

**MINUTES OF THE CARDIFF UNIVERSITY COUNCIL HELD ON THURSDAY 7 JULY 2021  
VIA ZOOM AT 2.00PM**

**Present:** Professor Stuart Palmer (Chair), Professor Colin Riordan, Professor Rudolf Allemann, Professor Rachel Ashworth, Paul Baston, Ricardo Calil, Hannah Doe, Gina Dunn, Judith Fabian, Professor Dame Janet Finch, Professor Kim Graham, Professor Ken Hamilton, Michael Hampson, Karen Harvey-Cooke, Professor Karen Holford, Chris Jones, Jan Juillerat, Dr Steven Luke, Dr Pretty Sagoo, John Shakeshaft, David Simmons, Dr Janet Wademan and Agnes Xavier-Phillips.

**Attendees:** Rashi Jain, Vari Jenkins [Minutes], Sue Midha [Minutes 1964], Dr Jonathan Nicholls [External Consultant for the Governance Effectiveness Review] Minute 1953, Melanie Rimmer, Ruth Robertson, Claire Sanders, Professor Damian Walford Davies, Professor Ian Weeks and Robert Williams.

**1942 WELCOME AND PRELIMINARIES**

- 1942.1 All were welcomed to the meeting;
- 1942.2 Professor Damian Walford Davies was congratulated on his appointment as Deputy Vice-Chancellor from 1 August 2021;
- 1942.3 Hannah Doe was welcomed as the Students' Union President, and Gina Dunn as the Students' Union's Vice-President Education, following the change in the Students' Union's Sabbatical Officers from 1 July 2021.

**1943 APOLOGIES FOR ABSENCE**

Apologies were received from Claire Morgan, Dr Joanna Newman, Len Richards and Judge Ray Singh.

**1944 MATTERS ARISING**

Received and considered paper 20/760, 'Matters Arising'. The Chair spoke to this item.

NOTED

- 1944.1 that the Chair and Vice-Chair of Council will form a small working group with the incoming Deputy Vice-Chancellor, to progress actions taken as a result of the Staff Survey Results.

**1945 DECLARATIONS OF INTEREST**

NOTED

- 1945.1 that no conflicts of interest were reported.

**1946 CHAIR'S REPORT TO COUNCIL**

Received and considered paper 20/761C, 'Chair's Report to Council'. The Chair spoke to this item.

NOTED

- 1946.1 congratulations to all detailed in section 1 of the paper;
- 1946.2 that a moment's silence was held for the deaths reported;
- 1946.3 that a number of Chair's actions had been undertaken and were listed in the paper;

**1947 VICE-CHANCELLOR'S REPORT TO COUNCIL**

Received and considered paper 20/762C, 'Vice-Chancellor's Report to Council'. The Vice-Chancellor was invited to speak to this item.

NOTED

- 1947.1 that Council members will be involved in the recruitment process to identify a successor to the Chief Financial Officer;
- 1947.2 that a group will be convened to review implementation of Welsh Government COVID-19 guidance and policy, and determine how we will communicate this with staff and students, current and prospective;
- 1947.3 [REDACTED]
- 1947.4 that consideration was given to the risks of this level of spend and the impact on potential future financial requirements such as pensions;
- 1947.5 that this would be in addition to the outstanding contribution scheme;
- 1947.6 that there could be an opportunity for staff to donate that money to support charities including the University, should people wish to;
- 1947.7 that the Welsh Government and partners had expressed their positive support of focus on innovation;
- 1947.8 that a review of activity undertaken since the last report by Professor Bhugra is welcomed and will not cover items that are the subject of legal proceedings.

RESOLVED

- 1947.9 for the PVC Research, Enterprise and Innovation, at a future meeting, to present an overview of research income allocation across research activities, progress on strategic entities and the returns delivered;
- 1947.10 to endorse the proposal to make an ex-gratia payment to staff and to approve the expenditure if the ex-gratia payment exceeds £2M.

**1948 REVIEW OF RISK REGISTER**

Received and considered paper 20/796C, 'Risk Register'. The Vice-Chancellor was invited to speak to this item.

