



ORDINANCE 4

THE COUNCIL

1. Membership

- 1.1 The members of the Council shall be:
- (1) fifteen lay persons appointed by the Council; none of whom shall be employees or Students of Cardiff University, and at least one of whom will be appointed from the NHS in Wales;
 - (2) the President and Vice-Chancellor;
 - (3) the Deputy Vice-Chancellor and not more than two Pro Vice-Chancellors, to be appointed on the nomination of the Vice-Chancellor and following consultation with the Senate;
 - (4) three members of the Senate, being members of the Academic Staff not otherwise members of the Council, at least one of whom shall be a Head of School and at least one of whom shall be an elected member of Senate, elected by the Senate in the manner prescribed by Ordinance;
 - (5) two Students selected in the manner prescribed by Ordinance;
 - (6) two employees of Cardiff University who are not members of the Academic Staff, selected in the manner prescribed by Ordinance.
- 1.2 In appointing lay members, Council shall have regard to the desirability of there being members connected with industrial concerns, commercial concerns, financial concerns, charitable concerns, professions and learned societies.

2. Appointment of the Chair and Vice-Chair

- 2.1 There shall be a Chair who shall be appointed by the Council from amongst the lay members of the Council.
- 2.2 The Chair of Council shall hold office for such period as the Council shall determine up to a maximum of four years. The Chair shall be eligible for re-appointment for a second term and may exceptionally be re-appointed for a third term provided that the total number of years served as Chair does not exceed nine.
- 2.3 There shall be a Vice-Chair who shall be appointed by the Council from amongst the lay members of the Council.
- 2.4 The Vice-Chair shall hold office until the next occasion upon which the Council appoints a Chair.

3. Terms of Office

- 3.1 A member of the Council by virtue of holding an office or position shall be a member of the Council so long as that member holds the office or position.
- 3.2 An elected member of the Council shall hold office for three years, or for such shorter period as may be prescribed by Ordinance, unless the member

ceases to be qualified for membership, in which case there shall be a casual vacancy.

- 3.3 An appointed member of the Council shall hold office for three years, or for such other period as may be specified by resolution of Council or by Ordinance.
- 3.4 A Student member of the Council shall normally hold office for one year, provided that if such a member ceases to be a Student during the term of office of that member, there shall be a casual vacancy.
- 3.5 Any other member of the Council shall hold office for three years.
- 3.6 An outgoing member of the Council, otherwise qualified, shall be eligible to be nominated, appointed, selected or elected as a member of the Council, provided that they shall normally serve no more than two consecutive terms of office or a maximum of nine years consecutively. An outgoing member may be nominated and appointed as Chair of Council.
- 3.7 A member of the Council may resign by writing to the Secretary to the Council.

4. Cessation of qualification for membership

- 4.1 A member of the Council elected by the Senate does not cease to be qualified for election within the meaning of paragraph 3.4.4 of Ordinance 11 (Standing Orders) merely by virtue of ceasing to be or becoming a Head of School unless the member's ceasing to be or becoming a Head of School results in there being fewer than two members of the Council elected by the Senate who are Heads of Schools, or fewer than two members of the Council elected by the Senate who are elected members of the Senate.

5. Removal of members of Council

- 5.1 A request may be made to the Chair of Council to remove a member from membership of the Council for good cause in accordance with the procedure described below:
 - (1) a request must be made by at least two members of Council, giving the grounds for removal.
 - (2) if the Chair decides that there is a prima facie case, a Panel will be set up, comprising three lay members of Council and will normally be chaired by the Vice-Chair. If the Vice-Chair is the subject of the request, the Chair will appoint another lay member to act as Chair.
 - (3) the Panel will receive representations from the members lodging the request and from the member who is the subject of the request.
 - (4) The Panel shall make a recommendation to Council on whether to uphold the request or dismiss it.
 - (5) The matter will be considered at a meeting of Council under 'Reserved Business'.
- 5.2 Grounds for removal for good cause may include, but are not limited to, improper conduct, financial impropriety, breaches of confidentiality, failure to attend meetings, ill-health or incapacity.

5.3 Should the request to remove from membership relate to the Chair of Council, the matter should be referred to the Vice-Chair.

6. Elections to the Council of Members of the Senate or Employees of the University

6.1 Elections to Council of members of the Senate and of Employees of the University shall be arranged in accordance with the provisions laid down in Ordinance 11 - Standing Orders.

7. Selection of Students to the Council

7.1 The Students' Union shall appoint annually two students to Council, being registered students of the University, and may be Elected officers or non-Elected officers of the Students' Union. One of the student members shall be the President of the Students' Union.

8. Meetings

8.1. The quorum for a meeting of the Council shall be nine members or such higher number as may be prescribed by Standing Orders.

8.2. The Chair shall have an original and a casting vote.

ORDINANCE 5

THE SENATE

1. Membership

The Senate shall consist of the following persons:

- (1) the President and Vice-Chancellor, who shall be the Chair;
- (2) the Deputy Vice-Chancellor and Pro Vice-Chancellors;
- (3) the Heads of all Schools;
- (4) the Director of Continuing and Professional Education;
- (5) the University Librarian
- (6) fifteen professors elected by and from the Professors of the University;
- (7) twenty five members elected by and from the Academic Staff of the Schools or Colleges;
- (8) five members elected by and from the Academic Staff of the Professional Services;
- (9) seven Students, elected by and from the Students of the University;
- (10) Co-opted Members. If the Senate so determines, not more than ten members appointed by co-option.

2. Terms of Office

- 2.1 Elected members of the Senate, other than the Student members, shall hold office for three years unless the member ceases to be qualified for membership, in which case there shall be a casual vacancy. They shall be eligible for re-election.
- 2.2 Ex officio members of the Senate shall hold office so long as they continue to occupy the position by virtue of which they became members.
- 2.3 Student members of the Senate shall hold office for one year from 1 July. They shall be eligible for re-election.
- 2.4 The co-opted members shall hold office for three years or such shorter period as shall be determined by the Senate and shall be eligible for re-appointment.
- 2.5 A member appointed or elected to fill a casual vacancy shall hold office for the remainder of the period for which his or her predecessor would have held office.

3. Election of Professors

- 3.1 The Secretary of the Senate shall arrange for the election of fifteen members of the professorial staff of the University to the Senate.
- 3.2 There should be a maximum of one representative from any one School.

4. Election of Academic Staff of the Schools of the University

- 4.1 The Secretary of the Senate shall arrange for the election of twenty five members of the academic staff of the Schools and Colleges of the University to the Senate.
- 4.2 Members of the professoriate are not eligible for appointment under this category.
- 4.3 There should be a maximum of two members from any one School.

5. Election of Academic Staff of the Professional Services of the University

- 5.1 The Secretary of the Senate shall arrange for the election of five members elected by and from the academic staff of the Professional Services.
- 5.2 There should be a maximum of one representative from any one Directorate.

6. Election of Students to Senate

- 6.1 The Students' Union shall arrange for the election of seven student members to the Senate and in accordance with the provisions set out below.
- 6.2 The seven students must be registered students of the University and may be Elected or non-Elected officers of the Students' Union and shall comprise:
 - (1) the two students elected by the Students' Union to be members of Council who shall be members of Senate;
 - (2) five students, providing that no student may be excluded from nomination on the grounds that they have exercised their right to opt-out of Students' Union membership, at least one of whom should be an undergraduate student and one a postgraduate student.

7. Meetings

- 7.1 In the absence of the President and Vice-Chancellor, the Deputy Vice-Chancellor or a Pro Vice-Chancellor shall be Chair at that meeting of the Senate;
- 7.2 The Chair shall have an original and a casting vote;
- 7.3 The quorum for a meeting of the Senate shall be twenty members.

8. Functions, powers and responsibilities

- 8.1 Subject to the provisions of the Charter and Statutes concerning the duties of Council, the Senate shall be responsible for all matters having academic implications, which shall include:
 - (1) recommending to Council courses of study leading to degrees, diplomas, certificates and other distinctions which may be substantive, dual, joint or otherwise of Cardiff University and schemes provided on behalf of other professional bodies;

- (2) responsibility for:
- (i) teaching both intra-mural and extra-mural;
 - (ii) the promotion and supervision of research;
 - (iii) Cardiff University examinations;
 - (iv) monitoring the content, quality and standard of courses of study and research, taking into account the academic regulations of Cardiff University and the requirements of professional and other external bodies;
 - (v) admission of Students;
 - (vi) discipline of Students;
 - (vii) exclusion of Students from Cardiff University for failure to pursue studies diligently or to make satisfactory academic progress.

8.2 Subject to the Charter and to these Statutes, the Senate shall have all necessary powers for the discharge of its responsibilities under the Charter and these Statutes.

