

Minutes of the Special Meeting of Cardiff University Council held on 14 March 2025 at 16.00 via Zoom

Present: Patrick Younge (Chair), Vice-Chancellor, Beth Button, Louise Casella, Judith Fabian, Professor Dame Janet Finch, Madison Hutchinson, Professor Urfan Khaliq, Jeremy Lewis, Micaela Panes, Dr Juan Pereiro Viterbo [until Minute 2323], Suzanne Rankin, Dr Siân Rees [until Minute 2323], David Selway, John Shakeshaft, Professor Katherine Shelton, Professor Damian Walford Davies, Dr Robert Weaver, Dr Catrin Wood, Jennifer Wood, and Agnes Xavier-Phillips.

Attendees: Professor Rudolf Allemann, Charles Cormack, Katy Dale [Minute taker], Laura Davies [from Minute 2323], Rhodri Evans, Tom Hay, Victoria Holbrook, Kathy Leach [until Minute 2323], Anne Morgan, Dr Paula Sanderson, and Darren Xiberras.

2320 Welcome and preliminaries

All were welcomed to the meeting.

2321 Apologies for absence

Apologies were received from Christopher Jones, Stephen Mann and Tukiya Mutupa.

2322 Declarations of Interest

The Chair reminded the Committee members of their duty to disclose any potential conflicts of interest.

Noted

2322.1 that Jeremy Lewis would be assisting on the project moving forward; he had not been involved to date or in the creation of the papers for the meeting.

2323 Proposal to establish Cardiff University Kazakhstan (CUK)

Received and considered paper 24/398C, 'Proposal to establish Cardiff University Kazakhstan (CUK)'. The Pro Vice-Chancellor International and Director of International spoke to this item.

Noted

2323.1 that TNE was a key element of the University's new strategy;

2323.2 that the proposal did not require compromising on reputation, quality or finances, and this was a rare find; a model had been developed to minimise financial risk and still deliver on academic quality, academic freedom and the University's charitable objectives;

2323.3 that the UK Ambassador to Kazakhstan provided a general update:

.1 there had been great advancements in the education provision in the country in the last 30 years (and especially in the last three years) and a number of education partnerships already existed; that demographically there was a large number of young people within Kazakhstan and wider Central Asia looking to study, creating a demand for English language education and partnerships; the country was committed to quality

- education and ensuring its offer to students was at a quality matched around the world;
- .2 that Kazakhstan was on a path to become a democracy; the current President wanted to ensure the country maintained its independence and sovereignty, whilst also being a friend to all and encouraging world-wide involvement; they had also made clear their position on the Ukraine war; although there remained a risk from Russia, Kazakhstan differed from Ukraine historically and politically and was not viewed in the same way by Russia;
 - .3 that the Ambassador was impressed with the steps made around security, sovereignty and diplomacy in recent years;
 - .4 that in regard to social freedom and minorities, nearly three-quarters of the population was ethnic Kazakh, nearly 15% ethnic Russian, and the rest mixed ethnicity; the majority of the population were Muslim but the country was a secular state; the country was conservative, but it was not illegal to have a homosexual relationship (as in other Central Asian countries); Kazakhstan promoted itself as a multi-ethnic country and a global citizen, and this was demonstrated in recent resistance to Russian anti-LGBTQ+ propaganda and passing of domestic abuse legislation;
 - .5 that higher education in the country was a mixture of government funded and private universities, with government funded accounting for the largest proportion; the growth in the elite and middle-class was creating demand for education at all levels (e.g. around 25 primary schools a year were being opened in Astana to meet the demand);
 - .6 that a bilateral investment treaty existed between Kazakhstan and the United Kingdom and an annual strategic dialogue held, to discuss the business environment and any issues;
 - .7 that the Embassy had a duty of care to any British nationals in Kazakhstan and ran scenario planning and testing for major incidents;
 - .8 that there was limited Welsh presence in the country at present;
- 2323.4 that TNE accounted for around £30b annually at present and this was set to grow; TNE was therefore financially important to the University but also to promote its activities around the world;
- 2323.5 that the majority of Russell Group institutions had TNE links or campuses, or were looking to establish these; there was therefore a reputational risk if the University did not progress with TNE aspirations, as its reach, visibility and reputation would reduce in relation to its comparators, who would progress such partnerships;
- 2323.6 that the key risks were reputational and financial; the financial risk was small as no upfront investment was required; the reputational risk centred on geopolitical matters and these had been discussed earlier in the meeting with the UK Ambassador; it had also been demonstrated that international campuses improved the home institution's reputation and international recruitment figures;
- 2323.7 that the academic risk centred on ensuring quality and this was mitigated by all programmes being University accredited, therefore maintaining standards; it

