

**Minutes of the Meeting of Cardiff University Council held on Thursday 10 February 2022 at 10:00 via a hybrid meeting**

Present: Patrick Younge (Chair), Professor Colin Riordan, Professor Rudolf Allemann, Professor Rachel Ashworth, Paul Baston, Professor Marc Buehner, Ricardo Calil, Hannah Doe, Gina Dunn, Judith Fabian, Professor Dame Janet Finch, Professor Ken Hamilton, Michael Hampson, Christopher Jones, Jan Juillerat, Dr Joanna Newman, John Shakeshaft, Judge Ray Singh, Dr Janet Wademan, Professor Damian Walford Davies, Professor Stuart Walker, Agnes Xavier-Phillips.

Attendees: Professor John Atack [Minutes 2001-2008], Katy Dale [Minutes], Bruna Gil, Rashi Jain, Vari Jenkins, Claire Morgan [Minutes 2001-201], Ruth Robertson, Claire Sanders, Professor Simon Ward [Minutes 2001-2008], Darren Xiberras.

**2001 Welcome**

2001.1 All were welcomed to the meeting, especially Professor Marc Buehner who had joined Council as the Academic Member of Staff.

**2002 Apologies for Absence**

2002.1 Apologies were received from Dr Pretty Sagoo, and David Simmons

**2003 Declarations of Interest**

Noted

2003.1 that that was a conflict of interest for the Vice-Chair in relation to agenda item 19 [Proposal to extend the term of office of the current Vice-Chair of Council]; the Vice-Chair would leave the meeting for this item.

**2004 Minutes of the previous meeting**

Received papers 21/429 Minutes of Council 24 November 2021 and 21/430 Minutes of Council (Special Meeting) 11 January 2022. The Chair spoke to this item.

Noted

2004.1 that it was proposed minute 1976.2 be amended, to replace the word "audit" with "review".

Resolved

2004.2 to approve the minutes of 24 November 2021 and 11 January 2022, subject to the above amendment to paper 21/429.

**2005 Matters arising from the Minutes**

Received paper 21/431 Matters Arising from the previous minutes. The Chair spoke to this item.

Noted

- 2005.1 [minute 1983.7] that clarification had been requested in relation to the source and context for the figures presented; the Students' Union President confirmed the sources for the data were a BBC news article (for the statistic that one in ten women aged 16-24 had been a victim of sexual assault in the last year) and a study from the Policy Institute of the National Gay and Lesbian Task Force (for the statistic that one third of LGBTQ+ undergraduate students had experienced harassment in the last year); it would be ensured students included references when submitting information to the AGM in future;
- 2005.2 [Minutes 1981, 1947.9, 1952.4 and 1952.5] these matters had been noted as closed due to inclusion in the Council Development Day in February 2021; the plans for the day had since been superseded and the Corporate Governance Team will follow up on these items to ensure they are completed;
- 2005.3 [Minute 1944.1] that conversations on the Staff Survey results had commenced as part of the Chair's induction and an update would be provided to Council in due course.

**2006 Items from the Chair**

Noted

- 2006.1 that thanks were extended by the Chair to the previous Chair, and all Council members and officers who had met with him during his induction period; from these conversations, the student experience had been highlighted as a key priority but it was important to ensure this was addressed alongside other issues and was not prioritised to the detriment of other important areas such as staff experience;
- 2006.2 that data and digital infrastructure had rarely been raised in conversations to date, but were important areas to address;
- 2006.3 that there was lots of good work being undertaken within the University that needed to be publicised more;
- 2006.4 that Council's role should focus on strategy and accountability, and operational matters were for the executive to take forward;
- 2006.5 that trust was essential to the work of Council and sensitive information should not be shared further;

2006.6 that the plan for the Development Day in February had been amended and would focus on the impact of Covid and the impact of this on the strategy and KPIs and the work of the University going forward; the day would be held in-person and hybrid would not be possible due to the format of the day; further information would be shared with members shortly.

