presented the report and highlighted the confidential outcome of the Town and Village Green application, which required affirmation by Wrexham County Borough Council, completion of the Racecourse Stadium disposal, progress on the C corridor refurbishments and HEIQ phase 1 works.</p> <p>The University had also agreed with Welsh Government to welcome 50 Ukrainian individuals aged 18+ into student accommodation. Wrexham County Borough Council would provide support for these individuals and the University will receive funding for provision of the accommodation.</p> <p>Resolved:</p>	

	<p>To NOTE the Campus 2025 report.</p> <p>21.103.02 HEIQ Business Case</p> <p>Received: Business case for capital expenditure to deliver the HEIQ Glyndŵr University phase 2A and 2B refurbishments and new build.</p> <p>Reported: The business case was to undertake capital infrastructure development as part of Phase 2 to deliver the HEIW contract. It was noted that as part of the options appraisal, consideration had been given to repurposing existing buildings, but the refurbishments and large-scale works required to convert buildings would not provide the functionality required nor a suitable saving on the costs.</p> <p>It was clarified that a 5% contingency had been built into the project in line with other projects which had been delivered within budget previously. However, there remained some uncertainties around supply and demand and costs of building materials. Further work on the risk and mitigations was requested given the current economic climate. Members also considered an additional 5% contingency should be held by the Board rather than associated directly with the project. This additional contingency could be set aside from unused capital reserves.</p> <p>Resolved: To APPROVE the expenditure of £6.613m to fund phase 2A and 2B of the HEIQ project.</p> <p>To APPROVE the holding by the Board of an additional 5% contingency from capital reserves.</p>	
21.104	Research Degree Awarding Powers	
	<p>Received: Research Degree Awarding Powers application, critical self-analysis and application process.</p> <p>Reported: The PVC Research presented the background and context to the University's strategic objective to seek Research Degree Awarding Powers (RDAPs). HEFCW were being kept informed of progress and had informally expressed their support for the University to make an application.</p> <p>The application and critical self-analysis were welcomed, and the significant work undertaken to this point acknowledged. The critical self-analysis articulated the importance of RDAPs to the University and how it will continue to develop its research culture beyond the granting of the powers. The letters of support for the University's application were strong and the Board supported the application unanimously.</p> <p>Professor Sandra Jowett and Richard Thomas were thanked in particular for their constructive feedback on earlier drafts of the critical self-analysis.</p> <p>Resolved: To APPROVE the submission of the RDAPs application and critical self-analysis to the Privy Council: and that the Chair of the Board of Governors may submit the application to the Privy Council on behalf of the University.</p>	
21.105	Research Excellence Framework 2021	

	<p>Received: A report on the outcomes of the REF 2021.</p> <p>Reported: The PVC Research presented the report and highlighted that the outcomes were largely as expected with the unit of assessment relating to Social Work and Social Policy doing better than expected. The results demonstrated steady progress and sustained effort over a number of years despite the lack of research funding.</p> <p>The revised formula for QR funding had resulted in some funding being allocated to the University, and the addition of new postgraduate research training funding was welcomed.</p> <p>Resolved: To NOTE the report.</p>	
21.106	Key Performance Indicators	
	<p>Received: Revised Board Key Performance Indicators.</p> <p>Reported: The Vice Chancellor presented the paper, highlighting the process undertaken to finalise the measures and metrics to incorporate feedback from the Board's working group which met in March 2022 and from Strategy and Finance Committee. The wording on the Research KPI 5a) required amendment to clarify this related to the proportion of <i>academic</i> staff in all three categories of the KPI.</p> <p>Members were reminded that a report of performance against the full set of KPIs was provided to the Board in the autumn annually with some being reported on more frequently throughout the year.</p> <p>Resolved: To APPROVE the revised Key Performance Indicators.</p>	
21.107	Financial Management Report	
	<p>Received: Financial Management Report to 31st May 2022.</p> <p>Reported: The Executive Director of Finance presented the report and highlighted the forecast operational surplus of £21k and profit on disposals which would result in a forecast surplus of £5,303k. Measures to mitigate the decrease in full time undergraduate income had resulted in circa £1.824m of savings.</p> <p>Glyndwr Innovations Ltd was forecast to make a £196k deficit, North Wales Science and Glyndwr Services were forecast to make modest surpluses.</p> <p>Resolved: To NOTE the report.</p>	
21.108	Sri Lanka bank account	
	<p>Received: (i) Proposal to open a University Bank Account in Sri Lanka with DFCC bank. (ii) Board resolution required by the Bank</p> <p>Reported: The Executive Director of Finance presented the background and context to the need to open a bank account in Sri Lanka. The account would allow the University to collect payments from its Sri Lankan educational partners as currently the country's banks were unable to convert Sri Lankan currency to GBP due to the lack of foreign reserves.</p>	