8.3 Senate shall have the power to make Regulations in respect of any matter for which it is responsible, including Regulations for:

- (1) the use of the facilities and accommodation provided by Cardiff University;
- (2) the extra-mural work of Cardiff University;
- (3) subject to the terms of the trust (if any), the terms of the award of studentships, scholarships, exhibitions, bursaries, prizes and other aids to study and research.
- (4) the discipline of Students and of other persons studying at Cardiff University or who are candidates for an examination to be conducted at or under the auspices of Cardiff University, and such Regulations shall include provision for:
 - (i) rules of discipline;
 - (ii) subject to the rules of natural justice, the procedure to be followed when a breach of discipline is alleged;
 - (iii) punishment of a breach of discipline by expulsion from Cardiff University, permanently or temporarily, by exclusion therefrom or any part Cardiff University and its precincts and other premises owned or occupied by Cardiff University, permanently or temporarily, by a fine or otherwise;
 - (iv) appeals.

- 8.4 Subject to the authority of the Council, the Senate shall determine awards which shall be granted in the manner determined by the Council, in relation to:
- (1) Cardiff University degrees, diplomas, certificates and similar distinctions, which may be substantive, dual, joint or otherwise;
 - (2) studentships, scholarships, exhibitions, bursaries, prizes, and other aids to study and research.
- 8.5 Subject to the authority of the Council, the Senate shall regulate and conduct examinations leading to degrees and other awards or distinctions Cardiff University and appoint internal and external examiners therefore, and shall regulate and conduct examinations leading to degrees and other awards or distinctions of other bodies with the agreement of those bodies.
- 8.6 Senate shall advise the Council on the conferment of academic titles on appropriate persons and in accordance with the Ordinances or other Regulations.
- 8.7 The Senate may
- (1) approve, with or without amendment, refer back or reject any recommendation of a School or other body or person and, on matters within the powers of the Senate, give directions to a School or other body or person;
 - (2) require from a Head of School or other academic unit information about the School or other academic unit;
 - (3) make any recommendation to the Council with regard to the work of Cardiff University;
 - (4) report to the Council on any matter respecting the work of Cardiff University;
 - (5) do any act or thing authorised by the Council.
- 8.8 The Senate shall:
- (1) review from time to time the duties and conditions of appointment and service of members of the Academic Staff and make recommendations thereon to the Council;
 - (2) advise the Council on the appointment of members of the Academic Staff and, subject to these Statutes, removal of members of the Academic Staff;
 - (3) make recommendations to the Council on matters referred to the Senate by the Council;
 - (4) report to the Council its decisions on matters which might be relevant to the deliberations of the Council.

ORDINANCE 3

THE COURT

1. Duties, Powers and Terms of Reference

1.1 The functions of the Court shall be:

1. to appoint such members of the Court in such manner as may be prescribed by the Ordinances;
2. to receive an Annual Report on the work of Cardiff University from the President and Vice-Chancellor and to receive the audited Statement of Accounts and to comment thereon;
3. to discuss any matters relating to Cardiff University and to advise the Council as it sees fit;
4. to appoint three members of the Court to serve on a Nominations Committee to Appoint a Chancellor (see Ordinance 6).

1.2 Meetings

1. The Court shall, during each academic year, hold a meeting at which shall be presented the annual report of the President and Vice-Chancellor on the work of Cardiff University, the annual statement of the financial affairs of Cardiff University, a summary of the audited accounts for the previous financial year and a report by the Chancellor on the work and activities of the Chancellor and Pro Chancellors.
2. The quorum for a meeting of the Court shall be thirty members.
3. The Court shall not have power to delegate any of its functions nor to act by means of a Committee.

2. Membership of the Court

2.1 The Court shall consist of the following persons:

1. The Chancellor, who shall be Chair;
2. The Pro Chancellor(s);
3. Representatives of the University
 - (i) The Members of the Council;
 - (ii) Thirty Members of the Senate;
 - (iii) Eight members of the Academic Staff, two to be drawn from each of the Colleges and two to be drawn from the Professional Services;
 - (iv) Eight employees of the University who are not members of the Council, the Senate nor members of the academic staff, two to be drawn from each of the Colleges and two from the Professional Services;

- (v) All the full-time Elected Officers of the Students' Union;
- (vi) Twenty representatives of the alumni of the University.

.4 Representatives from Education

- (i) Three persons representing the head teachers of secondary schools in Wales;
- (ii) Two persons representing the independent schools in Wales;
- (iii) Three persons representing teachers in primary and secondary schools in Wales;
- (iv) Three persons representing teachers in Higher and Further Education, at least one of whom shall be from a College of Further Education;
- (v) One person representing the WJEC;
- (vi) One person representing the Workers' Educational Association in Wales.

.5 Representatives from Health

- (i) Not more than six persons representing the NHS in Wales;
- (ii) The Chair, or a nominee, of the Wales Liaison Group of the Royal Colleges.

.6 Representatives Appointed by Public Authorities

- (i) The Lord Mayor of the City and County of Cardiff;
- (ii) Two persons appointed by and from the Council of the City and County of Cardiff;
- (iii) Not more than three persons appointed by the Welsh Local Government Association.

.7 Representatives of Trade Unions and Professional Groups

- (i) One person nominated by each of the trade unions or professional groups recognised by the University.

.8 Representatives of Other Institutions

- (i) One person nominated by each of the following:
- (ii) South Wales Baptist College, Cardiff
- (iii) St Padarn's Institute;
- (iv) One person nominated by the National Library of Wales;
- (v) One person nominated by the National Museums and Galleries of Wales.

.9 Representatives of Societies and Other Bodies

Not more than forty persons, not being Students or employees of the University, who are connected with industrial, commercial/financial or charitable concerns, professions or learned societies.

The appointment process will be managed through College Boards and the University Executive Board.

The Secretary of Court shall maintain a list of societies and other bodies for this purpose and this list shall be reviewed annually by the Court.

.10 Other Persons

- (i) Persons appointed as life members of the Court of Cardiff University or its predecessor institutions;
- (ii) Any benefactor of Cardiff University or its predecessor institutions, appointed for life by the Council;
- (iii) If not otherwise a member of Court, every outgoing member of the Council, other than an employee or student of Cardiff University, for one year immediately after ceasing to be a member of the Council;
- (iv) The Lords Lieutenant of Mid, West and South Glamorgan and of Gwent;
- (v) Such other persons, not exceeding ten, as the Court may invite to membership.

2.2 Terms of Membership

- .1 A member of the Court by virtue of holding an office or position or by virtue of membership of some other body shall be a member of the Court so long as that member holds the office or position or is a member of that other body.
- .2 A nominated or selected member of the Court shall hold office for three years, or for such shorter period as may be specified by the person or body making the nomination or selection.
- .3 An outgoing member of the Court, otherwise qualified, shall be eligible for re-nomination, re-selection or re-election as a member of the Court.
- .4 Nominated or selected members shall not normally be eligible to serve for more than two consecutive terms in the same capacity or for longer than a maximum of 8 consecutive years.
- .5 A member of the Court may resign in writing to the Secretary of Court.

2.3 Cessation of qualification for membership

If a member of the Court ceases to be qualified for nomination the resulting vacancy shall be filled as soon as may be possible by the body having power to nominate the member whose place has become vacant.

2.4 Removal of the Chancellor, Pro Chancellors and members of Court

- .1 A request may be made to the Chancellor as Chair of Court to remove a member from membership of the Court for good cause in accordance with the procedure described below:
 - (1) a request must be made by at least ten members of Court, giving the grounds for removal.
 - (2) if the Chair decides that there is a prima facie case, a Panel will be set up, comprising three members of Court and will normally be chaired by a Pro Chancellor.
 - (3) the Panel will receive representations from the members lodging the request and from the member who is the subject of the request.
 - (4) The Panel shall make a recommendation to Court on whether to uphold the request or dismiss it.
 - (5) The matter will be considered at a meeting of Court under 'Reserved Business'.
- .2 Grounds for removal for good cause may include, but are not limited to, improper conduct, financial impropriety, breaches of confidentiality, failure to attend meetings, ill-health or incapacity.
- .3 Should the request to remove from membership relate to the Chancellor, the matter should be referred to the Chair of Council, who will act in place of the Chancellor in accordance with the procedure outlined in 2.4.1.

2.5 Method of Appointment or Election of Members of Court

- .1 The members of the Court shall be appointed or elected in accordance with the provisions of this Ordinance.
- .2 The members of the Court who are appointed by virtue of the office or position they hold will be appointed in accordance with the provisions laid down by the nominating or appointing body unless otherwise specified below.
- .3 Members of the Academic Staff and employees of the University [see under 2.1.3 (iii) and (iv) above]

The Secretary to the Court shall arrange for the election of members of the Academic Staff and of employees of the University, in accordance with the provisions of Ordinance 11: Standing Orders.
- .4 Representatives of the alumni of the University (see 2.1.3 (vi) above)
 - (1) Not more than twenty persons who have graduated from the University or any of its predecessor institutions shall be elected in accordance with the provisions of this section.
 - (2) Nominations from, or for, such graduates should be invited through the Alumni Office of the University. Self-nominations are

allowed. Nominations must be accompanied by evidence of the agreement of the nominee.

