

Minutes of the meeting of the Board of Governors of Glyndwr University held on **Friday 26th November 2021** 9.00am in room B103, Glyndwr University, Plas Coch, Mold Road, Wrexham LL11 2AW.

Present

Jim Barclay
Paul Barlow
Martin Chambers
Colin Heron
Professor Maria Hinfelaar
Claire Homard
Celia Jenkins
Professor Sandra Jowett
Sally Lambah
Diane McCarthy
Paul McGrady
Judy Owen
Maxine Penlington (Chair)
Amy Rowley
Askar Sheibani
David Sprake
Richard Thomas
Maureen Wain

Officers:

Val Butterworth (*Clerk to the Board*)
David Elcock (*Executive Director of Finance*)
Dr Aulay Mackenzie (*PVC Partnerships*)
Lynda Powell (*Executive Director of Operations*)
Professor Claire Taylor (*Deputy Vice Chancellor*)
Pete Gibbs (*Executive Director of HR*)
James Dawson (*Director Strategic Planning and Student Administration*) [*Items 21.47 and 21.48 only*]

Apologies:

Lauren Hole
David Subacchi

21.25	Report from the Remuneration Committee	
	Received: Annual Pay Policy Statement 2020/21	
	Resolved: To APPROVE the Annual Pay Policy Statement 2020/21 for publication.	
21.26	Welcome and apologies	
	Members were welcomed to the meeting and apologies noted.	
21.27	Declarations of interest	
	Mr Paul McGrady declared a potential interest in the Campus 2025 update in respect of the disposal of the Dean Road site due to his employed status at ClwydAlyn Housing. As there was no decision being made on the disposal it was not necessary to ask Mr McGrady to withdraw from the meeting.	
21.28	Membership	
	Received:	

	<p>A report of the process to seek a new Chair of the Board and the planned induction schedule which would be overseen by the Nominations and Governance Committee.</p> <p>Resolved: To APPROVE the appointment of Dr Leigh Griffin to the Board of Governors with effect from 1st April 2022 for a four-year term in the first instance.</p> <p>To APPROVE the appointment of Dr Leigh Griffin as the Chair of the Board of Governors with effect from 1st April 2022 for a four-year term in the first instance and subject to an annual performance review.</p>	
21.29	Minutes	
	<p>Received: Minutes of the meeting held on 1st October 2021.</p> <p>Reported: It was suggested that minute 21.09 should be reworded for clarification purposes to state that “there was now a lower impairment in respect of Corbishley Hall, Northop. This was following an independent valuation which took account of the use of the ground floor for other purposes despite the mothballing of the halls of residence.”</p> <p>Resolved: That the minutes were agreed as a true and accurate record of the meeting subject to correction of minor typographical errors and the amendment to minute 21.09 as stated.</p>	
21.30	Matters arising	
	<p>Received: A matters arising report provided by the Clerk.</p> <p>Resolved: To NOTE the report.</p>	
21.31	Vice Chancellor’s Report	
	<p>Received: (i) Vice Chancellor’s update (ii) Notes from the Strategy Day held 30th September 2021.</p> <p>Reported: The Vice-Chancellor provided an update on the consultation process, timeline, and remaining concerns in respect of the Tertiary Education and Research (Wales) Bill (TER(W)). A meeting of Universities Wales with the Welsh Government Minister for Education and the Welsh Language, a Cross-Party Group of Senedd members and other stakeholders had been positive and the Minister had listened carefully to universities’ concerns. Among the remaining concerns a key one for post-92 institutions remained the power for Welsh Government to dissolve Higher Education Corporations against their will. The Vice Chancellor and the Chair of the Board would be giving evidence to the Senedd’s Children, Young People and Education Committee on 2nd December. The University’s response to the TER(W) consultation would be circulated to members for information.</p> <p><i>[Secretary’s note: the response was circulated on 2nd December]</i></p> <p>The work being undertaken by the VCET to address financial challenges and their desire to achieve a net nil outturn position by the end of 2021/22 was highlighted in advance of further discussion later on the agenda.</p> <p>Resolved:</p>	MH

