

COMMITTEE CONSTITUTIONS OF MAJOR COMMITTEES

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MAJOR COMMITTEES OF COUNCIL

AUDIT AND RISK COMMITTEE CONSTITUTION

Purpose

1. Established by the Council, to advise and assist the Council in overseeing the assurance and control environment of the University. Its duties cover:
 - a. Assessing and advising Council on the effectiveness of the institution's risk management, control and governance arrangements, and the internal controls and procedures to promote sustainability, economy, efficiency and effectiveness;
 - b. Oversight of external and internal audit arrangements, including advising the governing body on the appointment of the audit providers, and oversight of the nature and scope of external and internal audits and the effectiveness of the audit processes; and
 - c. Oversight of audit aspects of the University's financial statements, including the External Auditors' opinion, the statement of members' responsibilities, the statement of internal control and any relevant issue raised in the External Auditors' management letter.

Composition and Membership

2. The Committee shall be composed as follows:

Membership	Committee Officers (in attendance)
1 Independent member (Chair), who shall be appointed by and from the Council	Vice-Chancellor
4 Independent members, appointed by the Council, at least two of whom shall be members of the Council	The Chief Operating Officer and University Secretary
1 independent member may be co-opted and need not be a member of the Council	Chief Financial Officer
	The University's Internal Auditors
	The University's External Auditors
	Director – Transforming Governance (Secretary)
	Group Financial Controller
<u>Notes:</u> At least one member shall have professional experience in finance, accounting or auditing. The Chair of Council shall not be a member of the Committee. Members should not be individuals with executive management responsibilities within	<u>Notes:</u> The Committee may, routinely, hold confidential in-camera sessions and has the right, whenever it is satisfied that this is appropriate, to go into confidential session and exclude any or all other participants and observers other than the Committee Secretary. At least once a year, Committee Members shall meet with the External and Internal auditors

the institution or members of the Finance and Infrastructure Committee. Members should not be members of staff or a student at the institution, including staff and students who are members of Council. The process of appointment to membership of the Committee and the terms of office will be in accordance with Ordinance 3.	without University management present, other than the Committee Secretary. The Secretary to the Audit and Risk Committee shall be the Secretary to the Council or such other person as appointed by the Council. At the discretion of the Chair other University Officers, independent members or other specified parties as may be appropriate, shall be invited to attend meetings on an ad hoc basis.
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Terms of Reference

Responsibility to scrutinise the University's performance, and to advise and/or recommend proposals to the Council, in the following areas of business:

3. The appointment, reappointment or termination of the appointment of the External Auditors and Head of Internal Audit, the terms of their engagement, including any request for a liability limitation, which must be notified to the Council;
4. The performance of the External and Internal Auditors, including the function's compliance with relevant standards, any matters affecting their objectivity, and any matters relating to their resignation or dismissal;
5. Problems and reservations arising from the interim and final external audits, including a review of the management letter incorporating the management responses, and any other matters the External Auditors may wish to discuss (in the absence of management where necessary);
6. Audit aspects of the annual financial statements (to be considered in the presence of the External Auditors), including the Auditors' formal opinion, and the statement of members' responsibilities and the statement of internal control, in accordance with Medr's Accounts Directions; This shall include consideration of the transparency and openness of reporting throughout financial statements;
7. Major findings of Internal Audit investigations and management's response; the Internal Auditors' annual report; and any other matters the Internal Auditors may wish to discuss.
8. The implementation of agreed audit-based recommendations, from whatever source;
9. Internal risk management arrangements, including the efficacy of the corporate risk register, the risk strategy and appetite, control and governance arrangements. This shall include compliance with the legal and regulatory framework that the institution operates within. This shall include consideration of the culture and behaviour that is prevalent within the University and arrangements that can affect reputation and other risks, such as the management of conflicts of interest and matters arising at the Funders Advisory Panel.
10. Serious incidents or failures (as defined by the Financial Management Code and Charity Commission) and significant losses in terms of their proper investigation, and that the External and Internal auditors, and where appropriate the Medr or other regulatory bodies, have been informed;
11. Other appropriate audit reviews not conducted by the External or the Internal auditors, but which have implications for the institution's risk management, control and governance arrangements;
12. Matters relating to standards and principles of public life at the request of Council; the Chair of Council; the Vice Chair of Council; or the Chair of the Audit and Risk Committee;
13. Periodic assurance on the method and evidential base for the provision of annual assurance by the Senate to the Council on academic quality and standards, and research integrity and ethics.
14. Any material errors (greater than £100k) in tax and other returns.

15. The effectiveness of arrangements to ensure appropriate and accurate data returns are made to external stakeholders and regulatory bodies.