- (3) Should the number of nominations made under category 2.1.3 (vi) exceed the number of available vacancies, selection shall be made through a process led by the Director of Development and Alumni Relations.

2.6 **Transition Arrangements**

In the event of a reduction in the composition of the Court, transition arrangements will be developed that may include the provision to retain supernumerary members until their period of appointment have come to an end.

- 2.7 The membership of Court will be reviewed annually by Council in consultation with the Chancellor.

ACADEMIC PROMOTIONS COMMITTEE

1. Composition and Membership

- 1.1 There shall be an Academic Promotions Committee which shall be a standing panel of the Senate and the Council. It shall be comprised as follows:
- (i) Vice-Chancellor - Chair (ex officio);
 - (ii) The Deputy Vice-Chancellor – Vice-Chair (ex officio)
 - (iii) the Pro Vice-Chancellors who are Heads of College, (ex officio);
 - (iv) six professors appointed by the Senate, at least two of whom shall be drawn from each College;
 - (v) two lay members nominated by the Council, who are not employees of the University.
2. Normally the Vice-Chancellor shall chair meetings, but may nominate the Deputy Vice-Chancellor or a Pro Vice-Chancellor to serve as Vice-Chair.

2. Duties, Powers and Terms of Reference

- 2.1 The Committee shall exercise such powers as may be delegated to it by the Senate and the Council;
- 2.2 The Committee shall be responsible for reviewing policy and procedures for the promotion of members of teaching and research staff, including the establishment of appeals procedures;
- 2.3 On the authority of Senate and Council, the Committee shall consider applications from members of the teaching and research staff in respect of:
- (i) Promotion to Senior Lecturer and Senior Professional Tutor
The Committee shall consider applications for promotion to Senior Lecturer in accordance with the procedures. The Committee after completion of due processes, and where it decides it is appropriate to do so, shall award promotion to Senior Lecturer.
 - (ii) Readerships, Personal Chairs and Honorary Professorships
The Committee shall consider applications for the title of Reader and for the award of a Personal Chair in accordance with the procedures approved by the Senate and Council. The Committee after completion of due processes, and where it decides it is appropriate to do so, shall award Readerships, and Personal Chairs.
- 2.4 The Committee shall integrate consideration of all equality and diversity issues into all matters falling within its remit.

- 2.5 The Committee shall ensure that sustainability issues are considered in all matters falling within its remit.
- 2.6 The Committee shall provide an annual report to the Senate and the Council.

ACADEMIC STANDARDS AND QUALITY COMMITTEE

1. Composition

- 1.1 There shall be an Academic Standards and Quality Committee, which shall be a Sub-Committee of the Senate, composed as follows:
- (i) a Pro Vice-Chancellor, who shall be Chair, appointed by the Vice-Chancellor;
 - (ii) the Vice-Chancellor (ex-officio);
 - (iii) the College Dean (Undergraduate Studies) of each College;
 - (iv) the College Dean (Postgraduate Studies) of each College;
 - (v) six members of academic staff experienced in the management of academic standards and quality procedures, appointed by the Senate;
 - (vi) one member appointed by the Council who shall not be an employee or student of the University;
 - (vii) three students, appointed by the President of the Students' Union, of whom at least one shall be a postgraduate student.

2. Duties, Powers and Terms of Reference

- 2.1 The Academic Standards and Quality Committee shall be responsible for advising the University on all matters relating to the promotion of academic quality and standards across the full range of its provision for students.
- 2.2 The Committee shall:
- 2.2.1 develop and keep under review the academic quality strategy, policy and quality assurance procedures of the University, and the implementation thereof, and make recommendations thereon to the Senate;
 - 2.2.2 ensure the existence and operation of appropriate internal academic quality mechanisms within the University and receive reports thereon; and in support of such matters the Committee shall:
 - (i) ensure the implementation of quality assurance and standards mechanisms within Schools using approved University procedures;
 - (ii) ensure the implementation of the approved quality assurance procedures in relation to the annual evaluation of taught programmes, the periodic review of taught programmes and their periodic re-approval;
 - (iii) ensure the implementation of the approved quality assurance procedures in relation to the University's annual and periodic reviews of postgraduate research activity;
 - (iv) make appropriate recommendations to the Senate arising from 2.2.2 (i) to (iii);

- 2.2.3 make recommendations to the University Executive Board in respect of enhancement opportunities arising from the operation of quality assurance and standards procedures;
- 2.2.4 monitor the external quality assurance and standards environment and ensure the University responds as appropriate; and in support of such matters the Committee shall:
- (i) in respect of taught programmes of study, consider such reports as arise from external quality assurance, quality assessment, validation and accreditation procedures and report and make recommendations thereon to the Senate;
 - (ii) in respect of the approval, monitoring, review and recording of taught programmes of study, ensure that the University takes due account of the Credit and Qualifications Framework for Wales and the Quality Assurance Agency's UK Quality Code for Higher Education;
- 2.2.5 contribute to the promotion and enhancement of a quality-conscious academic environment in the University through the dissemination of information, promulgation of examples of good practice, and through other appropriate means; and in support of such matters the Committee shall:
- (i) develop, implement, oversee and review the University's aims, objectives and policies concerned with the academic standards of all its taught and research programmes of study;
 - (ii) consider such quality, standards and regulatory issues as may arise internally or externally which may affect the University's strategies;
 - (iii) make appropriate recommendations to the Senate arising from 2.2.4 (i) to (ii);
- 2.2.6 following initial approval of the proposed development by the University Executive Board, consider and approve reports arising from the implementation of University procedures relating to the approval of new programmes of study or of major amendments to existing programmes of study, and report to the Senate thereon;
- 2.2.7 consider proposals for the formulation, or revision of, and exceptions to, Academic Regulations, and make recommendations to the Senate thereon;
- 2.2.8 establish, as appropriate, such Sub-Committees or other task-oriented groups as the Committee requires in order to fulfil its role;
- 2.2.9 receive reports from the Doctoral Academy.
- 2.3 The Committee shall integrate consideration of equality and diversity issues into all matters falling within its remit.
- 2.4 The Committee shall ensure that sustainability issues are fully considered in all matters falling within its remit.

AUDIT AND RISK COMMITTEE

1. Composition

- 1.1 There shall be an Audit and Risk Committee which shall be a Sub-Committee of the Council composed as follows:
- (i) the Chair, who shall be a lay member appointed by and from the Council;
 - (ii) four further lay members, appointed by the Council, at least two of whom shall be members of the Council;
 - (iii) one further member may be co-opted and need not be a member of the Council.
- 1.2 At least one member shall have professional experience in finance, accounting or auditing but membership should not be drawn exclusively from people with such a background.
- 1.3 None of the following shall be members:
- (i) members of the Governance or Finance and Resources Committees;
 - (ii) a member of staff or a Student at the Institution, including staff and Students who are members of Council;
- 1.4 The President and Vice-Chancellor may not be a member, but may be invited to attend meetings when the Committee deems that this is appropriate.
- 1.5 The Secretary to the Audit and Risk Committee shall be the Secretary to the Council or such other person as appointed by the Council.

2. Quorum

Three members, of whom at least one must be a lay member of the Council, shall form a quorum.

3. Authority and Powers

The Committee is authorised by the Council to:

- 3.1 investigate any activity within its Terms of Reference;
- 3.2 seek any information it requires from any employee or student. All employees and students are directed to co-operate with any reasonable request for attendance or information made by the Committee;
- 3.3 obtain independent professional advice and to secure the attendance of non-members with relevant experience and expertise, if it considers this necessary. In this respect, direct expenditure in excess of £5,000 in any one year may not be incurred without the prior approval of the Council;
- 3.4 require the Internal Audit (IA) function, in the course of its work to:
- (i) visit and be given reasonable access to all University premises;

- (ii) access all University data systems, documents and records required for its assurance purposes;
- (iii) seek information and explanation from any member of staff for any matter under examination;
- (iv) require any employee to disclose and produce any University property under the employee's control for examination.