**2007 Chair's Action since last meeting**

Received paper 21/432 Chair's Action since last meeting. The Chair spoke to this item.

Noted

2007.1 that since the last meeting, the Chair had approved the following via Chair's action:

- Execution of a CUPF Deed of Retirement
- Approval of the remaining members of the Funders Advisory Panel
- The appointment of Professor Ruedi Allemann to the Finance & Resources Committee.

**2008 Presentation from the Medicine Discoveries Institute**

Professors John Atack and Simon Ward, Co-Directors of the Medicines Discovery Institute at Cardiff University, joined the meeting to present on the Medicines Discovery Institute;

Noted

2008.1 that the Medical Discoveries Institute had been established three years ago and was an industry-standard drug discovery centre with an aim to provide patient benefits; funding was mainly from research grant awards, underpinned by funding from the University;

2008.2 that the centre offered a unique place to harness industrial knowledge alongside a strong science and clinical environment, allowing for research to be harnessed for patient benefit; this was unique to Cardiff;

2008.3 that that aim for the first five years had been to establish the institute and the portfolio of projects; the subsequent five years would focus on further developing commercialisation and development of other therapeutic areas;

2008.4 that the process started with research which generated pilot data to support funding applications (this required University funding); this was then used for grant applications, leading to commercialisation;

2008.5 that the institute was working with postgraduate students on specific projects and looking to promote the work being undertaken by the institute with the student population;

- 2008.6 that the institute had found pharmaceutical companies to be supportive and enabling;
- 2008.7 that the institute was looking to raise awareness to different groups within the University, to determine if there were areas for improvement and to share best practice;
- 2008.8 that thought was being given to developing a translational neuroscience hub in South Wales;
- 2008.9 that the institute was not directly linked with the NHS at this time but was looking to develop such links;
- 2008.10 that the commercialisation terms for the work undertaken by the MDI was in line with other commercialisation activities undertaken by the University;
- 2008.12 that the institute had been very successful in being awarded grants from the Wellcome Trust and was looking at other sources of income;

Professor John Atack & Professor Simon Ward left the meeting.

## **2009 Vice-Chancellor's Report to Council**

Received paper 21/433C Vice-Chancellor's Report to Council. The Vice-Chancellor was invited to speak to this item.

Noted

- 2009.1 that there had been press coverage on the tragic incident of a student suicide; the University had been approached for an interview by the BBC and had wanted to wait until the coroner's report had been issued before providing this; the Vice-Chancellor had provided the interview in English and the Deputy Vice-Chancellor in Welsh; the Vice-Chancellor would reach out to the family personally;
- 2009.2 that research applications and awards were lower than previous years due to the impact of the pandemic (limited access to facilities, focus on teaching etc.);
- 2009.3 [Redacted]
- .1 [Redacted]
- .2 [Redacted]
- .3 [Redacted]
- .4 [Redacted]
- 2009.4 that there was a decline in value and volume of research applications whilst also an increase in research income, as there was a delay in spending of research

income following a grant being awarded (and therefore a staggering between applying for a grant and spending research income); the current lower level of applications suggested a future lower level of research income;

2009.5 that the University had joined the “stick with science” programme to encourage the UK and Switzerland to remain with Horizon Europe.

## **2010 Student Experience**

Claire Morgan, PVC Education and Student Experience, and Hannah Doe, Students’ Union President spoke to this item.

