

Minutes of the meeting of the Board of Governors of Glyndwr University held on **Friday 25th November 2022** 9.00am Rossett Hall Hotel Chester Road, Rossett, Wrexham.

Present

- Jim Barclay
- Paul Barlow
- Richard Campbell
- Professor Martin Chambers
- Dr Leigh Griffin (Chair)
- Professor Maria Hinfelaar
- Lauren Hole
- Claire Homard
- Professor Sandra Jowett
- Sally Lambah
- Diane McCarthy
- Paul McGrady
- Judy Owen
- David Sprake
- David Subacchi
- Maureen Wain
- Liam Wynne

Officers:

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

Apologies:

- Professor Aulay Mackenzie (*PVC Partnerships*)
- Richard Thomas
- Amy Rowley

22.23	Report from the Remuneration Committee	
	<p>Received: Annual Pay Policy Statement 2021/22</p> <p>Resolved: To APPROVE the Annual Pay Policy Statement 2021/22 for publication.</p>	
22.24	Welcome and apologies	
	Members were welcomed to the meeting and apologies noted.	
22.25	Declarations of interest	
	There were no declarations of interest relating to items on the agenda.	
22.26	Membership	
	<p>Received: Recommendations for Diane McCarthy to be appointed as Vice Chair of Nominations and Governance Committee and Audit and Risk Committee.</p> <p>Reported: Dr Karen Heald had been nominated and elected as the Academic Board teaching staff governor. Members of Nominations and Governance Committee had considered and were satisfied with the report of the nomination and election process</p>	

	<p>and noted Dr Heald's CV. Dr Heald would commence her term as of 1st December 2022 and be provided with appropriate induction.</p> <p>Resolved: To APPROVE the appointment of Diane McCarthy as Vice Chair of Nominations and Governance Committee and Audit and Risk Committee with immediate effect.</p> <p>To NOTE the Academic Board nominated Governor.</p> <p>To AGREE to consider a recommendation for a co-opted member of the Audit and Risk Committee by circulation in due course.</p>	
22.27	Minutes	
	<p>Received: Minutes of the meeting held on 7th October 2022.</p> <p>Resolved: That the minutes are a true and accurate record of the meeting.</p>	
22.28	Matters arising	
	<p>Received: A matters arising report provided by the Clerk.</p> <p>Resolved: To NOTE the report.</p>	
22.29	Students' Union President's Report	
	<p>Received: (i) The Students' Union's Impact Report 2021/22 (ii) The Students' Union President's report November 2022.</p> <p>Reported: The Chair acknowledged and thanked the Students' Union for their contribution to the recent graduation ceremonies.</p> <p>Arising out of the reports presented, the Board explored the impact of the increased costs of living on students and the support being provided by the University. The SU appreciated the collaborative discussions around this matter, noting that the students would likely be impacted more as the end of the first semester approaches. The SU's 'help yourself' campaign was going well, and they were considering offering low cost breakfast options in Glyn's Bar. In partnership with the SU the University was bringing together all aspects of the cost of living support available in one place and these plans had been provided to HEFCW at their request. VCET had also approved a revised student hardship fund, the broad criteria for which was outlined.</p> <p>The Board requested details of the Students' Union's 'help yourself' campaign to enable them to contribute if possible.</p> <p>Vacancies on the Student Council had now been filled and training was underway.</p> <p>Resolved: To NOTE the Students' Union's Impact Report 2021/22 To NOTE the Students' Union Presidents' report November 2022.</p>	LH
22.30	Vice Chancellor's Report	
	<p>Received: (i) Vice Chancellor's update (ii) Vice Chancellor's response to the Students' Union's Impact Report 2021/22</p>	

