

Minutes of the meeting of the Board of Governors of Glyndwr University held on **Friday 5th March 2021** 8.45 am by video conference.

- Present**
- Mr Jim Barclay
 - Mr Paul Barlow
 - Ms Ebony Banks
 - Mrs Laura Gough
 - Professor Maria Hinfelaar
 - Mr Colin Heron
 - Mrs Claire Homard
 - Mrs Celia Jenkins
 - Professor Sandra Jowett
 - Mr Paul McGrady
 - Dr Jayne Mitchell
 - Mrs Judy Owen
 - Ms Maxine Penlington (Chair)
 - Mr Askar Sheibani [*Items 20.45 to 20.52,20.63 and 20.64*]
 - Mr David Sprake
 - Mr David Subacchi
 - Ms Chloe Williams

- Officers:**
- Mrs Val Butterworth (*Clerk to the Board*)
 - Mr David Elcock (*Executive Director of Finance*) [*Items 20.45 to 20.53,20.63 and 20.64*]
 - Mr Pete Gibbs (*Executive Director of Human Resources*)
 - Dr Aulay Mackenzie (*PVC Partnerships*)
 - Mrs Lynda Powell (*Executive Director of Operations*)
 - Professor Claire Taylor (*Deputy Vice Chancellor*)
 - Mr James Dawson (*Director Strategic Planning and Student Administration*) [*Items 20.56 and 20.64 only*]

20.45	Staff Engagement Survey 2020	
	<p>Received: Slide presentation provided to staff and HR Committee.</p> <p>Presentation: The Executive Director of HR presented an executive summary of the results of the staff engagement survey 2020. The presentation focussed on what the outcomes told senior management and the Board about the culture of the University and how the University’s values are lived. The most significant increase in scores related to colleagues’ interaction and engagement with each other, for instance in sharing good practice.</p> <p>Members commended senior management’s concerted and systematic approach to identifying the issues that needed to be dealt with and addressing them. This had included some difficult decisions to ensure the continued sustainability of the institution over the last few years, which demonstrated the resilience of staff.</p> <p>It was evident that a positive culture exists within the University and that staff understand their roles and contribution to the success of the institution.</p> <p>Resolved: To NOTE the presentation and the full set of outcomes slides.</p>	

20.46	Welcome and apologies	
	Members were welcomed to the meeting. There were no apologies although Mr Sheibani noted he would need to leave at 11.00 am.	
20.47	Declarations of interest	
	There were no declared conflicts of interest with any item on the agenda.	
20.48	Membership	
	<p>Received:</p> <p>(i) Proposal for Mr Jim Barclay to be appointed to Strategy and Finance Committee with effect from 1st April 2020.</p> <p>(ii) Revised skills and experience requirements of the Board of Governors.</p> <p>Resolved:</p> <p>To APPROVE the appointment of Mr Jim Barclay to Strategy and Finance Committee.</p> <p>To APPROVE the revised skills and experience requirements of the Board.</p>	
20.49	Minutes	
	<p>Received:</p> <p>Minutes of the meeting held on 20th November 2020.</p> <p>Resolved:</p> <p>That the minutes of the meeting held on 20th November 2020 were a true and accurate record of the meeting.</p>	
20.50	Matters arising	
	<p>Received:</p> <p>A matters arising report provided by the Clerk.</p> <p>Resolved:</p> <p>To NOTE the report.</p>	
20.51	Vice Chancellor's Report	
	<p>Received:</p> <p>Report from the Vice Chancellor</p> <p>Reported:</p> <p>The Vice-Chancellor updated the Board on a range of matters arising from her report including: the Welsh Government Higher Education budget indications for 2021/22 which would see an increase in Research Wales Innovation Funding (RWIF); and the continuation of the £10m of capital funding to the sector. The £40m funding to the sector to support students facing financial hardship during the pandemic was highlighted. The University was working hard to meet the challenging deadline to allocate spending from its share of the £40m by 31st March, some of which would be allocated retrospectively against spending in the funding priority areas.</p> <p>The timeline for the introduction of the Commission for Tertiary Education and Research (CTER) indicated that it would likely be 2024 before the CTER would come into being. The link to the outcome of the consultation on the draft Bill would be circulated.</p> <p>There were concerns about how the OfS proposals around numerical minimum baselines for student outcomes, and separate emerging government thinking around minimum entry grades, would negatively affect widening participation universities. Whilst the student outcomes proposals related to England there would be unintended consequences for Welsh universities. The Vice Chancellor had taken the matter up with local MPs.</p> <p>Resolved:</p>	MH