2010.1 that the Students’ Union President noted the following from their report:

- .1 the annual AGM held in November 2021 where it has been resolved to appoint a full-time Welsh Language Officer for Cardiff University (with the title of Vice President Welsh Language, Culture and Community);
- .2 a significant amount of money received from HEFCW to support student wellbeing;
- .3 a number of upcoming events which may be of interest to Council members (including Welsh Varsity on 27<sup>th</sup> April);

2010.2 that the Pro Vice-Chancellor Education and Student Experience provided an update on the Student Voice;

2010.3 that this theme was embedded in the NSS through three main questions on students having opportunities to provide feedback, students feeling these views are valued by staff and clarity on how feedback is acted upon; the University performed poorly for these questions;

2010.4 that a small number of schools performed well on these questions; these were mainly smaller schools centred on a single subject or discipline;

2010.5 that there were multiple ways to receive student feedback with little co-ordination or consistency; communication around this was also focussed on potential rather than current students with limited visibility on campus;

2010.6 to address this, a Student Voice Academic Lead had been appointed in Spring 2021 and module evaluation had been redesigned; new mechanisms were piloted to engage and capture student feedback;

2010.7 module enhancement had been launched with a new system of reporting and a faster turnaround of results, but unfortunately there was a low response rate; there was work to be done to move towards mid-module reporting (rather than end of module);

- 2010.8 that next steps focused on improving the data analysis, simplifying the mechanisms and improving visibility, and providing resource allocations to Schools to support the feedback loop;
- 2010.9 that the class rep system was being reviewed to ensure it was effective;
- 2010.10 that a deep-dive of a specific area of NSS at each Council meeting was welcomed;
- 2010.11 that mental health issues were not specifically covered by the surveys discussed here; there may be references to mental health in qualitative comments which would be shared with the Student Life team where appropriate.

**2011 Task and Finish Group Outcome: Governance Review Recommendation 8 Senior Independent Governor**

Received Paper 21/435C Task and Finish Group Outcome: Governance Review Recommendation 8 Senior Independent Governor. Judith Fabian, Chair of the Task & Finish Group spoke to this item.

Noted

- 2011.1 that a recommendation of the effectiveness review undertaken by Jonathan Nicholls had been to appoint a Senior Independent Governor (SIG);
- 2011.2 a task and finish group had been convened to review this and had voted unanimously to not proceed with appointing a SIG at this time;
- 2011.3 that a review of role descriptions for a SIG had highlighted some gaps within current Council roles which were detailed in the paper;
- 2011.4 that although a SIG may not be required, it was important to ensure the escalation process for concerns in relation to the workings of Council was clear and transparent;
- 2011.5 that given the differing governance structures across HEIs in Wales, it was more appropriate for institutions to determine the appointment of a SIG on an individual basis.

Resolved

- 2011.6 to approve the recommendation of the Task and Finish Group, not to appoint a Senior Independent Governor;
- 2011.7 for the remit of Vice-Chair to be reviewed in relation to elements of the SIG role not already adequately covered, including adequate and appropriate escalation routes.

**2012 Update on University Pension Schemes**

Received Paper 21/475C Update on University Pension Schemes. Darren Xiberras, Chief Financial Officer spoke to this item.

Noted

USS

2012.1 a consultation which proposed benefit reforms but held contribution rates at 9.7% for members and 21.4% for employers had closed on 17<sup>th</sup> January 2022; there had been concern around the proposal to cap inflation at 2.5%, as opposed to the current rate of 5%;

2012.2 following this feedback, UUK had issued communications which proposed to retain the cap at 5% until April 2025, which would result in costs of 0.3% of salary; usually this would be split 0.2% for employers and 0.1% for employees but this would require a further consultation; it was therefore proposed to leave employee rates unchanged and the cost be met by the employer through a modest extension to the recovery plan;

CUPS

2012.3 that this DC scheme would be provided by Legal & General and be effective from the 1<sup>st</sup> March 2022;

2012.4 that the Deed was presented for Council approval and had now been reviewed by the legal teams;

2012.5 it was expected that UCU would table a formal proposal at the JNC on 11 February; this would propose a contribution escalator until 2024, taking employee contribution rates from 9.8% to 13.9% and employer contribution rates from 21.4% to 29.1%; for Cardiff University, each percentage point equated to c.£2m, totalling c.£15m by 2024; UCU would also like a further valuation to be undertaken this year;

Resolved

2012.6 to approve the Deed of Participation for the new DC Pension Scheme between Cardiff University and Legal and General;

2012.7 to agree that the Deed of Participation for the risk benefits for the new DC Scheme between Cardiff University and Canada Life be approved via Chair's Action, on completion of the legal review.