NOTED

1948.1 [REDACTED]

1948.2 [REDACTED]

1948.3 that some further financial savings and improvements to the University's green footprint could be made by ensuring lights were switched off in buildings which are not utilised over the weekends, for example by investing in timer motion sensor switches.

RESOLVED

1948.4 to approve the current risks, their score and the mitigating actions as an accurate reflection of the risk profile of the University.

#### **1949 REPORT OF THE PRESIDENT OF THE STUDENTS' UNION**

Received and discussed paper 20/775, 'Students' Union President's Report'. The President of the Students' Union was invited to speak to this item.

NOTED

1949.1 that Council is very supportive of the work of the Students' Union and pleased to hear of the collaborative work with the Cardiff Business School.

#### **1950 SHAREHOLDER IN SET SQUARED LIMITED**

Received and considered paper 20/690C, 'Shareholder in Set Squared Limited'. The Chief Financial Officer was invited to speak to this item.

NOTED

1950.1 that the risk for the University would mainly be reputational;

1950.2 that there is no obligation to put any of the University's intellectual property into the company. Shareholders will agree which intellectual property to share with the company;

1950.3 that a fund manager will recommend where the investments are made.

RESOLVED

1950.4 to approve that the University should become a member of SETsquared Limited, subject to final approval of the legal arrangements by an Advisory Group to be established on the basis described in paper 20/690C;

1950.5 to delegate all necessary powers to the Advisory Group to carry out the work required to join the company until the next meeting of Council;

1950.6 for the Chief Financial Officer to discuss with solicitors whether the legal advice provided to the University could be shared with Council, subject to any necessary redactions.

**1951      UPDATE ON ACADEMIC RENEWAL & PROFESSIONAL SERVICES STRATEGY**

Received and considered paper 20/764HC, 'Update on Academic Renewal & Professional Services Strategy'. The Deputy Vice-Chancellor was invited to speak to this item.

NOTED

- 1951.1      the progress being made through the Academic Renewal, Better Ways of Working and Recast Transforming Services initiatives, and how planning for ongoing sustainability will be embedded within business-as-usual through the new Integrated Planning Process;
- 1951.2      that Better Ways of Working is proceeding at pace and subject to Welsh Government guidance, a phased return to campus is planned for September 2021;
- 1951.3      that the University has been released from its lease on Friary House with the possibility of others, following review over the summer;
- 1951.4      that Council would welcome less narrative and a more visual, dashboard style representation of progress at a high level report, to enable it to determine how plans are progressing, and if there are areas requiring discussion to maximise benefits realisation.

**1952      CIVIC MISSION AND RESEARCH & INNOVATION SUB-STRATEGIES**

Received and considered paper 20/713C, 'Civic Mission and Research & Innovation sub-strategies'. The Vice-Chancellor was invited to speak to this item.

NOTED

- 1952.1      that Council would like to see the objectives of the research strategy for the next three years, and how the strategy aligns once the outcome of the REF is known;
- 1952.2      that there are a large number of outreach projects conducted across the University. The University is currently working with the Senedd to exhibit work in this area and had consulted with the Welsh Government to receive their preference on priorities.

RESOLVED

- 1952.3      to share the KPIs for research in 2019/20;
- 1952.4      to reflect how non-academic research staff are being supported in their development in the next update of the research strategy;
- 1952.5      for Council members to receive a session on the civic mission work of the University;
- 1952.6      to approve the Research and Innovation sub-strategy;
- 1952.7      to approve the Civic Mission sub-strategy.

## **1953 GOVERNANCE EFFECTIVENESS REVIEW 2021 – FINAL REPORT**

Received and considered paper 20/765C, 'Governance Effectiveness Review 2021 – Final Report'. Dr Jonathan Nicholls, External Consultant and author of the report, joined the meeting to present this item.