	To NOTE the Vice Chancellor's Report.	
20.52	Students' Union President's Report	
	<p>Received: The Students' Union President's report.</p> <p>Reported: The Students' Union President and Vice President presented the report jointly and highlighted the work and activities undertaken since the last report.</p> <p>The 'Student Conversation' had replaced the Student Advisory Group, in order to reach all students, including those at partner institutions, in the online environment; and to highlight the challenges and opportunities that had arisen as a result of the Covid-19 pandemic. A 3-month trial of the Umii app aimed at helping students make connections in a safe on-line setting was being initiated and its helpfulness for ongoing use would be assessed at the end of the trial.</p> <p>Since the report had been issued the Students' Union had spent c£25k of the £50k HEFCW funding on a range of activities to support students and some of their successful events were highlighted.</p> <p>The process for elections to full and part-time officer had opened and three new part-time officer roles had been established: BAME Officer, Student at Partner Institutions Officer and Degree Apprenticeships Officer. Motions for two further part-time officer roles would be put to the next Student Council: a WGU on-line Officer and a Welfare and Inclusion Officer. The elections would be held on-line as usual.</p> <p>The University Chancellor had agreed to present some of the Students' Union Awards this year.</p> <p>The SU has prioritised the strengthening of engagement with students at partner institutions and the Vice President and the Student Voice Co-ordinator were now members of the Academic Partnerships Committee.</p> <p>Members were pleased to see the close partnership working between the SU and the University to support students both in North East Wales and at partner institutions.</p> <p>Resolved: To NOTE the report.</p>	
20.53	Financial Management Report	
	<p>Received: Financial Management Report to 31st January 2021</p> <p>Reported:</p> <p>20.53.01 Financial Management Report The University remained on target to achieve a slightly improved group surplus by year end. The key factors that contributed to the improved position included: the improved performance of Transnational Education (TNE) and international partner activity; anticipated receipt of a payment from Business Interruption Insurance; and funding to cover existing posts. These were offset by a reduction of Glyndwr Innovations Ltd.'s surplus due to lower commercial activity and cost of sales. North Wales Science had secured additional funding from Welsh Government from April 2021 to March 2022 and was now forecast to break even in 2020/21.</p> <p>Performance was positive against the financial KPIs. Cash and liquidity remained healthy. Covenant compliance continued to be good. There was no forecast requirement to access working capital facilities during 20/2021 or 2021/22 currently.</p>	

