

MINUTES OF THE MEETING OF CARDIFF UNIVERSITY GOVERNANCE COMMITTEE HELD ON 30 SEPTEMBER 2020, BY ZOOM, AT 10:00-11:45

- Present: Judith Fabian [Chair of Governance Committee], Tomos Evans, Professor Karen Holford [Deputy Vice-Chancellor], Jan Juillerat [Vice-Chair of Council], Professor Stuart Palmer [Chair of Council], Professor Colin Riordan [Vice-Chancellor], Judge Ray Singh, Dr Andy Skyrme and Professor Ceri Sullivan [from minute 781]
- Attendees: Rashi Jain [University Secretary], Vari Jenkins [Minute-taker], Ruth Robertson [Head of Corporate Governance], Claire Sanders [Chief Operating Officer]
- Apologies: Len Richards

773 PRELIMINARIES

NOTED

- 773.1 Ruth Robertson [Head of Corporate Governance] and Vari Jenkins [Governance Advisor] were welcomed to their first meeting of the Governance Committee.
- 773.2 Tomos Evans [Students' Union President] was welcomed to their first meeting of the Governance Committee.
- 773.3 Dr Andy Skyrme was welcomed to their first meeting of the Governance Committee as a Senate Representative.
- 773.4 Professor Ceri Sullivan [Senate Representative] will join the meeting following their personal tutee meetings.

774 MINUTES OF PREVIOUS MEETING

- 774.1 Members were invited to review the minutes of the meeting held on 19 May 2020, and to comment or suggest amendments as appropriate.

RESOLVED

- 774.2 that the minutes of the meeting held on 19 May 2020 were agreed to be a true and accurate record of the meeting.

775 MATTERS ARISING

Received and considered for information paper 20/50, which reported progress against the matters arising from the previous meeting on 19 May 2020.

NOTED

- 775.1 that the Students' Union had been invited to share the views of the student body on the use of body cams.

775.2 that the use of body cams would be helpful to both staff and students and that the University was proceeding to implement these.

RESOLVED

775.3 that the progress on the Camm recommendations / Governance Charter and the Governance Effectiveness Review would be reported at the Governance Committee meeting in November 2020.

776 DECLARATIONS OF INTEREST

NOTED

776.1 that Jan Juillerat declared an interest in respect of item 12 of the agenda, 'Review of Induction & Training Activities 2019/2020', as an Associate of Advance HE.

777 CONSTITUTION AND MEMBERSHIP 2020/21

Received and considered for information paper 20/51 'Constitution and Membership 2020/21.' Rashi Jain, University Secretary, was invited to speak to this item.

RESOLVED

777.1 that the Committee membership be updated to reflect the inclusion of the Deputy Vice-Chancellor as a co-opted member.

777.2 that the terms of reference be updated to reflect the responsibility of risk management within the remit of the renamed Risk and Audit Committee.

777.3 that the Committee endorsed the proposed changes to the Governance Committee's constitution and membership, for recommendation to Council.

777.4 that invitations to recruit to the vacancy on the Governance Committee be issued to Council members.

778 UPDATE ON THE IMPLEMENTATION OF THE POWELL REVIEW

Received and considered paper 20/52, 'Update on Implementation of Powell Recommendations – September 2020'. Ruth Robertson, Head of Corporate Governance, was invited to speak to this item.

RESOLVED

778.1 that the Committee approved the timescales of the Implementation of the Powell Recommendation action plan.

Received and considered paper 20/57, 'Powell Review – Membership of Council'. Jan Juillerat, Vice Chair of Council, was invited to speak to this item.

NOTED

- 778.2 the importance of different academic representatives across the University and the value they bring to the work of Council.

RESOLVED

- 778.3 that the paper to Council should reflect that the Chief Finance Officer and Chief Operating Officer will be required to attend Council meetings.
- 778.4 that the paper be revised to confirm who may be in attendance at meetings of Council.
- 778.5 that the Committee membership, with the recommendations, was endorsed and recommended to Council for decision.