4. Proceedings

- 4.1 The Committee shall meet at least three times each academic year to fulfil its purpose and undertake its duties.
- 4.2 Attendance at meetings is as follows:
 - (i) a quorum of members;
 - (ii) the Chief Operating Officer (COO), the Chief Financial Officer, the Director of Strategic Planning and Governance and the Head of the Internal Audit Unit shall normally attend;
 - (iii) the external auditors shall normally attend any meetings where the annual accounts and any external audit report are being considered, but may also request to attend a meeting if they consider it necessary;
 - (iv) other staff may be invited to attend as appropriate.
- 4.3 The Committee shall receive copies of all reports made by the external auditor to officers of the University.
- 4.4 The Committee shall have access to all reports produced by the Internal Audit function.
- 4.5 The Committee shall have access to, on request, all minutes and papers of meetings of other Committees to allow its purpose of ensuring adequacy of the University's internal control procedures to be fully comprehensive.
- 4.6 The Committee, through its work, should:
 - (i) integrate consideration of equality and diversity issues in all matters;
 - (ii) ensure that sustainability issues are fully considered in all its activities;
 - (iii) assure itself of delivery of value for money in all its activities.

5. Duties

The duties of the Committee are to:

- 5.1 provide Council with an annual assessment report of the adequacy of the University's internal controls;
- 5.2 advise Council on the level of compliance by the University with the mandatory requirements of the current HEFCW Audit Code of Practice;
- 5.3 advise Council on the effectiveness of measures to prevent and detect actions or transactions that may be illegal, fraudulent or involve bribery;

- 5.4 advise Council, prior to its formal approval, on the adequacy and appropriateness of the financial statements;
- 5.5 advise Council on the form and appointment of both the Internal Audit function and Statutory External Auditor. Such advice will include recommendations on the structure of the Internal Audit function, terms of engagement and remuneration of External Auditors, any question of resignation or dismissal of internal or external auditors and the provision by either of non-audit services;
- 5.6 monitor the effectiveness of the operation of the University's Public Interest Disclosure Policy;
- 5.7 manage the work of the Internal and External Auditors in order to gather evidence of and gain information and confidence in the working of the internal controls throughout the Institution. Such internal controls include the organisation and governance structures in place; operational procedures and processes and management reviews undertaken; and risk management processes and monitoring for the University as a whole;
- 5.8 monitor the implementation of internal and external audit recommendations for control improvements and instigate specific value for money studies where these are deemed appropriate;
- 5.9 where the Committee is not satisfied with actions taken by the University, in response to its reports to the Council, the Chair may, after consultation, and after reporting to the Council, report accordingly to the Accounting Officer of HEFCW.

6. Operation of the Committee

In order to undertake its duties, the Committee will:

Internal Audit (IA)

- 6.1 consider each of the following documents produced by the internal auditor, in accordance with the HEFCW Code of Practice:
 - (i) the assessment of audit need;
 - (ii) the strategic long-term plan (two to five years);
 - (iii) the annual audit programme (one year);
 - (iv) the annual report of the Internal Audit work;
 - (v) a statement of the extent of the Internal Audit's defined assurance.
- 6.2 approve and monitor the annual plan of work for the Internal Audit function on a rolling basis and to agree the nature and scope of internal audit work, bearing in mind the University's risk profile and resources available;
- 6.3 monitor Key Performance Indicators to ensure the Internal Audit function performance is adequate and provides Value for Money;
- 6.4 liaise with the Director responsible for day-to-day running of the Internal Audit function and the Head of the Internal Audit Unit to ensure that adequate resources in terms of numbers, skills and experience are available to ensure the agreed programme can be delivered. In the event that the Committee

concludes that existing resources are inadequate to meet the assessed need, the Committee shall draw this to the attention of the President and Vice-Chancellor and the Council;

- 6.5 receive copies of
- (i) all Internal Audit reports produced and major findings of Internal Audit investigations and management responses to these reports;
 - (ii) reports of any major external audits carried out by other bodies (such as the Research Councils) and relevant internal audits from collaborative research projects;
 - (iii) minutes of Governance and Finance and Resources Committees;
- 6.6 monitor implementation of recommendations made by Internal Audit for improvements in internal controls, consider disagreements between IA and management and liaise with Senior Management where responses are unacceptable or tardy;
- 6.7 promote, where appropriate, co-ordination and joint planning or working between Internal Audit and external auditors.

Statutory External Auditors

- 6.8 discuss and agree with the External Auditors, at an appropriate time in the annual cycle, the scope of work to be carried out. If considered appropriate, the External Auditors can be asked to undertake special exercises;
- 6.9 consider the External Auditors report included in the annual financial statements;
- 6.10 consider findings and conclusions arising from external audits, including the External Auditors Management Letter and management responses;
- 6.11 monitor the implementation of agreed external audit recommendations;
- 6.12 review the External Auditors performance and effectiveness on an annual basis;

University Risk Management

- 6.13 ensure that all significant losses drawn to the attention of the Audit and Risk Committee have been properly investigated and that the internal and external auditors and the HEFCW Audit Service have been fully informed on the matter.
- 6.14 evaluate, through Internal Audit, the design of governance arrangements and the processes and documents to support the University's mechanisms for identifying and managing risks, including the tracking of avoidance and mitigation actions;
- 6.15 monitor and review the effectiveness of internal controls to manage risks, including receipt of an annual management report on the subject, and the effectiveness of the consideration of risks by Governance Committee and Finance and Resources Committee;

University Governance

- 6.16 gain assurance, through Internal Audit, on the adequacy of and compliance with University policies, delegated authorities and processes prescribed for decision taking within the University, including both Committees and major Projects – especially capital and material projects in terms of management and delivery of the major capital programme;

External Interactions

- 6.17 consider relevant reports of the Welsh Funding Council Audit Service (WFCAS), National Audit Office (NAO) and other organisations and monitoring the implementation of relevant recommendations;
- 6.18 consider all reports resulting from investigations under the Public Interest Disclosure Policy. Such reports shall be in detail for the Committee to assess what internal control failures are evident and to ensure with Senior Management that such weaknesses are addressed. Under the policy the Chair of the Audit and Risk Committee may also receive a disclosure in circumstances where the individual making the disclosure does not wish to raise the matter with other named officers;
- 6.19 consider any annual reports produced in respect of compliance issues, including but not confined to: Research Integrity and Academic Research Misconduct, bribery and fraud.

COLLEGE ANNUAL REVIEW AND ENHANCEMENT [ARE] COMMITTEES

Terms of Reference

1. To consider ARE Reports from Schools of the College and to:
 - provide feedback to each School; and
 - prepare an agenda for the follow-up discussions being undertaken on behalf of the Pro Vice-Chancellor (Student Experience and Academic Standards) by the College Deans with representatives of each School.
2. To identify:
 - actions to be undertaken by the College and issues for consideration by the University; and
 - noteworthy practice to be shared across the College.
3. To make recommendations to the Academic Standards and Quality Committee.
4. To confirm that the Annual Review and Enhancement Process was undertaken by each School according to the agreed procedure.

Membership

Each College ARE Committee shall comprise:

- The College Dean (Undergraduate/Postgraduate) – Chair
- A Director of Learning and Teaching (or equivalent) for a School of another College, appointed by the College
- A Director of Postgraduate Research Studies (or equivalent) for a School of another College, appointed by the College
- At the discretion of the Dean, the College Registrar or a senior College administrator;
- Two student representatives, nominated by the Students' Union Vice-President Education (chosen to represent both taught and research student interests).
- The Head of Quality and Standards, Registry

Officer support for each College ARE Committee will be provided from Registry and Academic Services and other Professional Services as appropriate.

EQUALITY, DIVERSITY AND INCLUSION COMMITTEE

A. CONSTITUTION

1. Composition and Membership

1.1 There shall be an Equality, Diversity and Inclusion Committee which shall be a standing panel of the Governance Committee, composed as follows:-

- (i) Deputy Vice-Chancellor, nominated by the Vice Chancellor, who shall be Chair;
- (ii) Pro Vice-Chancellor, Research, Innovation and Enterprise
- (iii) Pro Vice-Chancellor, Education and Students
- (iv) The three Pro Vice-Chancellor Heads of College
- (v) The Chief Operating Officer
- (vi) The Dean for Equality, Diversity and Inclusion
- (vii) The Chairs of the College Equality, Diversity and Inclusion Networks
- (viii) Two students nominated by the President of the Students' Union;
- (ix) Chair of the Race Equality Steering Group;
- (x) Chair of the Gender Equality Steering Group;
- (xi) One representative nominated from each of the recognised trade unions
- (xii) The Chairs of two of the Equality Staff Networks, elected by the Chairs

2. Duties, Powers and Terms of Reference

2.1 The Equality, Diversity and Inclusion Committee shall be responsible for advising the Council through the Governance Committee on the development and implementation of strategies for ensuring legal compliance and best practice in all matters relating to equal opportunities and diversity.