NOTED

- 1953.1 that the Council felt that the proposed recommendations were well aligned for the University;
- 1953.2 that recommendation 17 to involve colleagues in policy and strategy was suggested as a medium priority to balance with materiality and urgency, given the timetable available for implementation;
- 1953.3 that the governance structure has to be as effective and focussed as possible to embrace future challenges and opportunities;
- 1953.4 that the introduction of a Senior Independent Governor could distance the relationship of the Chair with members of Council;
- 1953.5 that Dr Jonathan Nicholls is the Senior Independent Governor at Sheffield University, and the post has been effective in providing a safeguard;
- 1953.6 that the Chair of Council's performance is assessed via the questionnaire sent to all Council members to collate their feedback from the year. The Vice-Chair reviews and discusses this feedback with the Chair of Council;
- 1953.7 that further consideration should be given to the relationship between Senate and Council to consider the role of the Council members on Senate sub-committees;
- 1953.8 that thanks were recorded to Dr Nicholls for his highly valued report.

## **1954 GOVERNANCE EFFECTIVENESS REVIEW 2021 – RECOMMENDATIONS**

Received and considered paper 20/766C, 'Governance Effectiveness Review 2021 – Recommendations'. Ruth Robertson, Head of Corporate Governance, was invited to speak to this item.

NOTED

- 1954.1 with respect to recommendation 17, the importance of agile processes and the ability to involve Council at an early stage.

RESOLVED

- 1954.2 to approve the implementation of recommendations: 2, 3, 5, 6, 9, 11, 12B, 13, 14, 15, 16, 18,19, 20, 21;
- 1954.3 to approve the implementation of alternative proposals relating to recommendations 1 and 4;
- 1954.4 to establish Task & Finish Group(s) to further consider, with some urgency:

- .1 recommendation 8 (Senior Independent Governor),
  - .2 recommendation 10 (Academic Quality & Standards) including the addition of consideration of the question as to the merits/risks with appointing Council lay members to sit on Senate committees;
  - .3 recommendation 12A (Review of Senate)
  - .4 recommendation 17 (Formulation of policy, projects and strategy),
- 1954.5 to invite the Vice-Chancellor and Chair of Council to discuss recommendation 22 (Academic governance and the University Secretary role) in the light of recommendation 12A.

## **1955 COURT REVIEW WORKING GROUP - RECOMMENDATION**

Received and considered paper 20/646C, 'Court Review Working Group – Recommendation'. Rashi Jain, General Counsel and University Secretary, was invited to speak to this item.

### **RESOLVED**

- 1955.1 to approve that the Council takes the steps necessary to abolish the Court and that the Charter, Statutes and Ordinances are amended accordingly (with appropriate permission being sought from the Privy Council);
- 1955.2 To approve that the Council ensures that the UEB gives urgent attention to the way in which it can create a varied range of stakeholder engagement events to provide a more robust mechanism for nurturing relationships across the community;
- 1955.3 to approve that the Chancellor and Pro-Chancellors be invited to contribute to both the creation of events and to be invited to participate in them in line with their ambassadorial roles;
- 1955.4 to approve that the Council gives attention to how it can more effectively celebrate success on the part of staff and students in such a way as to enable greater recognition of achievements;
- 1955.5 to approve that the Chancellor be asked to write to members of the Court thanking them for their service, and where appropriate the interest of the body they represent;
- 1955.6 to approve that when appointing a Chancellor, the Council has due regard to the role the Court played in electing three of its members to serve on a Nominations Committee to Appoint a Chancellor (Ordinance 2.4), and ensures a breadth of membership of any future Nominations Committees is achieved so as to reflect the diverse context in which a Chancellor will need to serve.

## **1956 PROCEDURE FOR APPOINTING AND RE-APPOINTING THE CHAIR AND VICE-CHAIR OF COUNCIL INCLUDING NOMINATIONS SUB-COMMITTEE TERMS OF REFERENCE**

Received and considered paper 20/767C, 'Procedure for appointing and re-appointing the chair and vice-chair of Council including Nominations Sub-

Committee Terms of Reference'. Ruth Robertson, Head of Corporate Governance, was invited to speak to this item.

**RESOLVED**

- 1956.1 to approve the proposed procedure that confirms the respective roles and responsibilities for the recruitment and renewal to the positions of Chair and Vice-Chair of Council;
- 1956.2 to approve the associated amendments to Ordinance 10C – Governance Committee as set out in Appendix A which also includes provision for renewal of the Vice-Chair's appointment and the Terms of Reference for a Nominations Sub-Committee.