	To NOTE the Vice Chancellor's Report.	
21.32	Students' Union President's Report	
	<p>Received: The Students' Union President's report November 2021.</p> <p>Reported: The Board wished to record their thanks and best wishes to the CEO of the Students' Union, who would be leaving in January 2022.</p> <p>Resolved: To NOTE the reports.</p>	
21.33	Annual Report and Financial Statements	
	<p>Received: (i) Draft Annual Report and Financial Statements for the University Group 2020/21 (ii) Annual Report and Financial Statements for the Subsidiary Companies 2020/21 (iii) Annual Report of the Audit Committee 2020/21 (iv) Annual Report of the Internal Auditors 2020/21</p> <p>Reported:</p> <p>21.33.01 University Group The Executive Director of Finance presented the 2020/21 annual report and audited financial statements and highlighted the key features in respect of turnover, operational and net surplus and the reason for a difference between the forecast outturn reported in October and the final outturn.</p> <p>Following review by Strategy and Finance Committee additional narrative had been included in the Financial Management Review to explain the positive impact of the in-year Welsh Government and HEFCW funding on the University's total income. A significant proportion of the funding received by the University had been passed directly to students or to other universities who were partners in a national Digital Learning Project. Whilst the funding increased the University's turnover on a one-off basis it was largely offset by related expenditure, although had in part been a reason behind the increased surplus experienced.</p> <p>The Auditors has provided a clean unqualified audit opinion and had raised no management actions.</p> <p>It was noted that the Annual Report was longer than in previous years having addressed the additional reporting elements required as a result of the Camm Review.</p> <p>21.33.02 Subsidiary Companies The outturn of each of the subsidiary companies was presented noting that GIL had made a loss in line with forecasts, largely related to the impact of Covid and North Wales Science had made a small loss having successfully secured external grants to mitigate the negative impact of Covid, Glyndwr Services Ltd had made a small surplus which would be gift-aided back to the University. The University had confirmed its ongoing support of the subsidiary companies to ensure that they continued to operation on a going concern basis.</p> <p>21.33.03 Audit Committee's Annual report 2020/21 The Chair of Audit Committee commented on the strong outturn position and presented the Committee's annual report which highlighted the External Auditors' views as reported in their management letter to the Committee. In addition, the Internal Auditor's annual report supported the statements within the Corporate Governance Statement in respect of the adequacy of the internal control framework</p>	

	<p>and the Board's responsibilities for risk management, governance and internal control and economy, efficiency, and effectiveness.</p> <p>The Chairs of both Audit and Strategy & Finance Committees 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: To APPROVE the Annual Report and Financial Statements for the University Group 2020/21.</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 2020/21</p> <p>To NOTE the Annual Report from the Internal Auditors 2020/21</p> <p>To NOTE the Annual Reports and Financial Statements for the University's subsidiary companies.</p>	
21.34	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 (iii) An update on the refinancing of the AIB loan. (i) The cash forecast paper shared with KPMG in support of the going concern assertion that the University is able to operate under normal working conditions for the foreseeable future. <p>Reported: The Executive Director of Finance reminded the Committee of the background to the submission of the ASSuR.</p> <p>The two-year cash forecast that had been provided to the Auditors to support the going concern assertions was provided within the papers and included a range of potential scenarios including a worst-case scenario of a 20% reduction in income. This had satisfied the Auditors in respect of going concern and demonstrated the affordability of repaying the AIB loan in August 2022 if required.</p> <p>Resolved: 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>	
21.35	Loan Refinancing	
	<p>Received:</p> <ul style="list-style-type: none"> (i) A report on action taken by the Chair and Vice-Chair to approve an amendment to the AIB Loan Facility Agreement clarifying the base rate definition. (ii) Advice from the Executive Director of Finance regarding the mortgage debenture which required utilisation of the general Plas Coch campus as security for the current loan with AIB. <p>Reported: The Executive Director of Finance provided the background and context to the matters highlighted by the reports, and his advice to the Board. It was noted that HEFCW's written consent would be required regarding the mortgage debenture associated with the AIB loan in line with the Terms and Conditions of Funding;</p>	