2.2 The Committee shall:

- (i) devise and recommend policies, procedures and action plans to ensure that equal opportunities and diversity are integral to all areas of University activity;
- (ii) monitor existing policies and procedures to ensure that all legislative requirements are met and best practice adopted;
- (iii) collect and review data relevant to diversity and equality matters relating to students or employees on a regular basis and recommend changes to policies and procedures as appropriate;

- (iv) advise on the provision of appropriate training and awareness raising in relation to all equal opportunities and diversity matters;
- (v) establish such sub groups as it thinks fit to provide advice on specific policy areas or procedural matters;
- (vi) integrate consideration of equality and diversity issues in all matters falling within its remit;
- (vii) ensure that sustainability issues are fully considered in all matters falling within its remit.

ESTATES & INFRASTRUCTURE SUB-COMMITTEE

1. Authority

The Estates & Infrastructure Sub-Committee shall operate within the delegation from the Finance & Resources Committee.

No specific authority is delegated to this Committee to grant approvals to projects.

2. Terms of Reference

- a. The Committee shall, on behalf of the Council, be responsible for scrutinising the University Executive Board's strategy and plans for the maintenance and development of the infrastructure of Cardiff University. This will include responsibility for a strategic review of the estate and the information resources of the University;
- b. The Committee shall be responsible for advising the Finance & Resources Committee on the resourcing and strategic need and priority of all major schemes for new building development or refurbishment costing circa £10M and above, being put forward by the University Executive Board;
- c. Monitor the progress and risk management of all major infrastructure projects and ensure that timely action is being taken to keep developments within cost, time and quality;
- d. Ensure that the oversight and ongoing due diligence of key contractors and key suppliers for infrastructure projects is being adequately maintained by University management and act as a conduit for concerns regarding capability, capacity or performance of third parties
- e. Undertake a review of business cases to be presented to Finance & Resources Committee to provide assurance or comment on their viability;
- f. Receive and consider reports from the University Executive Board or Infrastructure Project Steering Committees related to their:
 - (i) oversight of the design, building, supervision and implementation of all major building works, seeking to ensure that value for money, including life-cycle costs, is obtained at all times;
 - (ii) receipt and consideration the reports of the building project groups and reporting thereon to Finance and Resources Committee;
 - (iii) the provision and support of information resource needs throughout the University, which shall include investment plans for information technology, information systems and information resources.

3. Membership

- a. The membership of the Estates & Infrastructure Sub-Committee is:
 - the Chair of the Sub-Committee who shall be appointed from amongst the lay members of Council and shall upon appointment become an ex officio member of the Finance and Resources Committee
 - the Chair of Finance and Resources Committee;
 - the Chair of Council;

- President and Vice-Chancellor
- two other members who may either be lay members of the Council or otherwise independent of the University appointed based on their professional experience and expertise

b. In Attendance at this Committee should be

- Chief Operating Officer
- Deputy Vice-Chancellor
- Director of Estates and Campus Services
- Chief Finance Officer
- Chief Information Officer

4. Procedures

- a. The Committee will take projects and programmes within its remit only on direct instruction from Finance & Resources Committee
- b. The Committee will make a report to each meeting of the Finance and Resources Committee to provide assurance on the progress of the programmes and projects within its purview
- c. Escalate matters requiring attention by the Finance & Resources Committee and/or Council in a timely manner

FINANCE AND RESOURCES COMMITTEE

1 Composition

- 1.1 There shall be a Finance and Resources Committee which shall be a Committee of the Council, shall serve as the Finance Committee for the University and shall be composed as follows:
- (i) the Chair of the Council ex officio;
 - (ii) the Vice-Chair of Council ex officio;
 - (iii) the President and Vice-Chancellor ex officio;
 - (iv) the Deputy Vice-Chancellor ex officio;
 - (v) the Chair of the Investment Sub-Committee ex officio;
 - (vi) the Chair of the Estates and Infrastructure Sub-Committee ex officio;
 - (vii) one member of the Council appointed by the Council from among its academic staff members;
 - (viii) two lay members appointed by the Council;
 - (ix) the President of the Students' Union ex officio;
 - (x) one student representative, nominated by the President of the Students' Union, from among the elected officers of the Students' Union.

Other officers shall attend by invitation.

- 1.2 The Chair of Council shall chair the Committee or may delegate this role to one of the lay members of the Committee.

2 Duties, Powers and Terms of Reference

The Committee shall:

- 2.1 perform such functions as are allocated to it by the Council and, where appropriate, shall refer matters directly to, and provide advice and recommendations to, the University Executive Board, the Governance Committee and to the Senate;
- 2.2 scrutinise the University Executive Board's proposals for achieving the University's strategic aims, specifically by ensuring the alignment of resources with the University's Strategic Plan and providing advice to Council on prioritising competing proposals against available resources;
- 2.3 receive advice from the University Executive Board and other committees and may establish such sub-groups as it considers appropriate for the purpose of providing it with specific advice on any of the matters for which it has responsibility;

- 2.4 monitor the strategic risks relevant to the work of the Committee as determined by the University's risk management policy and risk register;
- 2.5 monitor all relevant Key Performance Indicators and ensure that concerns about performance are addressed;
- 2.6 integrate consideration of equality and diversity issues into all matters falling within its remit;
- 2.7 ensure that financial sustainability issues are fully considered in all matters falling within its remit.

Resource Allocation

- 2.8 The Committee shall, following receipt of advice from University Executive Board, make recommendations to Council on the allocation of the University resources, including future commitments, in support of the delivery of the University's strategy.
- 2.9 The Committee shall:
 - (i) make recommendations to Council concerning the setting of the University's annual budget and, in accordance with approved strategy, and taking into account the financial condition of the University;
 - (ii) make recommendations to Council about any subsequent revisions thereafter, within the approved overall budget and in accordance with the approved strategy.
- 2.10 The Committee shall consider, on an annual basis, the allocation given by the University to the Students' Union, and shall receive and monitor the Union's annual accounts and budgets, receiving advice as necessary from the University Executive Board.
- 2.11 The Committee shall satisfy itself that the University's total resource is being used effectively and efficiently and, additionally, that value for money is being sought and achieved from the use of all funds.

Financial Management

- 2.12 The Committee shall:
 - (i) review the institution's draft annual financial statements for report thereon to the Audit and Risk Committee and recommendation to the Council;
 - (ii) ensure that the University's strategies and policies in relation to fees, costing and charging, including tuition fees, residences fees, fees and charges for other services and the costing and pricing of research, support the delivery of the University's strategy.
 - (iii) consider and review the University's financial regulations covering all aspects of the work of the University and make recommendations thereon to the Council and the Audit and Risk Committee;

- (iv) consider any other matters relating to the financial wellbeing of the University as directed by the Council;
- 2.13 The Committee shall establish an Investment and Banking Sub-Committee. The terms of reference for the Sub-Committee including any delegated authority, are set out in Annex A. The Investment and Banking Sub-Committee shall comprise the Chair of the Sub-Committee, who shall also be a member of Council; two further members, at least one of whom should be a lay member of Council; the President & Vice-Chancellor (or a nominee); and the President of Cardiff University Students' Union (or a nominee). The Chair shall also be an ex-officio member of the Finance and Resources Committee.

Infrastructure Management

- 2.14 The Committee shall, on behalf of the Council, be responsible for scrutinising the University Executive Board's plans for the maintenance and development of the infrastructure of Cardiff University and this will include responsibility for the estate of the University and the information resources of the University. The Committee shall be responsible for advising Council on the resourcing and strategic need and priority of all major schemes for new building development or refurbishment being put forward by the University Executive Board.
- 2.15 In exercising its responsibility for the University infrastructure the Committee shall delegate the following operational duties to the University Executive Board:
- (i) overseeing the design, building, supervision and implementation of all building works, major or minor, seeking to ensure that value for money, including life-cycle costs, is obtained at all times;
 - (ii) receiving and considering the reports of the building project groups and reporting thereon to Finance and Resources Committee;
 - (iii) the provision and support of information resource needs throughout the University, which shall include investment plans for information technology, information systems and information resources.
- 2.16 The Committee shall appoint an Estates and Infrastructure Sub-Committee.

The terms of reference for the Sub-Committee, including any delegated authority, shall be set out in Annex B.

The Sub-Committee shall comprise;

- the President and Vice-Chancellor;
- the Chair of Council;
- the Chair of Finance and Resources Committee;
- a Chair of the Sub – Committee who shall be appointed from amongst the lay members of Council and shall upon

- appointment become an ex officio member of the Finance and Resources Committee;
- two other members who may either be lay members of the Council or otherwise independent of the University appointed based on their professional experience and expertise;

Human Resource Management

2.17 The Committee shall scrutinise advice and recommendations from the University Executive Board on the implementation and operation of the Human Resources Strategy and on the impact of personnel procedures and policies in the University, and shall make recommendations on these matters to the Council.

Delegation of Authority

2.18 The Committee shall delegate to the Chair the power, in a matter of urgency, to act on behalf of the Committee (and only in those matters where the Committee itself is empowered). This power shall be exercised on the conditions set out below.