	<p>(iii) Notes from the Strategy Day held 6th October 2022.</p> <p>Reported:</p> <p>22.30.02 Students' Union's Impact Report 2021/22 The Vice-Chancellor presented her response to the annual impact report noting that rebuilding engagement on campus was a key theme running through it. The University's marketing team could assist with encouraging increased engagement in student elections next year.</p> <p>22.30.02 Vice Chancellor's update The Vice Chancellor reported that the QAA's Advisory Committee on Degree Awarding Powers (ACDAP) had met and the University's application was being taken forward to the next stage. The QAA had been in touch seeking additional information. A meeting with the Vice Chancellor, the PVC Research and colleagues from the Research Office would be held with the QAA in January and an external review panel appointed. Further details would be provided in due course.</p> <p>The Local Authority and the University had been invited onto the Key Cities Innovation Network, a cross parliamentary working group, and the second meeting was scheduled to be held in Bath on 30th November,</p> <p>An announcement regarding the success of Wrexham's Levelling Up Fund bit was anticipated to be announced on 30th November.</p> <p>Resolved: To NOTE the Vice-Chancellor's report.</p> <p>To NOTE Vice Chancellor's response to the Students' Union's Impact Report 2021/22</p> <p>To NOTE the Strategy Day notes 6th October 2022.</p>	
22.31	Annual Report and Financial Statements	
	<p>Received:</p> <p>(i) Draft Annual Report and Financial Statements for the University Group 2021/22 (ii) Annual Report and Financial Statements for the Subsidiary Companies 2021/22 (iii) Annual Report of the Audit Committee 2021/22 (iv) Annual Report of the Internal Auditors 2021/22</p> <p>Reported:</p> <p>22.31.01 University Group The Executive Director of Finance presented the 2021/22 annual report and audited financial statements and highlighted the key features. Turnover had increased to £47.2m with total comprehensive income of £30.4m influenced by the Pension Actuarial Gain of £25.5m. There was a net operating surplus of £4.8m after allowing for non-cash pension adjustments.</p> <p>Cash reserves stood at £18m primarily driven by receipts from the sale of fixed assets and cash generation from operational activities after repayment of all borrowings in year.</p> <p>Key financial KPIs were performing well although staff costs were increasing and needed to be managed.</p> <p>The Auditors had required the impairment of the debt owed to the University by Glyndwr Innovations Ltd as it was unlikely that it would be repaid. This had a net nil</p>	