**1957 CHANGES TO STAFF CATEGORIES ON COUNCIL**

Received and considered paper 20/768, 'Changes to staff categories on Council'. Ruth Robertson, Head of Corporate Governance, was invited to speak to this item.

**NOTED**

- 1957.1 that the implementation proposals currently implied a one-year term of office for the PVC/Senate (Academic Staff) roles, which was not considered desirable, and not the original intention of the Working Group.

**RESOLVED**

- 1957.1 to review the periods of office for the PVC/Senate (Academic Staff) members to ensure they align with the ordinances, and to resubmit the proposals to Council in September 2021.

**1958 FINANCE REPORT**

Received and considered paper 20/672C, 'Finance Report'. Rob Williams, Chief Financial Officer, was invited to speak to this item.

**NOTED**

- 1958.1 that the University has allocated reserves, should they need to draw on it in response to student claims.

**1959 INTERNATIONAL LEARNING EXCHANGE PROGRAMME**

Received and considered paper 20/770C, 'International Learning Exchange Programme'. Rob Williams, Chief Financial Officer, was invited to speak to this item.

**NOTED**

- 1959.1 that Odgers Berndston have been engaged to identify an independent non-executive chair for the Board;
- 1959.2 that thanks were noted to Dr Joanna Newman for her involvement and guidance;

- 1959.3 that the programme is a high priority for Welsh Government, and they are content with the progress being made;
- 1959.4 that the priority is to circulate plans to the advisory board at end of summer and publicise during the autumn;
- 1959.5 that a project manager will establish the framework to enable individual to be appointed to the project for delivery;

**RESOLVED**

- 1959.6 that an internal audit would be helpful to provide assurance that progress and procedures are adequate.
- 1959.7 to consider an internal audit for late autumn, to provide assurance that progress and procedures are adequate for the delivery of the Learning Exchange Programme.

**1960 PENSIONS UPDATE**

Received and considered paper 20/771C, 'Pensions Update'. Rob Williams, Chief Financial Officer, was invited to speak to this item.

**NOTED**

- 1960.1 that there are concerns around changes in benefits to members and changes to governance of USS;
- 1960.2 that it is proposed that the Cardiff University Pension Fund (defined benefit scheme) would close. A 60-day consultation is currently underway;
- 1960.3 that it wasn't anticipated that the position on pensions would affect any potential further lending.

**RESOLVED**

- 1960.4 to approve the recommendation that the University tenders for a provider to create a Defined Contribution Scheme from 1st January 2022, on the terms proposed in section (ii)(f) of this report.

Janet Finch and Kenneth Hamilton left the meeting.

**1961 FINANCE STRATEGY AND UNIVERSITY BUDGET 2021/22**

Received and considered a presentation of the information contained in papers 20/673CR, 'Finance Strategy' and 20/674C 'University Budget 2021/22'. Rob Williams, Chief Financial Officer, was invited to speak to this item.

**NOTED**

- 1961.1 [REDACTED]
- 1961.2 [REDACTED]
- 1961.3 [REDACTED]



- 1961.4 [REDACTED]
- 1961.5 [REDACTED]
- 1961.6 [REDACTED]
- 1961.7 [REDACTED]
- 1961.8 that the Financial Strategy and University Budget 21/22 (papers 20/673CR and 20/674C) had been available for noting but had not been included in the meeting book circulated.

RESOLVED

- 1961.9 to approve the proposed budget, subject to clarity around a set of options in place should progress not be made as anticipated.

Professor Rudolf Allemann, Professor Kim Graham, John Shakeshaft, David Simmons, and Claire Sanders left the meeting.

## **1962 CIC FINANCIAL UPDATE**

Received and considered paper 20/749C, 'CIC Financial Update'. Jan Ponsford, CIC Programme Director, joined the meeting to speak to this item.

NOTED

- 1962.1 that the project is on target to open the Sbarc I Spark building by 15 October 2021. The TRH Tower is scheduled to be completed in April 2022 and the TRH Clean Room in June 2022;
- 1962.2 that operational readiness is going well and there has been a lot of tenant interest in the space available;
- 1962.3 that communication has been developed to promote the building, both physical and online;
- 1962.4 that the presentation of various figures relating to contingency amounts was not clear and that future reports would benefit from greater clarity in this area.