The Chair's actions will be:

- (i) consistent with the University's financial condition;
 - (ii) in accordance with the University's Strategic Plan;
 - (iii) in conformity with all relevant legislative or regulatory requirements;
 - (iv) in accordance with the best interests of the University, its students and staff;
 - (v) reported to the next meeting of the Committee.
- 2.19 The Committee shall note, in the discharge of its duties, that as resolved by Council at its meeting held on 7 July 2014, within the framework of the overall budget set by Council the following levels of authorisation in respect of expenditure have been approved:

Revenue Projects

The thresholds identified are total revenue costs per annum of the project

Under 250K	Recommendation to the Vice-Chancellor from Heads of College and Chief Operating Officer.
£250K to £1,000K	University Executive Board
£1,000K plus	Council

Capital Projects

Under 250K (on the assumption that the College/ Professional Services budget can accommodate the expenditure)	Recommendation to the Vice-Chancellor from Heads of College and Chief Operating Officer.
Up to £2 million	University Executive Board
£2 - £5 million	Finance and Resources Committee
£5 million plus	Council

The Committee shall receive reports of all actions undertaken on delegated authority;

Management Controls

- 2.20 The Committee shall receive advice from the Governance Committee in respect of compliance with legislation affecting the development of the University's strategy and the allocation of its resources.

GOVERNANCE COMMITTEE

1. Composition and Membership

1.1 There shall be a Governance Committee, which shall be a sub-Committee of the Council, composed as follows:

- (i) the Chair of the Council;
- (ii) the Vice-Chair of the Council;
- (ii) the President and Vice-Chancellor or nominee;
- (iii) four additional lay members appointed by and from the Council;
- (iv) two members appointed by and from the Senate;
- (v) the President of the Students' Union, or a nominee from among the Elected Officers.

1.2 The Chair of Council shall chair the Committee or may delegate this role to one of the lay members of the Committee.

2. Quorum

Four members, of whom two must be lay members, shall form a quorum.

3. Terms of Reference

3.1 The Governance Committee shall advise and make recommendations to Council on matters relating to the governance of the University.

3.2 The Governance Committee shall advise Council on the level of compliance by the University with the mandatory requirements of legislation and other regulations, including the provisions of the Equality Act and the Welsh Language Act.

3.3 The Governance Committee shall commission effectiveness reviews of Council as required.

3.4 The Governance Committee shall exercise, on behalf of Council, general oversight of constitutional and legal matters, including the Charter, Statutes and Ordinances.

3.5 The Governance Committee may establish sub-committees which shall include:

- (i) a Health, Safety and Environment Committee to advise on the development and implementation of health, safety and environmental policies and procedures;
- (ii) an Equality, Diversity and Inclusion Committee to monitor the development and implementation of strategies for ensuring legal compliance and best practice in all matters relating to equal opportunities and diversity;
- (iii) an Open Research Integrity and Ethics Committee to act as an oversight body to ensure that the University meets the requirements of the UUK Concordat to Support Research Integrity;

- (iv) a Biological Standards Committee to keep under review all aspects of the administration of the Animals (Scientific Procedures) Act 1986, and to monitor the operation of the Ethical Review Process.
- 3.6 The Committee shall monitor and keep under review the University's risk management arrangements and shall bring matters of concern to the attention of Council or other committees as appropriate.
- 3.7 The Governance Committee shall refer matters with strategic and resource implications to Finance and Resources Committee, and those matters with academic implications to Senate.
- 3.8 Lay Members Nominations
- The Governance Committee shall
- (i) seek out and recommend new lay members to serve on the Council and on its sub-committees;
- (ii) review, on an annual basis, any vacancies amongst the co-opted members of the Council which are due to arise the following year and to recommend suitable replacements for appointment by the Council;
- (iii) ensure that vacancies for lay members are publicised within the institution and staff, students and members of the Council are invited to submit names to the Secretary of the Council for consideration by the Governance Committee;
- (iv) have regard to the balance of membership on the Council and the needs of the University in making its recommendations to the Council, taking into account the need to maintain an appropriate balance of skills and expertise and geographical location of members;
- (v) have regard to the desirability of there being members connected with:
- Industrial, commercial and financial concerns;
 - Professions and learned societies;
 - Public and health sectors; and
 - Local communities.
- (vi) have regard to the diversity of the governing body and consider taking steps to address imbalances.
- 3.9 The Committee shall integrate consideration of equality and diversity issues into all matters falling within its remit.
- 3.10 The Committee shall ensure that sustainability issues are fully considered in all matters falling within its remit.
- 3.11 The Governance Committee may establish such working groups as are necessary to advise on matters within the remit of the Governance Committee.

4. The Secretary

The Secretary of the Council shall be Secretary to the Committee or such other person as appointed by the Council.

HEALTH, SAFETY AND ENVIRONMENT COMMITTEE

1. Composition and Membership

1.1 There shall be a Health, Safety and Environment Committee, which shall be a Sub-committee of the Governance Committee, composed as follows:

- (i) the Vice-Chancellor or a nominee from among the Deputy Vice Chancellor and Pro Vice Chancellors, who shall be the Chair;
- (ii) one Lay Member appointed by and from Council;
- (iii) the Chief Operating Officer;
- (iv) one Head of School from each of the Colleges appointed by the College Pro Vice Chancellor;
- (v) three members of staff, one from each College, appointed by the College Pro Vice Chancellor;
- (vi) two employees of Cardiff University who are not members of Senate;
- (vii) two student representatives nominated by the President of the Students' Union;
- (viii) one representative from each of the recognised Trade Unions;
- (ix) Director Human Resources, Safety, Health and Environment or nominee;
- (x) Director of Estates or nominee;
- (xi) Director of Health and Safety for Cardiff and Vale University Health Board or nominee;
- (xii) Director of Student Support and Wellbeing Division.

1.2 The following shall normally be in attendance:

- (i) Academic Registrar or nominee;
- (ii) such other advisers as are recommended to attend by the Director of Human Resources, Safety, Health and Environment.

2. Duties, Powers and Terms of Reference

2.1 The Health, Safety and Environment Committee shall advise the Council, through the Governance Committee, on the development and implementation of health, safety and environmental strategy, policies and procedures.

2.2 The Committee shall:

- (i) monitor compliance with relevant legislation and, taking account of best practice, advise on the actions necessary to ensure a safe and healthy work and study environment for staff and students and for authorised visitors to the University;

- (ii) monitor the operation of the University's health and safety strategy, policies and procedures and make recommendations about any corrective action required;
- (iii) establish subcommittees or groups, as appropriate, to advise on areas such as, but not limited to, genetic modification, radiation protection and fire safety;
- (iv) evaluate the provision of appropriate safety, health and environment training to staff and students, including those with specific safety, health and environment responsibilities and to monitor the effectiveness of the training provided;
- (v) keep under review the provision of information and communication in relation to safety, health and environment awareness;
- (vi) encourage cooperation and consultation between the University and representatives of staff and students in order to improve the health and safety of staff and students;
- (vii) keep under review current, emerging and potential challenges in relation to safety, health and environment in the external context that could have impact on University activities (including proposed changes to legislation), consider possible responses and recommend change where appropriate;
- (viii) consider reports from OSHEU, Union Safety Representatives, School/Directorate health and safety committees, and any other appropriate bodies;
- (ix) provide input into the University's emergency and business continuity planning;
- (x) advise Council through Governance Committee on the health and safety implications as appropriate of all University activities;
- (xi) review the safety, Health and Environment plan in relation to the strategic aims of the University;
- (xii) review safety, health and environment performance to include audit reports, accidents and notifiable disease statistics and sickness absence trends;
- (xiii) provide reports of the Committee's activities and recommendations to the Governance Committee;
- (xiv) provide an interface between Cardiff University and the Cardiff and Vale NHS Trust on safety, health and environment issues;
- (xv) integrate consideration of equality and diversity issues into all matters falling within its remit;
- (xvi) ensure that sustainability issues are fully considered in all matters falling within its remit.

3. The Secretary

The Secretary to the Committee will be nominated by the Director of Human Resources, Safety, Health and Environment.