	<p>impact on the bottom line of the University Group but does impact on the University position.</p> <p>It was confirmed that EBITDA, which focusses on cash flowing into the University, would be reported as a financial KPI from 2022/23. An explanation of the metric would be provided for governors at the next meeting for the benefit of those members not familiar with it.</p> <p>22.31.02 Subsidiary Companies</p> <p>The results for the subsidiary companies were summarised. GIL made a loss of £152k and both North Wales Science and Glyndwr Services Ltd made modest surpluses. The University had confirmed its ongoing support of the subsidiary companies to ensure that they continued to operate on a going concern basis.</p> <p>Members were reminded that GIL now consisted solely of the work of the Precision Optical Systems Group. The GIL Board was focussing on the profitability and more accurate forecasting with a view to the Company reaching at least a breakeven position. Strategy and Finance Committee would continue to retain a focus on the performance of GIL.</p> <p>22.31.03 Audit and Risk Committee’s Annual report 2021/22</p> <p>The Chair of Audit and Risk Committee reported that the Committee had been satisfied as to the preparation of the financial statements and highlighted that external auditors were required to undertake increasing amounts of additional work and testing to meet auditing standards. This year the University had been protected from significant additional costs to accommodate this additional work however next year the University would see an increase in external audit costs.</p> <p>The Committee’s annual report was presented, and the work undertaken by the Committee in reviewing the annual report and financial statements was highlighted. The Internal Auditor’s annual report and their opinion around internal controls was noted. The matter of the ‘partial assurance’ audit opinion arising from the cyber security internal audit was also explained and the Committee would be monitoring cyber security throughout the year.</p> <p>The report on value for money considered by the Committee to inform the Annual Report to the Board had been detailed and was deemed a helpful document for circulation to the wider Board and at induction for new governors.</p> <p>Arising from their own effectiveness the Committee had requested a better understanding of where the Committee and the work it does sits in relation to the whole University, including in respect of academic governance, at their next meeting.</p> <p>The Chairs of both Audit and Risk Committee and Strategy & Finance Committee recommended the annual report and financial statements for approval and recorded their thanks to the Executive Director of Finance and the Finance Team.</p> <p>Resolved:</p> <p>To APPROVE the Annual Report and Financial Statements for the University Group 2021/22.</p> <p>To AGREE that the Chair should sign the letter of representation to the External Auditors.</p> <p>To NOTE the Annual Report of the Audit Committee 2021/22</p> <p>To NOTE the Annual Report from the Internal Auditors 2021/22</p>	<p>DE</p> <p>VB</p>
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	To NOTE the Annual Reports and Financial Statements for the University's subsidiary companies.	
22.32	Annual Sustainability Assurance Report	
	<p>Received:</p> <ul style="list-style-type: none"> (i) A report of the underlying evidence to allow the completion of the Annual Sustainability Assurance Report by the Board. (ii) Advice on the considerations for going concern (i) The cash forecast paper shared with KPMG in support of the going concern assertion that the University can operate under normal working conditions for the foreseeable future. <p>Reported:</p> <p>The Executive Director of Finance reminded the Committee of the background to the submission of the ASSuR. The report provided assurance on the future sustainability of the University and the EBITDA and MSI (Margin for Sustainability and Investment) utilised predetermined methodology. An error in the KPI on cash generation was highlighted and should have stated £2,113,000 but there was no change to the 6-year average MSI as a percentage of adjusted turn over which was broadly in line with previous years.</p> <p>The two-year cash forecast that had been provided to the Auditors to support the going concern assertions included a range of potential scenarios including a worst-case scenario of a 20% reduction in home domiciled and overseas tuition fee income.</p> <p>Resolved:</p> <p>To AGREE that the University remained sustainable for the foreseeable future and APPROVE that the Chair be delegated to sign the ASSuR statement on behalf of the Board for submission to HEFCW.</p>	
22.33	Q1 Forecast 2022/23 Outturn Position	
	<p>Received:</p> <p>Q1 Forecast 2022/23 Outturn Position</p> <p>Reported:</p> <p>The Executive Director of Finance presented the report which quantified the impact of the University not meeting student number targets for 2022/23. The reduced tuition fee income would be offset to some degree by other income. It was likely that there would be an operational deficit at year end, but profit on the disposal of Dean Road would result in a net surplus position. A range of mitigating actions and corresponding savings were highlighted. The VCET would need to utilise reserves from prior year surpluses to invest in the right areas, although capital receipts were ringfenced for campus developments.</p> <p>The latest position of GIL had seen a significant improvement in the Company's forecast outturn which would have a positive impact on the University Group position.</p> <p>The portfolio review continued and work on income and expenditure analysis to determine programme "profitability" was being undertaken. There had been some work completed on the relative "profitability" of programmes. There was no defined allocation of overheads to individual programmes, but the exercise allowed relative comparison between programmes and prompted further questions around programme viability.</p> <p>Strategy and Finance Committee had requested a recast of the forecasts for the next two years for their meeting in February 2023 and the impact of mitigating actions would be tracked through the year.</p> <p>Resolved:</p>	DE

