

**MINUTES OF THE MEETING OF CARDIFF UNIVERSITY GOVERNANCE
COMMITTEE HELD ON 22 JANUARY 2021, BY ZOOM, AT 11:00-13:00**

Present: Judith Fabian (Chair), Tomos Evans, Professor Karen Holford, Jan Juillerat, Dr Joanna Newman, Professor Stuart Palmer, Professor Colin Riordan, Judge Ray Singh, Dr Andy Skyrme and Professor Ceri Sullivan

Attendees: Rashi Jain [General Counsel and University Secretary], Vari Jenkins [Minute-taker], Andrew Lane [Senior Assurance Advisor] for minute 820, Sarah Phillips [Archivist & Records Manager] for minute 821, Ruth Robertson [Head of Corporate Governance], Claire Sanders [Chief Operating Officer], Professor Damian Walford Davies [Pro Vice Chancellor for AHSS College] for minute 819

810 PRELIMINARIES

NOTED

810.1 that Dr Joanna Newman was welcomed to their first meeting as a lay member of the Governance Committee;

810.2 that apologies were received from Len Richards.

811 MATTERS ARISING

Received and considered paper 20/367, which reported progress against the matters arising from the previous meeting on 9 November 2020.

812 DECLARATIONS OF INTEREST

NOTED

812.1 that Jan Juillerat declared an interest in respect of item 6 of the agenda, 'Governance Effectiveness Review', as an Associate of Advance HE.

813 CHAIR'S ACTION SINCE THE LAST MEETING

NOTED

813.1 that, since the last meeting, Chair's Action was taken to nominate Dr Joanna Newman as a lay member of the Governance Committee and recommended to Council for approval, which was subsequently approved on 23 November 2020.

814 GOVERNANCE EFFECTIVENESS REVIEW

The Chair spoke to this item and confirmed that informal discussions had been held with the three bidders who had expressed an interest.

NOTED

- 814.1 that the scope of the review does include the effectiveness of governance of academic matters at Council and that there would be an opportunity for reviewers to observe a meeting of Senate.

815 CHAIR OF COUNCIL

Received and considered paper 20/383, 'Role description for the Chair of Council'. Rashi Jain, General Counsel and University Secretary, spoke to this item.

NOTED

- 815.1 that the Privy Council received a formal application on 16 December 2020, to amend Statutes IV and VI to allow Council to appoint a Chair externally;
- 815.2 that the role description could place greater emphasis on oversight of academic matters and request experience of leading in an academic context. The Key Responsibilities could refer to the vision and strategy of the University, making reference to the academic environment;
- 815.3 that reference to equality and diversity should be consistent with the language used across the institution and that an online 'gender decoder' tool be used to review any potential bias in the wording;
- 815.4 that the time commitment was not an accurate reflection of the current time the role requires. The use of a minimum requirement may help to communicate the time commitment required.

RESOLVED

- 815.5 University Secretary and Chair of Governance Committee to review the role description prior to presentation to Council for information;

816 GOVERNANCE FRAMEWORK – 2020 UPDATE

Received and considered papers 20/368 'Governance Framework – 2020 Update'. Ruth Robertson, Head of Corporate Governance, was invited to speak to this item.

NOTED

816.1 that the Framework would be reviewed annually and updated on the web site;

RESOLVED

816.2 to consider reference to a Nominations Committee within the Framework;

816.3 to review the statement on Remuneration Committee membership to reflect the discretion for co-opted members;

816.4 to reflect that the remit of UEB is to advise the Vice-Chancellor on areas under his responsibility;

816.5 consideration be given to reference of the management of major incidents;

816.6 that sustainability in the curriculum falls within the Education Strategy, therefore there was no need to add a separate reference to the Dean for Sustainability at this time.

816.7 to recommend the Governance Framework to Council for approval subject to the changes identified.