Claire Morgan left the meeting after this item.

**2013 Capital Investment Plan Update**

Received Paper 21/385C Capital Investment Plan Update. Darren Xiberras, Chief Financial Officer spoke to this item.

Noted

2013.1 [Redacted]

2013.2 [Redacted]

2013.3 [Redacted]

2013.4 [Redacted]

2013.5 [Redacted]

2013.6 [Redacted]

2013.7 [Redacted]

Resolved

2013.8 that it would be of benefit for Council to see the maintenance backlog requirements;

2013.9 for an update on the list of possible investment projects over the next 5-10 years be brought to Council.

**2014 CIC Programme Update and request to draw down CIC contingency funds for the Cleanroom Tools Project**

Received Paper 21/477C CIC Programme Update and request to draw down CIC contingency funds for the Cleanroom Tools Project. Professor Damian Walford Davies, Deputy Vice-Chancellor spoke to this item.

Noted

2014.1 that Bouygues had over-promised in relation to handover of the building and the date for this had moved from 10 January 2022 to 28 February 2022; this was to ensure a number of construction details would be completed to the University's required standards; staff had been informed of this delay;

2014.2 [Redacted]

2014.3 [Redacted];

2014.4 that the project looked financially sound, with the latest risk position reflected in the paper;



- 2014.5 that the acoustic properties of the offices referenced in the paper was a historical issue and it was yet to be seen if any mitigation would be required;
- 2014.6 that the Deputy Vice-Chancellor had reviewed the forward programme for the TRH project and did not foresee any further issues arising;
- 2014.7 that work had begun to review the estates strategy, in line with carbon neutrality requirements.

Resolved

- 2014.8 to approve the request for a drawdown on contingency for the cleanroom project, which amounts to £[Redacted].

### **2015 Alterations and Refurbishment of 50-51 Park Place**

Received Paper 21/421C Alterations and Refurbishment of 50-51 Park Place. Claire Sanders, Chief Operating Officer spoke to this item.

Noted

- 2015.1 that the business case included considerations around carbon footprint;
- 2015.2 that the building was located within the heart of the campus and had previously been occupied by student support services;
- 2015.3 that Continuing and Professional Education (CPE) were currently located in the Maths Building which was planned to be demolished due to asbestos issues; the English Language Programmes (ELP) were located in Deri House where it was intended to end the lease; it was therefore proposed to relocate both teams into 50-51 Park Place;
- 2015.4 [Redacted]
- 2015.5 that the NPV had been updated to include an alternative scenario of a modest growth in student numbers for ELP; this resulted in an overall NPV for 10 years of £[Redacted], with a positive NPV achieved from year 7;
- 2015.6 that £[Redacted] had been included in the short-term investment plan for this project, with the higher amount needed to be taken from contingency;
- 2015.7 that there were early signs of a bounce back in the Chinese market but a need to consider a more nuanced offering; the University was reviewing a diversification of the international student market and believed there were several areas for potential growth;
- 2015.8 that as the space was not specialised, the University would be able to use the space for alternative means should student growth not materialise.

Resolved

2015.9 to approve the project in line with the Option 2b with a capital financial budget of £[Redacted].

**2016 Bond Projects: Proposed future funding criteria**

Received Paper 21/411HC Bond Projects: Proposed future funding criteria. Chris Jones, Chair of Investment & Banking Sub-Committee, and Darren Xiberras, Chief Financial Officer, spoke to this item.