	To NOTE the report.	
22.34	Academic Partnerships	
	<p>Received: Update on recent discussions at Academic Partnerships Committee and Learning Teaching Quality Committee regarding academic partnerships.</p> <p>Reported: The Deputy Vice Chancellor presented the report and highlighted the role of Academic Partnerships Committee (APC) and Learning Teaching Quality Committee, (LTQC). LTQC has responsibility for oversight of quality and standards of all provision and had strengthened its terms of reference in recognition of the changing nature of academic provision.</p> <p>It was clarified that three new potential partners were currently undergoing due diligence and the forecast surplus presented was net of costs including recruitment agents' fees. The total number of students arising from the potential partners would be in the region of 500 to 600. One partner had the potential to commence recruitment in 2022/23 with the remaining likely to come on stream in 2022/24.</p> <p>Members were asked to feedback to the Clerk regarding the format and content of future reports on partnership matters.</p> <p>Resolved: To NOTE the report.</p>	
22.35	Quality and Standards	
	<p>Received:</p> <ul style="list-style-type: none"> (i) Notes of the Quality and Standards Scrutiny Panel meetings held 7th and 27th October and 17th November 2022 (ii) The Panel's report and recommendations regarding the affirmation of the HEFCW annual quality and standards assurance statements (iii) Academic Integrity Review independent report and initial institutional response to the recommendations within it. (iv) Updated terms of reference of the Quality and Standards Scrutiny Panel. <p>Reported: Members were referred to reports from Academic Board later on the agenda which included several documents to be considered when reaching a conclusion on the response to the assurance statements, and which had been reviewed by the Scrutiny Panel in October. The Scrutiny Panel had engaged with senior staff with responsibility for quality and standards including the Deputy Vice Chancellor, Associate Dean for Academic Affairs, PVC Partnerships, the Partnerships Manager, and the Quality and Regulation Manager.</p> <p>The Chair of the Board's Quality and Standards Scrutiny Panel presented the report and highlighted the process undertaken in reviewing the documentary evidence presented. Noting that the quality and standards assurance statements related to all academic provision wherever it was delivered, the Panel had met on three occasions this year. Firstly, the panel met to consider the oversight of quality and standards of partnership provision specifically. Secondly to consider the oversight of quality and standards for all provision to address the six HEFCW quality and standards assurance statements. Finally, to re consider the final statement around effective oversight of academic integrity cases alongside the report of the independent Review of Academic Integrity and the institutional response to the recommendations within it.</p> <p>The Board reflected on each of the assurance statements and the Scrutiny Panel's assessment and recommendations. Members ENDORSED the responses to statements 1 to 5 inclusive.</p>	

In respect of the sixth statement members considered the report of the independent Review of Academic Integrity. The report raised several significant issues and the leadership team had provided an initial response to the report's recommendations.

Members explored the matters raised and the detailed institutional response to each of the recommendations. The response included feedback from VCET and Academic Board and articulated what was already in place and the additional work that would be undertaken to fully address the recommendations. In response to a question around the risk of other issues relating to international students being raised whilst the focus was being placed on the matters raised in the Review Report, the immediate additional support that had been put in place for International students was highlighted. This included additional academic integrity resources for students, closer liaison with the Students' Union, and increased academic integrity resources and development for staff. Closer monitoring of student engagement on the programmes affected was also being undertaken.

The Students' Union had dealt with a high number of academic appeals arising out of the situation. The SU welcomed the partnership approach with the University to resolve the issues raised but had found the limited English language skills of several of the students concerned were a barrier to providing effective advice. The University was reviewing the English language criteria it used, was now assessing English language additionally using its own assessment tools and will be considering further development of metrics in relating to students' academic performance.

The role of the International Development Committee was highlighted. This Committee was a key vehicle for oversight of the International Strategy, for enhancing formal communications and engagement with staff around the Strategy, for mainstreaming international operations and ensuring 2- way liaison between the International Office and other parts of the University.

A detailed action plan would be developed prior to Christmas with clear timeframes and responsibilities. It would also look ahead to ensure that growth in international provision is sustainable. Members stated that the action plan needed to be robust in recognition of the scale of the issues raised and to include necessary cross institutional financial and operational matters pertaining to the management of international activity. The action plan would be owned by Academic Board and the Board of Governors would receive regular updates through the Academic Board reporting mechanism as well as the Scrutiny Panel taking on a special role as an additional governance oversight mechanism.

The Board concluded that there is appropriate and robust evidence to enable the Board to affirm the quality and standards assurance statements to HEFCW for 2021/22. The Board further concluded that Scrutiny Panel's and the Board's additional examination of the report of the independent Review of Academic Integrity demonstrated that the Board has appropriate oversight of the matter and AGREED that robust monitoring of the action plan arising out of the Report would be undertaken.

Resolved:

To NOTE the report and supporting documentation.

To NOTE the reports provided by Academic Board as part of the evidence base to support the assurance statements.

To ENDORSE the updated Terms of Reference for the Quality and Standards Scrutiny Panel.