	<p>Following the successful planning appeal on the Gatewen site it was anticipated that the capital receipt for its sale would be received in this academic year. Procurement was in place to undertake the planned capital works on the Plas Coch campus and at Regent Street; and there had been some additional costs relating to the planning appeal on the Dean/Holt Road site.</p> <p>Delivery of part-time credits remained a challenge due to constraints on the usual face to face delivery modes. Strategy and Finance Committee had requested an overview of the work being done to deliver the 2020/21 part time target to be presented at their April meeting.</p> <p>The Chair of Strategy and Finance Committee commended the clear report and would seek to clarify with the Executive Director of Finance how GIL contracts are accounted for in respect of the purchase of raw materials for projects not starting until the following academic year in some instances.</p> <p>20.53.02 Loan refinancing Triodos Bank were undertaking their due diligence and both they and the Finance Team were working as quickly as possible to ensure the documentation was in place to achieve a credit backed loan offer by the end of April. The External Auditors were being kept informed of progress.</p> <p>20.53.02 2019/20 audited financial statements Members had been updated by circulation regarding the late filing of the Annual Report and Financial Statements to HEFCW due to the need to resolve the loan refinancing before final sign off by the external auditors. Audit Committee was comfortable with the approach being taken. The draft financial statements had been shared with HEFCW and they were aware of the reasons for the delay.</p> <p>Resolved: To NOTE the report.</p> <p>To ENDORSE the approach being taken regarding the 2019/20 draft annual report and financial statements.</p>	JO/ DE
20.54	Vision and Strategy 2025	
	<p>Received: Revised Vision and Strategy to 2025</p> <p>Reported: The Vice Chancellor outlined the context for the review and the areas that had been recalibrated to better explain the University's mission and purpose. The Values remained unchanged as they have proven to be essential in how decisions have been taken, particularly in respect of informing how best to support students and staff.</p> <p>The Board's views arising from the October Strategy Day and inputs from staff through focus groups had been included.</p> <p>Resolved: To APPROVE the revised Vision and Strategy to 2025</p>	
20.55	Campus 2025 update	
	<p>Received: (i) An update on Campus 2025 developments. (ii) Draft updated phasing and funding plan</p> <p>Reported:</p>	

	<p>Following the successful planning appeal for the Gatewen site, market bids had been invited by 30th April 2021. The relevant Charities Report would be presented to the Board in due course to support the request to approve the sale.</p> <p>The planning appeal regarding the Dean/Holt Road site was scheduled for a virtual hearing on 27th April.</p> <p>The outcome of the Health Education and Improvement Wales (HEIW) bid would have a significant impact on Campus 2025; and the Campus Steering Group continued to have discussions around the phasing of capital estates projects.</p> <p>Members welcomed the phasing plan as a reminder of the excellent progress made on the development of the Campus.</p> <p>Resolved: To NOTE the report.</p>	
20.56	Fee and Access Plan 2021/22	
	<p>Received: Report of amendments required to the Fee and Access Plan 2021/22 following feedback from HEFCW.</p> <p>Resolved: To APPROVE the amendments and the signing of the revised Fee and Access plan by the Chair of the Board for submission to HEFCW.</p>	
20.57	Chair's report	
	<p>Received: Notes of the Governor development day held on 19th November 2020.</p> <p>Reported: The Chair reported that the comments from the development day around greater delegation to committees and the balance between compliance and strategic discussions would be picked up as part of the next effectiveness review. The terms of reference for the effectiveness review were due to be considered by the Nominations and Governance Committee in April.</p> <p>Board and Committee dates for 2021/22 would be circulated by the Clerk imminently.</p> <p>Meetings of the Wales HE Guidance Group were taking place weekly. The Group awaited the next Welsh Government Review regarding Covid-19 measures, as they apply to Higher Education, to provide updated guidance. The Group were considering proactively developing guidance for 2021/22.</p> <p>The Chair with the Chair of Strategy and Finance Committee had had a beneficial meeting the new independent Chair of North Wales Science Ltd when they had discussed the relationship between the subsidiary and the Board of Governors.</p> <p>The Chair would be observing a validation event for the MA/BA Criminology and Criminal Justice programmes on 22nd March.</p> <p>Resolved: To NOTE the report.</p>	
20.58	Report from Academic Board	
	<p>Received: Report of the Academic Board meeting held 17th February 2021.</p> <p>Reported:</p>	