	<p>Members raised the matter of the risks involved in opening the account, of foreign exchange rate fluctuations and of not opening the account. The risk of not opening the account would be the inability to collect monies owed. It was reported that payments to in-country agencies and staff could be made from the account.</p> <p>The University needed to continue teaching at the partner as a minimum for continuing students. Current and arising risks in respect of international collaborative partners needed to be kept under constant review and would be part of the partnership monitoring updates that will become a standing item on Board agendas from 2022/23.</p> <p>There would be no personal liability in respect of those signing the documentation.</p> <p>Resolved:</p> <p>THE BOARD RESOLVED THAT current account/s and/or Savings account/s and/or Deposit account/s of whatever nature are opened, operated and closed with DFCC Bank PLC, as per the instructions of the authorised signatories, referred to herein. That the Bank is hereby empowered to honor Cheques, Bills of Exchange, Promissory Notes Drawn, Signed, Accepted or made on behalf of Glyndŵr University, whether the current account or accounts be for the time being in credit or overdrawn or may become overdrawn provided such cheques, orders or receipts are signed by any two of the following authorised signatories namely: Professor G. M. Hinfelaar, Dr L. R. Griffin, Mr D.N.A. Elcock, Mrs V. M. Butterworth.</p> <p>AND</p> <p>FURTHER RESOLVED THAT the said signatories are hereby authorised to enter into Agreements, Contracts and/or to sign other relevant documents in relation to (or to engage in) Foreign Exchange and Derivative Transactions, Fixed Income Securities Transactions, Repurchase (Repo) / Reverse Repurchase (Reverse Repo) Transactions backed by Government Securities (or any other relevant securities) and Corporate Debt transactions between the Bank and the Company.</p>	
21.109	National Students' Survey	
	<p>Received: High level results of the NSS 2022.</p> <p>Reported: The Deputy Vice Chancellor presented the report and highlighted the good response rate of 78% versus the response rates of 69% for Wales and for the sector. Overall satisfaction was 76.4% (4th in Wales) compared to 76.8% for Wales and 76.3% for the sector. The University had performed above benchmark in all areas except learning resources. The Faculty of Arts Science and Technology had performed below previous years, and this had been balanced by a rise in scores in the Faculty of Social and Life Sciences. Work was on going to understand the reasons for these outcomes so that remedial action could be taken where required.</p> <p>100% student satisfaction had been achieved for criminology and criminal justice courses and physiotherapy. The score for 'assessment and feedback' was 1st in Wales at 82% notably higher than the sector (69%) and Wales (70%).</p> <p>Resolved: To NOTE the report.</p>	
21.110	Graduate Outcomes Survey	
	<p>Received: Report on the Graduate Outcomes Survey 2019/20.</p>	

	<p>Reported: The Deputy Vice Chancellor provided the background and context to the survey which surveyed those who graduated in 2019/20. The response rate of Glyndŵr students was 51.6% consistent with the response rate of 52.1% for the sector.</p> <p>Notably 84% of graduates were in employment or studying compared to 88% for the sector. The largest activity for WGU graduates was full time paid employment accounting for 52% of leavers and ranking the University fifth in Wales.</p> <p>Resolved: To NOTE the report.</p>	
21.111	Chair's Report	
	<p>Reported: The Chair reported that he had almost completed his 1:1 meetings with governors and would write to members with his reflections in due course. Members were thanked for their time, support and commitment to the University. The part members could play in stakeholder engagement would continue to be explored.</p> <p>He summarised his activities since the last meeting which included: meetings with new governors Richard Campbell and Liam Wynne; a visit to OpTIC St Asaph and the Careers Centre; being interviewed by the Students' Union President on camera; attendance at the Children's University graduation ceremony; a meeting with the Chair of Council and Chief Executive of HEFCW; and a meeting with Welsh Government representatives and the Vice Chancellor about the TER(W) Bill.</p> <p>Resolved: To NOTE the report.</p>	
21.112	Academic Board	
	<p>Received: (i) Report and minutes from Academic Board meetings in May and June 2022. (ii) Quality Enhancement Review action plan progress report</p> <p>Resolved To NOTE the report and Academic Board minutes and the QER action plan progress report.</p>	
21.113	Corporate Risk Report	
	<p>Received: Corporate risk summary and Risk Heat Map, June 2022</p> <p>Reported: The Chair of Audit Committee presented the report and confirmed that the Audit Committee had reviewed the revised risk register at its meeting on 16th June and there had been no risk movements since their March meeting. The Board's request to include risk velocity was being addressed by management and a specific risk around international student recruitment would be included in the autumn.</p> <p>Linked to the risks in the internal audit plan included an audit on decarbonisation and how the University is placed to meet Net Zero targets, and an audit on the framework for the delivery of part time credits. Cyber security had been audited and a partial assurance was given therefore Audit Committee would continue to monitor this area of risk.</p> <p>It was reported that the risks would undergo substantial review over the summer as usual and correspondence with HEFCW would form part of that review.</p> <p>Resolved: To NOTE the report.</p>	