HONORARY FELLOWSHIPS AND DEGREES COMMITTEE

Membership

There shall be an Honorary Fellowships and Degrees Committee which shall be a joint Committee of the Senate and the Council. It shall be comprised as follows:

1. The Vice-Chancellor (in the Chair)
2. The Chair of Council or his/her nominee drawn from among the lay members of Council;
3. A second lay member of Council, elected by Council in a manner of its choosing, to serve for a maximum term of three years
3. The Deputy Vice-Chancellor
4. The Pro Vice-Chancellor, Education and Students
5. Six members of academic staff to be elected by Senate, who will each serve for a maximum term of three years, including two members (at least one of whom shall be a Head of School) from each of the Colleges;
6. The President of the Students' Union;

The following officers will normally attend:

- The Chief Operating Officer
- The Director of Communications and Marketing
- The Director of Development and Alumni Relations

Duties, Powers and Terms of Reference

The Committee shall:

1. invite from the University community nominations for individuals who meet the criteria for the award of Honorary Fellowships of Cardiff University; and nominations for the award of the Honorary Degree Doethur er Anrhydedd y Brifysgol /Honorary Doctor of the University of Cardiff University
2. consider all submissions received according to the published criteria for the award of Honorary Fellowships and Honorary Degrees, confirming those who should be offered such awards and ensuring that such invitations are made
3. keep under review the criteria for the award of Honorary Fellowships and Honorary Degrees, informing Senate and Council of any changes made
4. inform Senate and Council of individuals confirmed to receive the Honorary Fellowship of Cardiff University or for the award of an Honorary Degree
5. ensure the publication of the updated register of Honorary Graduates of Cardiff University or its antecedent bodies
6. review and update as necessary the procedures and ceremonial arrangements for the conferment of Honorary Fellowships and Honorary Degrees of the University

7. consider proposals from the Vice Chancellor or Chief Operating Officer for the revocation of the conferment of an Honorary Degree or Honorary Fellowship

INVESTMENT AND BANKING SUB-COMMITTEE

Authority

1. The Investment and Banking Sub-Committee shall be a Sub-Committee of the Finance and Resources Committee. The Chair of the Sub-Committee shall, ex officio, be a member of the Finance and Resources Committee.

Composition

2. The Investment and Banking Sub-Committee shall be composed as follows:
 - The Chair of the Sub-Committee, who shall also be a member of Council.
 - Two further members, at least one of whom should be a lay member of Council.
 - The President and Vice-Chancellor (or a nominee).
 - The President of Cardiff University Students' Union (or a nominee).

The Chief Financial Officer will act as the Secretary to the Sub-Committee.

Duties, Powers and Terms of Reference

3. The Sub-Committee shall:
 - 3.1 keep under review the University's investment strategy, its investment principles and its investment performance criteria, and make recommendations to the Finance and Resources Committee as appropriate;
 - 3.2 keep under review the appointment, contractual terms and performance of the University's investment managers and advisers, and make recommendations to the Finance and Resources Committee as appropriate;
 - 3.3 keep under review and make recommendations to Finance and Resources Committee on the use of funds and investments arising from the public bond;
 - 3.4 maintain oversight of the Bond Repayment Fund to ensure the University will be able to repay the full sum on 7 December 2055;
 - 3.5 determine the delegated authorities of the Chief Financial Officer and the investment advisers within the overall Investment Strategy and principles;
 - 3.6 oversee all necessary arrangements in connection with bank accounts, loans, mortgages, insurances and other like matters, ensure value for money is achieved and make recommendations to the Finance and Resources Committee and to the Council on external financing;
 - 3.7 report to the Finance and Resources Committee on Investment Strategy, investment performance and any associated strategic risks.

OPEN RESEARCH INTEGRITY AND ETHICS COMMITTEE – CONSTITUTION AND MEMBERSHIP

1 Composition and Administration

- 1.1 There shall be an Open Research Integrity and Ethics Committee which shall be a Sub-Committee of the Governance Committee and of Senate, composed as follows:
- (i) A Pro Vice-Chancellor, who shall be Chair, appointed by the Vice-Chancellor;
 - (ii) The College Deans (Research), from each of the Colleges;
 - (iii) six members of the academic staff experienced in research integrity and ethics issues, ideally drawn from School Research Ethics Committees, two from each College on the nomination of Senate;
 - (iv) two lay members appointed by the Council, one of whom shall be a member of the Council and one of whom shall not be a member of the Council and shall be independent of the University;
 - (v) one member who is an Early Career Researcher;
 - (vi) one further member may be co-opted.
- 1.2 Quorum shall be six members, to include a lay member.
- 1.3 The Committee shall meet at least 3 times per year.
- 1.4 Officers who support this activity will be invited to the Committee as well as:
- (i) The Designated Individual for the University's Human Tissue Act Licence for Research;
 - (ii) The Establishment Licence Holder for animal research;
 - (iii) The Chair of the Clinical Trial of Investigational Medicinal Products Governance Group.

2 Duties, Powers and Terms of Reference

- 2.1 The Committee will act as an oversight body to ensure that the University meets the requirements of the UUK Concordat to Support Research Integrity. These include:
- (i) **Maintaining standards**
Commitment #1: We are committed to upholding the highest standards of rigour and integrity in all aspects of research.
 - (ii) **Ethical and other frameworks**
Commitment #2: We are committed to ensuring that research is conducted according to appropriate ethical, legal and professional frameworks, obligations and standards.

(iii) Culture of integrity

Commitment #3: We are committed to supporting a research environment that is underpinned by a culture of integrity and based on good governance, best practice and support for the development of researchers.

(iv) Research misconduct

Commitment #4: We are committed to using transparent, timely, robust and fair processes to deal with allegations of research misconduct when they arise.

(v) Strengthening integrity

Commitment #5: We are committed to working together to strengthen the integrity of research and to reviewing progress regularly and openly.

(vi) Open Research

Commitment #6: We are committed to working with our staff and students to develop innovative approaches to support Open Research and the responsible use of research metrics.

- 2.2 The Committee shall maintain the University's Research Integrity and Governance Code of Practice and shall monitor and review its effectiveness on a regular basis.
- 2.3 The Committee will act as an oversight body, and receive reports, to ensure that the University meets the requirements of Open Research and the San Francisco Declaration on Research Assessment (DORA).
- 2.4 The Committee shall maintain and review the 'Cardiff University policy on the ethical conduct of research involving human participants, human material or human data', the 'Cardiff University template Procedures for school research ethics committees' and associated documents;
- 2.5 The Committee shall monitor compliance with legislative requirements by receiving, at each meeting, a report from:
- Biological Standards Committee
 - Human Tissue Standards Committee
 - Clinical Trials of Investigational Medicinal Products Governance Group
- 2.6 The Committee shall require School Research Ethics Committees to submit an annual report to Research and Innovation Services for subsequent review by the Committee.
- 2.7 The Committee shall receive reports on allegations of academic research misconduct and may make recommendations on general issues arising from such cases.
- 2.8 The Committee shall ensure that appropriate mechanisms exist within the University to deal with complaints arising in relation to research integrity and ethics. In exercising this power the Committee shall not make judgements on

whether it is necessary and/or appropriate that a particular research project be conducted. This power shall not interfere with the 'Cardiff University Procedures for Dealing with Allegations of Misconduct in Academic Research'.

- 2.9 The Committee shall consider appeals and referrals submitted by School Research Ethics Committees via the Head of School, in accordance with the 'Procedures for Cardiff University Schools in respect of non-clinical research involving human participants, human material or human data'.
- 2.10 The Committee shall:
- (i) produce an annual report that will be submitted to Governance Committee and Senate for approval. The report will:
 - summarise actions and activities that have been undertaken to support and strengthen understanding and application of research integrity issues;
 - provide assurances that the processes the University has in place for dealing with allegations of misconduct are transparent, robust and fair, and continue to be appropriate to the needs of the organisation;
 - provide a high-level statement on any formal investigations of research misconduct that have been undertaken;
 - be made publicly available.
 - (ii) report to the Governance Committee on any outstanding difficulties in respect of its remit;
 - (iii) seek clarification from external expert bodies, as necessary, on matters of research integrity and ethics;
- 2.11 The Committee shall integrate consideration of equality and diversity issues in all matters falling within its remit.
- 2.12 The Committee shall ensure that sustainability issues are fully considered in all matters falling within its remit.

PROFESSORIAL AND SENIOR SALARIES COMMITTEE

Terms of Reference and Membership

The terms of reference of the Professorial and Senior Salaries Committee are;

1.1. Within the strategy, policy and parameters determined by the Remuneration Committee and approved by Council, to review and determine the remuneration, benefits and conditions of employment of:

- Professors
- Directors of Professional Services
- Other Professional Services on the Senior Staff pay scale

taking account of comparative information on the remuneration, benefits and conditions of employment in the University sector and elsewhere as appropriate

1.2. To make recommendations to Remuneration Committee on reward arrangements for members of staff within the remit of the Committee.

1.3. To review the arrangements for the remuneration of professors and other senior officers of the University within the remit of the Committee, taking account of best practice within the University sector and elsewhere as appropriate and to make recommendations to Remuneration Committee for improvements.

1.4. To set parameters and delegation arrangements for the remuneration of new appointments (including promotion to personal chair) and for discretionary revisions to remuneration made between meetings of the Committee; and to review decisions made between meetings of the Committee.

1.5. To approve any severance terms for staff of the University within the remit of the Professorial and Senior Salaries Committee on the termination of their employment, operating within the framework of set out by the Remuneration Committee.