	<p>Arising from the report the Vice Chancellor highlighted the review of undergraduate entry requirements which, following a review of competitor practice, had resulted in approval to introduce a sliding scale of UCAS tariff points for entry to undergraduate programmes from September 2022.</p> <p>Resolved: To NOTE the report.</p>	
20.59	HEFCW circulars	
	<p>Received: Report on HEFCW's role as the Education Oversight body, CMA restatement of their views on Consumer Protection Law in relation to Higher Education, and the review of the CUC Senior Staff Remuneration Code.</p> <p>Resolved: To NOTE the report.</p>	
20.60	Committees of the Board	
	20.60.01 Nominations and Governance Committee	
	<p>Received:</p> <ul style="list-style-type: none"> (i) Report of the meetings held 10th December 2020 and 28th January 2021. (ii) Mapping of Governance practice against the CUC HE Governance Code of Practice (September 2020) and related recommendations. (iii) Revised Statement of Primary Responsibilities (iv) Guidance on Independence for Governors (v) Annual Report Template (vi) Board Statement on use of Benchmarking/Comparative data (vii) Guidance on Independence for Governors (viii) Revised Annual Report template (ix) Statement on use of Benchmarking/Use of Comparative data <p>Reported: The Chair highlighted the two recommendations made relating to the CUC HE Code. It was clarified that amongst the reasons for not appointing a Senior Independent Governor at this time, was the potential to approach the Chair of Audit Committee. This was not set down within a formal written process but would be an option available to members should they not wish to discuss a matter with the Chair, Vice Chair or Clerk.</p> <p>Resolved:</p> <p>To NOTE the report of the meetings held in December and January</p> <p>To NOTE that the unconfirmed minutes of 10th December and 28th January had been circulated in advance of the Board papers.</p> <p>To APPROVE:</p> <ul style="list-style-type: none"> • the mapping document as an accurate reflection of the Board's practice that meets the CUC HE Code of Practice (2020); • the adoption of the revised CUC HE Code of Practice; • the development of a plan to undertake analysis and consideration of significant differential outcomes by groups with protected characteristics once the University returns to more normal operations following the Covid -19 pandemic; • that a Senior Independent Governor role is not necessary at the current time; but that a future Chair of the Nominations and Governance Committee should hold the role of de facto lead on governance; • the adoption of the new model Statement of Primary Responsibilities, with amendments; 	

	<ul style="list-style-type: none"> • The adoption of the Guidance on Independence for Governors; • The adoption of the Annual Report template which will be effective for the 2020/21 annual report and audited financial statements; and • The Statement on use of benchmarking/use of comparative data 	
	20.60.02 Human Resources Committee	
	<p>Received:</p> <p>(i) Report of the meeting held on 11th February 2021. (ii) Grievance Procedure for Senior Postholders (iii) Disciplinary Procedure for Senior Postholders</p> <p>Reported:</p> <p>The Chair of the Committee outlined the amendments that had been made to the Senior Postholder procedures. These were minimal and included use of gender-neutral language, reference to the Welsh Language Standards and some clarification points around companions.</p> <p>The University's decision to commission a 3rd party review of fire safety in its student accommodation, following a review of sector good practice, was welcomed.</p> <p>Resolved:</p> <p>To NOTE the report of the meeting held 11th February 2021.</p> <p>To NOTE that the unconfirmed minutes of 11th February 2021 had been circulated in advance of the Board papers.</p> <p>To APPROVE the Grievance and Disciplinary procedures for Senior Postholders.</p>	
	20.60.03 Strategy and Finance Committee	
	<p>Received:</p> <p>Report of the meetings held 7th December 2020, 26th January, and 12th February 2021.</p> <p>Resolved:</p> <p>To NOTE the report of the meeting held in December, January, and February.</p> <p>To NOTE that the unconfirmed minutes of the December, January and February meetings had been circulated in advance of the Board papers.</p>	
	20.60.04 Subsidiary Companies	
	<p>Received:</p> <p>Minutes of:</p> <p>(i) North Wales Science meeting 28th January 2021 (ii) Glyndwr Innovations Ltd meeting 4th February 2021</p> <p>Resolved:</p> <p>To NOTE the minutes.</p>	

End

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