RESOLVED

- 1962.4 to approve the request for a drawdown on contingency for the period 3 compensation event in relation to COVID-19, which amounts to £1.186m.

## **1963 ANY OTHER BUSINESS**

2021/22 Schedule of business and delegated authority

RESOLVED

- 1963.1 that the Report of the President of the Students' Union should continue to be an item for discussion on the Council agenda to ensure the views of the student body are heard.

Procurement Policy

NOTED

1963.2 that Annex A was not included in the paper.

**1964 REDUNDANCY COMMITTEE REPORT TO COUNCIL**

Received and considered paper 20/779C, 'Redundancy Committee Report to Council'. Sue Midha, Director of HR, joined the meeting to speak to this item.

RESOLVED

1964.14 [REDACTED]

1964.2 [REDACTED]

1964.3 [REDACTED]

1964.4 [REDACTED]

1964.5 [REDACTED]

1964.6 [REDACTED]

1964.7 [REDACTED]

**1963 ITEMS RECEIVED FOR APPROVAL**

NOTED

1963.1 that the University will be issued with the Health Education and Improvement Wales (HEIW) contract after 12 July which requires agreement by 23 July 2021.

RESOLVED

1963.2 University Secretary, Chair of Council and PVC College of Biological and Life Sciences to determine approval required to execute agreement;

1963.3 to approve the following papers:

Paper 20/772	Trustee Benefits Policy: Annual Review
Paper 20/657	Policy on the ethical conduct of research involving human participants, human material or human data
Paper 20/781C	Proposal to extend the vice-chair's term of office
Paper 20/773C	Lay Member Appointments to Council & its Committees
Paper 20/758	Institutional Archive Acquisition policy
Paper 20/782	Updates to Ordinances
Paper 20/754	2021/22 Schedule of business and delegated authority
Paper 20/784	Minutes of previous Council meeting 19 April 2021
Paper 20/759	Emeritus/Emerita Professors and Readers
Paper 20/683	Procurement Policy
Paper 20/684	Donations Policy
Paper 20/692R	Travel expenses policy

Paper 20/632C	Estates Maintenance and Residential Fire Strategy 2020-21 Update
Paper 20/721	Revised Whistleblowing Policy
Paper 20/673CR	Finance Strategy
Paper 20/674C	University Budget 2021/22

## **1964 ITEMS RECEIVED FOR INFORMATION**

NOTED

Paper 20/774HC	COVID Update Report for Council
Paper 20/763C	Report from Chair of Finance and Resources Committee
Paper 20/776C	Report from Chair of Audit & Risk Committee
Paper 20/777C	Report from Chair of Senate to Council
Paper 20/778C	Report from Chair of Governance Committee
Paper 20/780	Remuneration Committee Report to Council
Paper 20/757C	Recruitment of Chair of Council - update
Paper 20/656C	Annual Report: Information Governance
Paper 20/675C	Annual Report on Joint Ventures
Paper 20/685C	Capital Investment Plan update
Paper 20/785	Proposals for Education Governance
Paper 20/751C	Environmental Sustainability Governance
Paper 20/755	Sealing Transactions
Paper 20/753	Council Training and Induction programme 2021/22
Paper 20/719C	HEFCW Remit Letter
Paper 20/752C	HR Dashboard Summary
Paper 20/673CR	Finance Strategy
Paper 20/674C	University Budget 21/22

## **1965 CLOSING REMARKS**

NOTED

- 1965.1 that thanks were recorded to the University, its staff and executive to bring this year to a successful conclusion. Also to the students for their patience and forbearance in a difficult and challenging year.
- 1965.2 that the next meeting of Council will be in person on 27 September 2021.
- 1965.3 that thanks were recorded outgoing members of Council, for whom it was their last meeting: Dr Steven Luke, Len Richards, Karen Harvey-Cooke, Professor Kim Graham and Professor Rudolf Allemann. A special thanks was recorded to Professor Karen Holford for her service to Council and the University.

Chair.....

DATE