was also intended to capture the student voice and involve the Students' Union to capture feedback from students to enable improvements;

- 2323.8 that the paper had been updated since the previous iteration to include further detail on risk and governance; the risk typography used was in line with HESA and had been used in the sector since 2007/08 academic year; an initial risk register had been included and a fuller register would be developed dependent on the final Heads of Terms; the University was working with Mills & Reeve to develop these, who had the most experience within the TNE space;
- 2323.9 that the final Heads of Terms were anticipated within the following fortnight for noting by Council and would include the following:
- financials;
 - governance arrangements;
 - partner responsibilities;
 - compliance and regulation (e.g. Anti-slavery and human trafficking, prevention of bribery, health and safety, safeguarding);
 - data protection and information security, including data processing
 - agreement on audits and inspections;
 - exit clauses;
 - dispute resolution processes;
- 2323.10 that following completion of the Heads of Terms, the next step would be to agree the final contract and establish the legal entity, ensuring clear oversight and controls within the University;
- 2323.11 [Part Redacted] the University would be responsible for ensuring compliance with UK law and regulations; in the event of a difference in policy between the two countries, the more stringent policy would be applied; this ensured the right mechanisms were in place to provide assurance to Council;
- 2323.12 that most construction contracts included terms around civil unrest, war etc. which may be useful to include;
- 2323.13 that there existed a high cyber security risk, especially given the proximity to Russia, and external advice may be of benefit; it was highlighted that the risk was at the same level as the wider UK cyber risk;
- 2323.14 that a number of risks were mitigated by being undertaken by University staff or in line with University processes, however, there would be a desire for local staff and processes to be used; the partnership was intended to be genuinely reciprocal;
- 2323.15 [Redacted];
- 2323.16 that although the Qualified Centre of Education Public Foundation (QCEF) had not undertaken a university project, they had significant experience of large-scale projects (e.g. the construction of the seventh largest mosque in the world);
- 2323.17 that significant due diligence had been undertaken on all investors and there was significant government support for the investors to be involved in the project;
- 2323.18 that Council needed to see the final Heads of Terms before approval of the business case or final contract could be given;

2323.19 that thanks were extended to all involved with developing the project; Council members were also reminded of the confidentiality of the paper and discussions.

Resolved

2323.20 for the Chief Operating Officer and University Secretary to discuss the cyber risk with JISC and other advisors;

2323.21 that Council approved the establishment of Kazakhstan campus, subject to the Heads of Terms being developed and presented to Council for approval, as per minute 2323.9.

2324 Report of Senate Special Meeting

Received and considered paper 24/414C, 'Report of Senate Special Meeting'. The Chief Operating Officer and University Secretary spoke to this item.

Noted

2324.1 the report from Senate on its discussions at its Special Meeting;

2324.2 that the list of consultation events included within the paper detailed the large amount of engagement on Academic Futures;

2324.3 Council placed on record their thanks to the Vice-Chancellor and the executive for their leadership and hard work, especially given the personal nature of some comments directed at the VC;

2324.4 [Redacted].

2325 Any Other Business

Noted

2325.1 that Professor Dame Janet Finch was attending her last meeting and thanks were extended from all of Council and the University for her support and input.