817 CHANGES TO ORDINANCES

Received and considered papers 20/369 'Changes to Ordinances' and paper 20/376 'Appendix A'. Ruth Robertson, Head of Corporate Governance, was invited to speak to this item.

NOTED

817.1 that there were a number of changes presented for approval. They spanned those where the matters referred to had already received approval from Council (e.g. actions arising from the Powell Review recommendations) and the wording of the Ordinance required updating as a consequence; and those that were being recommended for approval to Council for the first time;

817.2 that discussions had been held with the Chancellor and Pro Chancellors about the membership of the panel to conduct the review of Court and this would be further considered at Council on 8 February 2021.

RESOLVED

817.3 to recommend to Council the approval of the Changes to Ordinances.

818 HEALTH, SAFETY AND WELLBEING REPORT

Received and considered paper 20/371 'Health, Safety and Wellbeing Report'. Professor Karen Holford, Deputy Vice Chancellor, was invited to speak to this item.

NOTED

818.1 that it would be helpful to present data in the context of trends, so that the Committee could identify areas where they may wish to receive further information;

818.2 that to date Council have received an update via the Vice-Chancellor's report;

818.3 that there is a lay member of Council on the Health Safety and Environment Committee;

RESOLVED

818.4 that Council should continue to receive a high level summary presentation within the Vice-Chancellor's report, rather than a specific report from the Chair of this committee;

818.5 that Council may wish to initiate specific presentations in response to trends and data identified within the report.

819 ADOPTION AND DEFINITION OF ANTISEMITISM AND ISLAMOPHOBIA

Received and considered paper 20/372CR 'Adoption and definition of antisemitism and islamophobia'. Professor Damian Walford Davies, Pro Vice-Chancellor, College of Arts, Humanities and Social Sciences, was invited to speak to this item.

NOTED

819.1 that an Equality Impact Assessment has been conducted;

819.2 that the Equality Diversity and Inclusion Committee will oversee monitoring.

RESOLVED

819.3 to recommend the proposals outlined in paper 20/372CR 'Adoption and definition of antisemitism and islamophobia' to Council for approval.

820 WELSH LANGUAGE MONITORING – ANNUAL REPORT

Received and considered paper 20/373 'Welsh Language Monitoring – Annual Report'. Andrew Lane, Senior Assurance Advisor, was invited to speak to this item.

NOTED

- 820.1 that the areas going forward will focus on policy making standards and the application of Welsh Equality Impact Assessments to consider opportunities for Welsh Language provision and potential impact on provision.

RESOLVED

- 820.2 to approve the Welsh Language Monitoring – Annual Report to enable online publication ahead of 31 January 2021 deadline.

821 RETENTION PERIODS FOR RESEARCH DATA

Received and considered paper 20/374 'Retention periods for research data'. Sarah Phillips, Archivist & Records Manager, was invited to speak to this item.

RESOLVED

- 821.1 to approve the changes to the revised retention periods for research data.

822 ANY OTHER BUSINESS

NOTED

- 822.1 that there were no items for consideration under Any Other Business.

823 COMPLIANCE WITH FINANCIAL MANAGEMENT CODE AND CUC HE CODE OF GOVERNANCE

Received and considered paper 20/370 'Compliance with Financial Management Code and CUC HE Code of Governance'.

NOTED

- 823.1 that the Chair of the Governance Committee had met with the Governance Advisor in December 2020 to review work undertaken to provide assurance of compliance with the codes.

824 MINUTES OF PREVIOUS MEETING

Members were invited to review the minutes of the meeting held on 9 November 2020 and to comment or suggest amendments as appropriate.

RESOLVED

824.1 that the minutes of the meeting held on 9 November 2020 were agreed to be a true and accurate record of the meeting.

825 AGENDA FOR THE NEXT MEETING

Received and considered paper 20/375, 'Agenda for Next Meeting'. Judith Fabian, Chair of the Committee, spoke to this item.

NOTED

825.1 that the agenda for the Governance Committee scheduled for 15 March 2021 was agreed.