	To APPROVE confirmation of the six quality and standards assurance statements to HEFCW in December 2022 and for the Chair of the Board to sign the assurance document.	
22.36	Campus 2025	
	<p>Received:</p> <ul style="list-style-type: none"> (i) Campus 2025 update. (ii) Updated Masterplan and indicative timelines for campus developments (iii) Estates Annual Report 2021/22 (circulated) <p>Reported:</p> <p>The Executive Director of Operations presented the report and proposed approval of the acquisition of Plot 80 on the Edwards Homes development for use by a range of programme areas to provide a 'lived environment'.</p> <p>Feedback on the Estates Annual Report was that it was clearly presented.</p> <p>Resolved:</p> <p>To NOTE the report.</p> <p>To NOTE the updated Masterplan and indicative timelines.</p> <p>APPROVE the acquisition of Plot 80 from Edwards Homes for final completion to take place.</p>	
22.37	Chair's Report	
	<p>Reported:</p> <p>The Chair summarised his activities since the last meeting which included: his attendance at all six graduation ceremonies, feedback from the Committee of University Chair's Plenary event on 14-16 November, and meetings with the Vice Chancellor and the Chairs and Chief Executives of Wrexham Council and Coleg Cambria.</p> <p>The Chair was continuing with his second round of individual governor meetings.</p> <p>Resolved:</p> <p>To NOTE the report.</p>	
22.38	Academic Board	
	<p>Received:</p> <ul style="list-style-type: none"> (i) Report and minutes from Academic Board meeting in November 2022. (ii) Research Integrity Annual Report 2021/22 (iii) Annual standards overview report 2021/22 (iv) QAA Review of Degree Apprenticeships Wales -action plan update (v) PSRB register and status report October 2022 (vi) Strategy for Supporting Student Learning (SSSLA) metrics update 2021/22 (vii) SSSLA 2020-2025 and action plan 2022/23 (viii) Annual Monitoring Review Cycle overview report 2020/21 (ix) WGU Enhancement Framework (x) External Examiners overview report 2021/22 (xi) Annual Report on student procedures report 2021/22 (xii) Programme Validation overview report (Home provision) 2021/22 (xiii) Programme Validation overview report (Partner provision) 2021/22 (xiv) Degree outcomes 2021/22 <p>Reported:</p> <p>The Vice Chancellor presented the report and highlighted the supporting documentation which members had been asked to consider as part of the report from the Quality and Standards Scrutiny Panel.</p>	

	<p>The Research Integrity Annual Report that there had been no cases of research misconduct in 2021/22 relating to staff or postgraduate research students. However there had been 10 cases of research misconduct allegations based on the University's definition of Research Misconduct, relating to taught students. Only research misconduct relating to staff or postgraduate research students had been reported on in previous years. The research misconduct relating to taught undergraduate students had been investigated under the Academic Integrity Procedure and 9 of the 10 had been upheld. The cases were related to final year undergraduate students undertaking their final year project and students whose cases were upheld would have failed their assessment. The opportunity to resit a failed assessment would depend on the severity of the misconduct and the applicable regulations.</p> <p>Resolved To NOTE the report and minutes.</p> <p>To NOTE the quality and standards related reports</p> <p>To APPROVE the Research Integrity Annual Report 2021-22 for publication.</p>	
22.39	Corporate Strategic Risk Report	
	<p>Received: Corporate risk summary and Risk Heat Map, November 2022</p> <p>Reported: The Director of Strategic Planning and Student Administration highlighted the key changes to the risk register which had been reviewed by the Audit and Risk Committee at its meeting on 10th November. The Committee had welcomed the inclusion of the Information Security Risk.</p> <p>It was noted that Leadership capacity would need to be monitored aligned to the current challenges.</p> <p>It was observed that a risk might materialise around international students if the Government decided to cap international student numbers to reduce net migration numbers.</p> <p>Resolved: To NOTE the report.</p>	
22.40	Higher Education Investment and Recovery Fund (HEIRF)	
	<p>Received: July and October 2022 monitoring Reports for the University's three projects and the one collaborative LTN Digital Learning Project led by the Deputy Vice Chancellor.</p> <p>Resolved: To NOTE the report.</p>	
22.41	Committees of the Board	
	22.41.01 Nominations and Governance Committee	
	<p>Received: Report of the meeting held 26th October 2022</p> <p>Reported: The Chair of the Committee presented the report. The ongoing work around Board knowledge, skills, and experience as part of the EDI action plan around improving Board diversity was highlighted.</p> <p>A process will be put in place to identify a Board member to take a special interest in the development of WGU 2030.</p>	VB/ LG