1.6. To promote the University's responsibilities for equality and diversity by ensuring that relevant issues are given full consideration in all matters relating to the remuneration of all staff falling within the remit of the Committee.

1.7. To provide Remuneration Committee with a full report of its decisions which is transparent and meets the requirements of good governance.

2. Membership

2.1. The membership of the Professional and Senior Salaries Committee is:

- the President and Vice-Chancellor who shall be the Chair of the Committee;
- the Deputy Vice-Chancellor who shall act as Chair of the Committee in the absence of the Vice-Chancellor;
- the three Pro Vice-Chancellor Heads of College;
- the Chief Operating Officer and University Secretary.

3. Secretariat

3.1. The HR Business Partner (Policy and Projects), or another member of the Human Resources team of an equivalent level who shall act as Secretary to the Committee.

3.2. The individual acting as the Committee Secretary will usually also be the minute-taker for the Committee

4. Proceedings

4.1. Attendance at meetings is as follows;

- A quorum of members;
- The Director of Human Resources shall normally attend

4.2. The Committee shall determine its own timetable for meetings but shall be expected to meet on a minimum of two occasions each year.

PROGRAMME AND PARTNER STANDING PANEL

Terms of Reference

The Programme and Partner Standing Panel, under authority delegated to it by the Academic Standards and Quality Committee (ASQC), shall have the following terms of reference:

- i. to scrutinise proposals for new programmes and proposals for major/intermediate changes to existing programmes, including those which involve a collaborative arrangement, in accordance with the Programme Approval Policy, and submit recommendations to ASQC;
- ii. to oversee the Register of Collaborative Provision and ensuring that it is comprehensive and up to date;
- iii. to receive and evaluate all annual moderator reports and external examiners reports for programmes which are delivered with a formal partner, listed on the Register of Collaborative Provision, highlighting any issues or areas of good practice associated with academic standards and the student experience;
- iv. to oversee reviews of collaborative provision agreements within the time-frame detailed in the Collaborative Provision Policy Framework;
- v. to oversee all Teach-Out agreements ensuring the academic standards and student experience are maintained;
- vi. to undertake an annual review of the operation of the Programme Approval and Collaborative Provision policies, receiving feedback from a range of stakeholders across the University, recommending any appropriate changes to ASQC.

Membership

Chairs

A minimum of three academic staff members of ASQC, one from each College, appointed by the Committee, who shall jointly serve as Chairs.

Academic Members of Staff

A minimum of nine academic staff members, drawn from each College who will attend the Panel on a rolling basis, nominated by the College Deans for Education and Students:

- i. one of whom shall be involved in the development or delivery of collaborative provision, professional placements and/or quality assurance, academic standards and the student experience.

Students

Six student representatives who will attend the Panel on a rolling basis, nominated by the Students' Union President, at least 3 of whom should be sabbatical officers

Secretaries

Officer support for the Standing Panel will be provided from Registry and other Professional Services as appropriate, with the College Quality Officers jointly serving as Secretaries.

Other attendees

The Chair of each Panel meeting can ask additional staff or external representative to attend a meeting if it is deemed by the Chair that the Panel would benefit from specialist advice.

REMUNERATION COMMITTEE

Terms of Reference

The Remuneration Committee shall operate within the delegation from Council and:

- 1.1. develop for approval by Council an overall reward strategy and policy to cover the remuneration, benefits and conditions of employment of the senior officers of the University.
- 1.2. review and determine the remuneration, benefits and conditions of employment of the President and Vice-Chancellor and his/her direct reports, taking account of affordability, comparative information of the remuneration, benefits and conditions of employment in the University Sector and elsewhere as appropriate and relevant metrics and performance data.
- 1.3. set the strategy, policy and parameters for the review and determination of allowances for other holders of rotational offices of the University, including Deans and Heads of School.
- 1.4. set the strategy, policy and parameters for the review and determination of the remuneration and benefits of senior staff of the University within the remit of the Professorial and Senior Salaries Committee.
- 1.5. review the decisions of the Professorial and Senior Salaries Committee, including any discretionary revisions to remuneration made between meetings of that Committee.
- 1.6. to ensure appropriate independence of the function, review the remuneration of the Head of Internal Audit taking into account the recommendation of the Audit and Risk Committee.
- 1.7. set the strategy, policy and parameters for severance terms for all senior staff; consider and approve severance terms for the Vice-Chancellor and Vice-Chancellor's direct reports on the termination of their employment ensuring compliance with the requirements set out by the Higher Education Funding Council for Wales; and receive a report on any severance terms agreed for senior staff of the University within the remit of the Professorial and Senior Salaries Committee.
- 1.8. promote the University's responsibilities for equality and diversity by ensuring that relevant issues are given full consideration in all matters relating to the remuneration of all staff falling within the remit of the Committee and of the Professorial and Senior Salaries Committee.
- 1.9. receive and consider an annual report on the pay gap and on equal pay in the University.
- 1.10. agree an annual framework of work and to review and report on progress by providing an annual report (for Council and the University Financial Statement) which is transparent and meets the requirements of good governance.
- 1.11. agree what information about the work of the Committee and executive reward arrangements should be published on the University's Governance

webpages in addition to the annual framework of work and annual report.

2. Membership

2.1. The membership of the Remuneration Committee is:

- a. the Vice-Chair of Council;
- b. the Chair of Council;
- c. two lay members from the Council who shall serve for three years and may be appointed for one further term.
- d. one further independent member who need not be a member of the Council but shall have professional experience in remuneration and reward may be appointed, where a need is identified, and who shall serve for three years and may be appointed for one further term.

2.2. The Remuneration Committee shall not be chaired by the Chair of Council. A chair will be appointed by Council from the lay membership.

2.3. The quorum for the remuneration Committee is three lay members, one of whom shall be the Chair.

3. Secretariat

3.1. The Head of Leadership and Staff Development, or another member of the Human Resources team of an equivalent level, will be the Secretary for the Committee.

3.2. The individual acting as the Committee Secretary will usually also be the minute-taker for the Committee.

4. Proceedings

4.1. Attendance at meetings is as follows;

- a. A quorum of members;
- b. The Committee may invite the Vice-Chancellor and the Deputy Vice-Chancellor to attend part of the Committee's meetings, to provide information and answer any questions from the Committee;
- c. The Director of Human Resources shall normally attend.

4.2. The Committee shall determine its own timetable for meetings but shall be expected to meet on a minimum of two occasions each year.

THE UNIVERSITY AWARDS AND PROGRESS COMMITTEE

1. Composition

1.1 There shall be a University Awards and Progress Committee which shall be a standing panel of Senate and Council and shall be composed as follows:

- (i) The Pro Vice-Chancellor (Education and Students) (Chair);
- (ii) A College Dean (Undergraduate or Postgraduate), appointed by the Pro Vice-Chancellor (Student Experience and Academic Standards);
- (iii) The Academic Registrar.

1.2 A member of the Committee may arrange for a substitute with the necessary seniority and expertise to attend in their place if they are unable to attend a meeting. The substitute(s) will normally be:

- (i) the Deputy Vice-Chancellor or a Pro Vice-Chancellor for the Pro Vice-Chancellor (Student Experience and Academic Standards);
- (ii) an alternative College Dean (Undergraduate or Postgraduate) for the appointed College Dean (Undergraduate or Postgraduate);
- (iii) a College Dean (Undergraduate or Postgraduate) for the Academic Registrar.

2. Duties, Powers and Terms of Reference

2.1 The University Awards and Progress Committee shall, under authority delegated to it by Senate and Council:

1. admit to degrees of the University or shall grant diplomas, certificates or other academic awards of the University to persons who have qualified for such an award in accordance with Statutes, Ordinances, academic regulations or procedures;
2. rescind decisions to admit persons to awards:
 - (i) to correct arithmetical or other errors of fact;
 - (ii) on the recommendation of re-convened Examining Boards.

2.2 The Committee shall submit a report to Senate and Council of awards so granted and a list of names of persons awarded a degree, diploma, certificate or other academic award of the University shall be maintained by the Registry.

2.3 The Committee shall receive recommendations from Examining Boards in respect of all appeals referred to a reconvened Examining Board under the Verification and Appeals Procedure. Such recommendations shall be accompanied by a justification for varying, or upholding the previous decision.

2.4 The Committee shall have the power to confirm or set aside a decision made by an Examining Board where it concludes that the decision taken by a re-convened Examining Board was unreasonable or could not be sustained by the facts of the case.

- 2.5 The Committee shall advise Senate and Council on recommendations of Senate to deprive any person of, or to restore to any person, a degree, diploma, certificate or other academic award of the University.
- 2.6 The Committee shall integrate consideration of equality and diversity issues in all matters falling within its remit.
- 2.7 The Committee shall ensure that sustainability issues are fully considered in all matters falling within its remit.