	<p>however they had already been advised of the position and had indicated their approval subject to receiving the detail of the debenture.</p> <p>Members discussed the pros and cons of the security noting that there were no stipulated restrictions relating to already approved Campus 2025 projects. No additional major capital schemes were planned to be undertaken between now and 22nd August 2022.</p> <p>Resolved: To RATIFY the entry into the Facility Agreement amendment and restatement deed on 29th October 2021 and NOTE the clarification of the base rate definition approved by the Chair and Vice Chair of the Board under Chair's action.</p> <p>To RECEIVE and NOTE written advice, addressed to the Chair of the Board of Governors of the University, from the Executive Director of Finance of the University on 21st August 2018 and 1st October 2021, with further advice on 26th November 2021, in compliance with section 124 of the Charities Act 2011 in respect of entry into a mortgage with the Lender for the purposes of granting security to the Lender pursuant to the terms of the Facility Agreement over the Plas Coch property at Glyndwr University, Plas Coch, Mold Road, Wrexham LL11 2AW.</p> <p>To APPROVE the form of mortgage debenture to be entered into by the University subject to HEFCW approval.</p> <p>To further NOTE that at the Board meeting of 1st October the Board approved and signed a Trustee Resolution in exercise of the power conferred by section 333 of the Charities Act 2011 whereby any two of the Trustees of the University from time to time (one of whom must be the Chair or Vice-Chair of the Board) be authorised to execute any document to which the Trustees of the University itself are a party with the intention that any document executed under this authority will have the same effect as if executed by all of the Trustees of the University and/or on behalf of the University itself.</p>	
21.36	Financial Management Report	
	<p>Received: Financial Management Report to 31st October 2021.</p> <p>Reported: The Executive Director of Finance presented the report and highlighted the financial impact of the lower than budget target of new full-time undergraduate numbers and returners in 2021/22. Recruitment of TNE, WGU online and international students had performed better than the budget target. The University would however not meet the originally budgeted forecast outturn without mitigating actions.</p> <p>A range of mitigating measures were being put in place to reach an appropriate outturn position including: additional initiatives to ensure the delivery of the full HEFCW part-time credit allocation, review of existing staffing levels in line with the portfolio review, postponement of various non-priority activities, and review of income targets. The VCET planned to identify additional savings and would need also to assess the impact of the situation on future years whilst maintaining investment in growth areas such as the Allied Health programmes under the HIEW contract and in Communications, Admissions, Marketing and Recruitment.</p> <p>It was noted that in respect of the delivery of part-time credits an action plan was in place which would be reviewed and resourced appropriately, with SPSA, Enterprise and IT working together on the delivery infrastructure. There were several new initiatives planned for delivery of part-time credits.</p>	