779 REPORT FROM THE EQUALITY, DIVERSITY, AND INCLUSION SUB-COMMITTEE

Received and considered for information paper 20/58, 'Report from Equality, Diversity and Inclusion Sub-Committee'. Professor Karen Holford, Chair of this committee, was invited to speak to this item.

NOTED

- 779.1 that demand for mental health services had reduced as the University moved to remote delivery during lockdown. This was potentially a result of students returning home and receiving family support.
- 779.2 that the reduction in in-person assessments may have reduced levels of anxiety.
- 779.3 that anxiety and mental health issues are expected to increase as students return to campus.
- 779.4 that there are increasing enquiries from parents. A separate support line is being implemented to assist parents and relieve pressures on student-facing support.
- 779.5 that there is currently no outbreak at Cardiff University.

780 LAY MEMBER APPOINTMENTS

NOTED

- 780.1 that the Committee received an oral report on the lay member interviews held on 23,24 and 25 September 2020.
- 780.2 that the Interview panel nominated Dr Pretty Sagoo and Chris Jones to the Governance Committee for recommendation to Council.

RESOLVED

- 780.3 that Dr Pretty Sagoo and Chris Jones are recommended to Council, for appointment as Council members.

781 CHAIR OF COUNCIL RECRUITMENT ACTIVITY/APPROACH

NOTED

- 781.1 that the University had written to the Privy Council regarding the amendment of Statute IV to allow Council to appoint a Chair externally, and have been advised that this matter may not receive consideration before the end of November 2020.
- 781.2 that subject to approval by the Privy Council the University would seek to appoint a recruitment agent via the APUC framework.

782 EXECUTION OF DOCUMENTS (SEAL)

NOTED

- 782.1 that it is proposed that the process to execute a document (seal) is revised to enable 2 members of Council, or 1 member of Council and the University Secretary / Chief Finance Officer / Chief Operating Officer, to witness the seal.
- 782.2 that wherever possible, lay members will be approached to witness the seal in the first instance, before approaching other members of Council.

RESOLVED

- 782.3 that the paper would be presented to the next meeting to request the change is recommended to Council.

783 REVIEW OF INDUCTION AND TRAINING ACTIVITIES 2019/20

NOTED

- 783.1 that there will be 4 training and development sessions during the academic year.
- 783.2 that there is an induction for new lay members of Council on 6 October 2020 which will focus on an introduction to the University.
- 783.3 that there will be a session in January 2021 by Advance HE to deliver the HEFCW funded governor individual institution development programme.
- 783.4 that the Committee recognised the importance of members understanding the teaching and learning activities across the University.

783.5 that there will be a half day in January 2021 for UEB and Council members to discuss long term strategy, the current position and key success factors.

RESOLVED

783.6 Professor Ceri Sullivan to identify opportunities for members of Council to observe teaching related activities, for consideration by the University Secretary.

784 2019/2020 CORPORATE GOVERNANCE STATEMENT

Received and considered for debate paper 20/54, '2019/2020 Corporate Governance Statement'. The University Secretary spoke to this item.

RESOLVED

784.1 that the Committee endorsed the 2019/20 Corporate Governance Statement and recommended it to Council for decision.

785 2019/2020 GOVERNANCE ARRANGEMENTS - INTERNAL AUDIT REPORT

Received and considered for paper 20/55, '2019/2020 Governance Arrangements - Internal Audit Report'. The University Secretary spoke to this item.

NOTED

785.1 that although there was continuity of service during the pandemic, this was not referenced in the business continuity plan.

785.2 that while there is resource and capacity to implement the recommendations from the audit, it was a matter of identifying priorities and a reasonable timeframe in order to make progress.

RESOLVED

785.3 that the Committee would receive an update on progress against the two recommendations of the Governance Arrangement Internal Audit report for R1 in March 2021 and R2 in September 2021.

786 ANY OTHER BUSINESS

NOTED

786.1 that there were no items for discussion under Any Other Business.

787 REVIEW OF BUSINESS FOR THE YEAR 2020/2021

Received and considered for decision paper 20/56, 'Review of Business for Year 2020/2021'. Judith Fabian spoke to this item.

RESOLVED

787.1

that consideration be given to including updates as papers for information only, unless there were items requiring discussion.