Noted

2016.1 [Redacted]

2016.2 [Redacted]

2016.3 [Redacted]

2016.4 [Redacted]

2016.5 [Redacted]

2016.6 [Redacted]

Resolved

2016.7 to approve the recommended funding criteria option presented, under section 5.4 of paper 21/411HC, in light of the lessons learned, risk appetite and identified bond tap usage;

2016.8 to provide an update on the development of the Heath site at the next meeting of Council, noting this would not be a business case but a general overview of the current needs and plans.

**2017 Financial Report (Financial Management Accounts)**

Received Paper 21/412C Financial Report (Financial Management Accounts). Darren Xiberras, Chief Financial Officer, spoke to this item.

Noted

2017.1 [Redacted]

2017.2 [Redacted]

2017.3 it was currently predicted to achieve a small surplus for the year;

2017.4 that it was important to achieve an operating surplus year on year to ensure financial sustainability.

**2018 Senate members on Council update**

Received Paper 21/436 Senate members on Council update. Rashi Jain, University Secretary and General Counsel, spoke to this item.

Noted

2018.1 that Professor Ruedi Allemann, Professor Rachel Ashworth and Marc Buehner left the meeting;

2018.2 that it had been proposed to appoint the academic staff for a usual term of three years; however, the current role holders would end their current terms as Pro Vice-Chancellor, Head of School and member of Senate respectively in 2023 and it was therefore proposed to bring their term end dates for Council in line with this date;

2018.3 that if a casual vacancy should arise in the member of academic staff, this would be filled by undertaking a ballot from Senate;

2018.4 that Professor Ruedi Allemann, Professor Rachel Ashworth and Marc Buehner re-joined the meeting at the end of this item.

Resolved

2018.5 to approve the end date for the terms of office for the following members on Council (PVC Head of College, Head of School in 2022-23 and the other Academic Member of Staff from Senate) be aligned to conclude on 31 July 2023;

2018.6 that should a casual vacancy arise in the PVC Head of College or Head of School category, the successor to those roles be allowed to fill the casual vacancy until the original term end date.

## **2019 Update on the EDI Director – recruitment and role description**

Professor Damian Walford Davies, Deputy Vice-Chancellor spoke to this item.

Noted

2019.1 that it had been agreed to appoint a Head of Equality, Diversity and Inclusion as a dedicated full time role;

2019.2 that a role description had been developed and would be advertised shortly, including externally, at a grade 8 position;

2019.3 work to develop the team and its governance would be undertaken once an appointment had been made.

## **2020 Proposal to extend the term of office of the current Vice-Chair of Council**

Received Paper 21/476C Proposal to extend the term of office of the current Vice-Chair of Council. Judith Fabian, Chair of the Nominations Sub-Committee, spoke to this item.

Noted

- 2020.1 that the Vice-Chair left the meeting;
- 2020.2 that Nominations Sub-Committee were proposing an extension to the term of the Vice-Chair of two years, from July 2022 to July 2024; this was to provide support to the new Chair of Council and due to the HR experience of the individual;

Resolved

- 2020.3 to approve an extension to the lay membership of Jan Juillerat and an extension to the second term of office as the Vice-Chair of Council, to 31 July 2024.
- 2020.4 to review the Ordinances with respect to terminology to be used in such cases going forward.

The Vice-Chair re-joined the meeting at the end of this item.

**2021 Any Other Business**

- 2021.1 There was no other business.

**2022 Items Received for Information**

- 2022.1 The following papers were received for information:

Paper 21/437 Summary of the Strategic Equality Plan Annual Monitoring Report

Paper 21/445C HR Dashboard Summary

Paper 21/438C Report from Academic Promotions Committee

Paper 21/439C Report from Chair of Finance and Resources Committee

Paper 21/440C Report from Chair of Governance Committee

Paper 21/441C Report from Redundancy Committee

Paper 21/442C Report from Remuneration Committee

Paper 21/444 Report for Student's Union President

Paper 21/443 Sealing Transactions