	<p>Members discussed the level of surplus noting there were a number of factors that needed to be considered such as the risks and opportunities, subsidiary company performance, areas of investment and the impact on future years of reducing investment in some areas. Members noted that a detailed review of income and expenditure was being undertaken by the Executive and requested that the review highlighted new initiatives, the areas of investment to support future growth and the impact of mitigating actions on future years.</p> <p>Strategy and Finance Committee would meet as soon as possible in January to review the revised forecast outturn. Members supported the achievement of a balanced or a deficit budget forecast position.</p> <p>Resolved: To NOTE the report.</p>	
21.37	Quality and Standards	
	<p>Received: (i) Notes and report from the Quality and Standards Scrutiny Panel. (ii) Degree Apprenticeships QA: Developmental Review Action Plan</p> <p>Reported: Members were referred to the 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 questions, and which had been reviewed by the Quality and Standards Scrutiny Panel in October.</p> <p>The Chair of the Board's Quality and Standards Scrutiny Panel presented the report and highlighted the process of review undertaken by the Panel, noting the additional new question for this year; and positive way in which officers had responded to the improvement recommendations arising from the QAA Developmental Review of Degree Apprenticeships provision in Wales. The QAA were undertaking a repeat visit on 9th and 10th December and the Board would be updated on the outcome in due course.</p> <p>The Panel had also reflected on the future necessity for its existence and concluded that it was a helpful mechanism and should remain in place.</p> <p>The Panel concluded that there is appropriate evidence to enable the Board to affirm the six quality and standards assurance statements to HEFCW for 2020/21.</p> <p>Resolved: To NOTE the report and supporting documentation.</p> <p>To NOTE the reports provided by Academic Board as part of the evidence base to support the assurance statements.</p> <p>To APPROVE confirmation of the six quality and standards assurance statements to HEFCW in December 2021 and for the Chair of the Board to sign the assurance document.</p>	CT
21.38	Campus 2025	
	<p>Received: (i) Campus 2025 update (ii) Annual report on Estates performance 2020/21</p> <p>Reported: The Executive Director of Operations presented the report and updated members on developments regarding the disposal of Dean Road. The closing date for final and best bids from the top three bidders was 1st December. It was AGREED that a</p>	VB

	<p>special meeting would be arranged prior to Christmas to consider a Charities Report for disposal of the site.</p> <p>Members were updated on the approaches being taken to address the existing planning condition relating to the Mold Road/Crispin Lane junction.</p> <p>Resolved: To NOTE the Campus 2025 update</p> <p>To NOTE the annual report on Estates performance.</p>	
21.39	Chair's report	
	<p>Reported: The Chair reported on events she been involved in since the October Board.</p> <p>Chairs of Universities Wales (ChUW) had met on 8th October in Swansea. A joint working party of ChuW and Universities Wales had been formed, of which the Chair was a member, to respond to the consultation on the TER(W) Bill. Both the Vice-Chancellor and the Chair would be giving evidence to the Children, Young People and Education Committee on 2nd December regarding the Bill.</p> <p>The HE Guidance Task Group had now been reinstated and the only new guidance to date related to the need to improve communications to students regarding Covid testing.</p> <p>Resolved: To NOTE the report.</p>	
21.40	Report from Academic Board	
	<p>Received:</p> <ul style="list-style-type: none"> (i) Report and minutes from Academic Board's November 2021 meeting. (ii) Research Integrity Annual Report 2020/21 (iii) Disciplinary Procedure for Students (iv) Suitability for Practice Procedure (v) Complaints Procedure for Students (vi) Degree Outcomes Attainment Gap Report 2019/20 (vii) Research Impact Strategy (viii) Annual standards overview report 2020/21 (ix) QER action plan (June 2021) (x) PSRB register and status report October 2021 (xi) Strategy for Supporting Student Learning (SSSLA) metrics final update 2020/21 (xii) SSSLA 2020-2025 and action plan 2021/22 (xiii) Annual Monitoring overview report 2019/20 (xiv) External Examiners overview report 2020/21 (xv) Student complaints and academic appeals report 2020/21 (xvi) Programme Validation overview report 2020/21 (xvii) Degree outcomes 2020/21 (xviii) Annual Report on student conduct 2020/21 <p>Reported: 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 included a report that there had been no cases of research misconduct reported in 2020/21 and the University has in place</p>	