21.114	Application of the University Seal	
	<p>Received: Report on the use of the Seal for the contract with MHR International to supply an integrated HR and Payroll system and with Paveaways for the refurbishment of the C corridor laboratories.</p> <p>Resolved: To NOTE the report.</p>	
21.115	Circulars and documents issued by HEFCW and other relevant bodies	
	<p>Received: Summaries of (i) HEFCW Circular W22/20HE regarding a review of the content of Student Charters and (ii) Guidance for governing bodies published by the CUC around the issue of harassment and sexual misconduct.</p> <p>Resolved: To NOTE the report.</p>	
21.116	Committees of the Board	
	21.116.01 Nominations and Governance Committee	
	<p>Received: (i) Report of the meeting held 10th June 2022 (ii) Revised Committee terms of reference (iii) Revised Relationship Agreement between the University and the Student's Union (iv) Committee annual report 2021/22 and work plan 2022/23 (v) Report on the renewal of the University Chancellor (vi) EDI Action plan</p> <p>Resolved:</p> <p>To APPROVE the revised terms of reference for the Committee.</p> <p>To APPROVE the Relationship Agreement between the University and the Students' Union for five years subject to annual review.</p> <p>To ENDORSE the renewal of Colin Jackson as University Chancellor to 31st December 2025.</p> <p>To NOTE the report of the meeting held on 10th June 2022.</p> <p>To NOTE the Committee's annual report 2021/22 and workplan 2022/23.</p> <p>To NOTE the EDI Action plan.</p> <p>To NOTE that the unconfirmed minutes of 10th June had been circulated separately to the Board papers.</p>	
	21.116.02 Audit Committee	
	<p>Received: (i) Report of the meeting held 16th June 2022. (ii) Revised Committee terms of reference and proposal regarding the Committee's name (iii) Committee annual report 2021/22 and work plan 2022/23</p> <p>Resolved: To APPROVE the revised terms of reference and name for the Committee to Audit and Risk Committee.</p> <p>To NOTE the report of the meeting held on 16th June 2022.</p>	

	<p>To NOTE the Committee's annual report 2021/22 and workplan 2022/23.</p> <p>To NOTE that the unconfirmed minutes of 16th June had been circulated separately to the Board papers.</p>	
	21.116.03 Human Resources Committee	
	<p>Received:</p> <p>(i) Report of the meeting held 16th June 2022. (ii) Revised Terms of Reference (iii) Committee annual report 2021/22 and work plan 2022/23</p> <p>Resolved:</p> <p>To APPROVE the revised terms of reference for the newly named People and Culture Committee.</p> <p>To NOTE the report of the meeting held on 16th June 2022.</p> <p>To NOTE the Committee's annual report 2021/22 and workplan 2022/23.</p> <p>To NOTE that the unconfirmed minutes of 16th June had been circulated separately to the Board papers.</p>	
	21.116.04 Strategy and Finance Committee	
	<p>Received:</p> <p>(i) Report of the meeting held 16th June 2022. (ii) Revised Terms of Reference (iii) Committee annual report 2021/22 and work plan 2022/23 (iv) Briefing on Xplore! Nature (v) Briefing on changes to the financial structure of Glyndwr Innovations Ltd</p> <p>Resolved:</p> <p>To APPROVE the revised terms of reference for the Committee.</p> <p>To NOTE the report of the meeting held on 29th June 2022.</p> <p>To NOTE the Committee's annual report 2021/22 and workplan 2022/23.</p> <p>To NOTE that the unconfirmed minutes of 16th June had been circulated separately to the Board papers.</p> <p>To NOTE the report on the Group structure change for Glyndwr Innovations Ltd</p> <p>To NOTE the report on the new North Wales Science Ltd activity, Xplore! Nature.</p>	
	21.116.05 North Wales Science	
	<p>Received:</p> <p>Draft minutes from the North Wales Science Board meeting 20th June.</p> <p>Resolved:</p> <p>To NOTE the minutes.</p>	
21.117	Governors	
	<p>Under AOB the Chair of the Board highlighted that Celia Jenkins and Askar Sheibani would come to the end of their term of office on 31st August 2023. The Chair thanked them for their valuable contributions to the work of the Board and wished them well for the future.</p>	

End

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