	<p>Resolved: To NOTE the report of the meeting held on 26th October 2022.</p> <p>To NOTE that the unconfirmed minutes of 26th October had been circulated separately to the Board papers.</p>	
	<p>22.41.02 People and Culture Committee</p>	
	<p>Received:</p> <ul style="list-style-type: none"> (i) Report of the meeting held 27th October 2022. (ii) Proposed additional objectives within the Strategic Equality Plan 2020 – 2024 relating to the Board of Governors. (iii) Mapping of practice against the CUC Guidance on Tackling Harassment and Sexual Misconduct. (iv) Prevent duty accountability return to HEFCW. <p>Reported: The Chair of the Committee highlighted the recommendation to include two additional objectives within the Strategic Equality Plan relating to the development of mechanisms to support the recruitment and retention of diverse membership within the Board of Governors and to support the Board's desire to increase its focus on EDI matters more widely</p> <p>Resolved: To APPROVE the inclusion of two additional objectives within the Strategic Equality Plan 2020 – 2024 relating to the Board of Governors.</p> <p>To NOTE the Prevent duty accountability return to HEFCW.</p> <p>To NOTE the mapping of practice against the CUC Guidance on Tackling Harassment and Sexual Misconduct.</p> <p>To NOTE the report of the meeting held on 27th October 2022.</p> <p>To NOTE that the unconfirmed minutes of 27th October had been circulated separately to the Board papers.</p>	
	<p>22.41.03 Strategy and Finance Committee</p>	
	<p>Received:</p> <ul style="list-style-type: none"> (i) Report of the meeting held 9th November 2022 (ii) Draft Memorandum of Agreement between the University and Glyndwr Innovations Ltd. <p>Reported: The Chair of the Committee presented the report and highlighted the proposed Memorandum of Agreement between the University and Glyndwr Innovations Ltd. The MOA would be shared with the GIL Board at its next meeting in January 2023.</p> <p>Resolved: To APPROVE the Memorandum of Agreement between the University and Glyndwr Innovations Ltd.</p> <p>To NOTE the report of the meeting held on 9th November 2022.</p> <p>To NOTE that the unconfirmed minutes of 9th November had been circulated separately to the Board papers.</p>	
	<p>22.41.04 Audit and Risk Committee</p>	
	<p>Received:</p> <ul style="list-style-type: none"> (i) Report of the meeting held 10th November 2022 (ii) Fee and Access Plan Monitoring Report November 2022 	

	<p>Reported: The Chair of the Committee presented the report and highlighted the Committee's review of the Fee and Access Plan monitoring report to support the three assurance statements to HEFCW.</p> <p>An annual review of the performance of the internal and external auditors had also been undertaken and the Committee was recommending their re appointment for 2022/23.</p> <p>Resolved: To NOTE the report of the meeting held on 10th November 2022.</p> <p>To NOTE the Fee and Access Plan report and the Committee's advice regarding the HEFCW Fee and Access Plan Assurance Statements and to APPROVE the confirmation of the statements to HEFCW.</p> <p>To APPROVE the appointment of KMPG as the University's external auditors for 2022/23.</p> <p>To APPROVE the appointment of RSM as the University's internal auditors for 2022/23.</p> <p>To NOTE that the unconfirmed minutes of 10th November had been circulated separately to the Board papers.</p>	
21.41.05 Subsidiary Companies		
	<p>Received: Minutes of: (i) North Wales Science Meeting and Financial General Meeting 20th October 2022 (ii) Glyndwr Innovations Ltd meeting and AGM 19th October 2022 (iii) Glyndwr Services Ltd AGM 28th October 2022</p> <p>Resolved: To NOTE the minutes which had been circulated separately to the Board papers.</p>	

End