	<p>mechanisms to support research students and staff. There were minor amendments to the student procedures.</p> <p>Members welcomed sight of the Research Impact Strategy.</p> <p>Resolved: To NOTE the report and minutes.</p> <p>To NOTE the Research Impact Strategy</p> <p>To NOTE the quality and standards related reports</p> <p>To ENDORSE the minor amendments to the Disciplinary Procedure Students, Suitability for Practice Procedure, and the Complaints Procedure Students</p> <p>To ENDORSE the Research Integrity Annual Report 2020-21.</p>	
21.41	Corporate Risk Report	
	<p>Received: Corporate risk summary and Risk Heat Map, November 2021</p> <p>Reported: The Chair of Audit Committee outlined the work of the Audit Committee in reviewing the risk register noting there had been no changes to the risk profile and scores since the last meeting.</p> <p>Resolved: To NOTE the report.</p>	
21.42	HEFCW and other circulars	
	<p>Received: Report on HEIRF monitoring reports and the consultation on revision of external quality review arrangements.</p> <p>Resolved: To NOTE the report.</p>	
21.43	University Seal	
	<p>Received: A report on application of the University Seal in respect of the Amendment and Restatement Deed for the one-year extension to the AIB loan.</p> <p>Resolved To NOTE the report.</p>	
21.44	Committees of the Board	
	21.44.01 Human Resources Committee	
	<p>Received: (i) Report of the meeting held 21st October 2021. (ii) Prevent duty annual accountability return 2021</p> <p>Reported: Revised safety, health, and environment KPIs had been proposed and these would be reviewed and approved in due course</p> <p>Resolved: To NOTE the report of the meeting held on 21st October 2021.</p> <p>To NOTE that the unconfirmed minutes of 21st October had been circulated separately to the Board papers.</p>	

	To NOTE the Prevent duty annual accountability return for submission to HEFCW.	
	21.44.02 Nominations and Governance Committee	
	<p>Received:</p> <ul style="list-style-type: none"> (i) Report of the meeting held 11th November 2021 (ii) Proposed updates to the Camm Review action plan (iii) Effectiveness Review progress report <p>Reported:</p> <p>The Chair of the Committee highlighted the response to the final two actions that would see the elements of the Camm action plan, that were within the control of the Board, having been completed. The remaining actions were dependent on the work of other bodies and would be presented for the Board's consideration in due course.</p> <p>Members noted the emerging findings from the effectiveness review, and it was AGREED that the summary results from the review survey would be circulated for members' information.</p> <p><i>[Secretary's note: the survey results were circulated on 7th December]</i></p> <p>Resolved:</p> <p>To NOTE the report of the meeting held on 11th November 2021.</p> <p>To NOTE that the unconfirmed minutes of 11th November had been circulated separately to the Board papers.</p> <p>To APPROVE the updates to the Camm Review action plan.</p> <p>To NOTE the update on the Board Effectiveness Review.</p>	
	21.44.03 Audit Committee	
	<p>Received</p> <ul style="list-style-type: none"> (i) Report of the meeting held 12th November 2021 (ii) Fee and Access Plan Monitoring Report November 2021 <p>Resolved:</p> <p>To NOTE the report of the meeting held on 12th November 2021.</p> <p>To NOTE that the unconfirmed minutes of 12th November had been circulated separately to the Board papers.</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 2021/22.</p> <p>To APPROVE the appointment of RSM as the University's internal auditors for 2021/22.</p>	
	21.44.04 Strategy and Finance Committee	
	<p>Received:</p> <ul style="list-style-type: none"> (i) Report of the meeting held 12th November 2021. (ii) Proposed minor update to the Committee's Terms of Reference in respect of the Committee's oversight of the financial performance of the subsidiary companies (iii) Financial Strategy 2018 – 2025. <p>Resolved:</p>	

	<p>To NOTE the report of the meeting held on 12th November 2021.</p> <p>To NOTE that the unconfirmed minutes of the 12th November had been circulated separately to the Board papers.</p> <p>To APPROVE the minor amendment to the Committee's terms of reference.</p> <p>To APPROVE the updated Financial Strategy.</p>	
	21.44.05 Subsidiary Companies	
	<p>Received: Minutes of: (i) North Wales Science Meeting and Financial General Meeting 28th October 2021 (ii) Glyndwr Innovations Ltd meeting and AGM 21st October 2021 (iii) Glyndwr Services Ltd AGM 2nd November 2021</p> <p>Resolved: To NOTE the minutes and reports.</p>	

End