Responsibility to scrutinise the University's performance, and to recommend proposals to the Council and/or the Vice Chancellor as appropriate, in the following areas of business:

16. Any relevant reports from the Audit Wales, Medr and other organisations.

Authority to approve recommendations with respect to:

17. The nature and scope of the External Audit, and any non-audit services to be provided by the External Auditors;
18. The Internal Auditors' audit risk assessment, strategy, charter and programme, and seek assurance that the scope encompasses all the University's activities, the whole of its risk management, control and governance, and any aspect of value for money delivery;
19. The oversight of the effectiveness of the University's policies related to ethical and other behaviour, including the University's Counter-Fraud and Anti-Bribery Policy, Anti-Money Laundering Counter Terrorist Financing, Financial Sanction and Tax Evasion Prevention Policy and Public Interest Disclosure (Whistle-blowing) Code of Practice, including being notified of any matters progressed under these, normally once the applicable investigations have concluded.

Mode of Operation

20. The Committee shall exercise oversight of the right of the Chief Risk Officer to have direct access to the Chair of the Audit and Risk committee.
21. The Committee is authorised by the Council to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee, and all employees are directed to cooperate with any request made by the committee.
22. The Committee is authorised by the Council to obtain legal or other independent professional advice, via the University Secretary (and subject to a limit of £5,000), and to secure the attendance of non-members with relevant experience and expertise if it considers this necessary, normally in consultation with the Vice Chancellor and / or the Chair of Council.
23. The Committee will prepare its annual report covering the University's financial year and any significant issues up to the date of preparing the report. The report will be addressed to the Chair of Council and the Vice-Chancellor, and will summarise the activity for the year. It will give the Committee's opinion of the adequacy and effectiveness of the University's arrangements for the following:
 - a. risk management, control and governance;
 - b. sustainability, economy, efficiency and effectiveness (value for money); and
 - c. management and quality assurance of data used and submitted for regulatory purposes.

The opinion on these matters will be based on the information and assessments presented to the Committee by the auditors and by the University management.

24. The Committee shall promote co-ordination between the External and Internal Auditors.
25. The Committee shall work and liaise as necessary with all other committees taking particular account of the impact of risk on the work of other committees.
26. The External or Internal Auditors may request a meeting if they consider it necessary.

27. The Chair of the Committee may meet from time to time with the Chair of the Funders Advisory Panel to discuss matters arising in the work of the Funders Advisory Panel that are pertinent to the work of this Committee such as the management of reputational risk.
28. The Committee will take into consideration the following in all matters:
 - a. the student interest and public interest
 - b. sustainability
 - c. equality, diversity and inclusion.

Version Control

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FINANCE AND INFRASTRUCTURE COMMITTEE CONSTITUTION

Purpose

1. Established by the Council, to advise and assist Council on the University's financial and resource matters, including resource allocation, financial management, investment and banking, estates and infrastructure management.

Composition and Membership

2. The Committee shall be composed as follows:

Members	Committee Officers (in attendance)
the Chair of the Council ex officio	The Chief Operating Officer and University Secretary
the Vice-Chair of Council ex officio	Chief Financial Officer
the President and Vice-Chancellor ex officio	Director – Transforming Governance (Secretary to the Committee)
the Provost and Deputy Vice-Chancellor ex officio	Governance Advisor (Lead Officer from Corporate Governance Team)
the Chair of the Investment and Banking Sub-Committee ex officio	
one member of the Council appointed by the Council from among its academic staff members	
two independent members appointed by the Council	
the President of the Students' Union ex officio	
one student representative, nominated by the President of the Students' Union, from among the elected officers of the Students' Union	
Notes: The Chair of Council shall chair the Committee or may delegate this role to one of the independent members of the Committee The process of appointment to membership of the Committee and the terms of office will be in accordance with Ordinance 3. In line with the Financial Management Code, there should be at least one member of the committee with relevant finance experience. The Chair of the Audit and Risk Committee may not also be a member of the Finance and Resources Committee (in line with point 122 of the Financial Management Code).	Notes: At the discretion of the Chair other University Officers, independent members or other specified parties as may be appropriate, shall be invited to attend meetings on an ad hoc basis.

Occurrence

3. The Committee shall meet sufficient times and at appropriate points in the academic year to enable timely reporting of business to Council and to the external regulators.

Terms of Reference

Responsibility to scrutinise the University's performance, and to recommend proposals, in the following areas of business:

Financial Management, Strategy and Resource

4. Proposals for achieving the University's strategic aims, specifically by ensuring the alignment of resources (including financial, physical, and digital resources) with the University's Strategic Plan and providing advice to Council on prioritising competing proposals against available resources;
5. Review and monitor the University's financial strategy and plans, ensuring that they meet the regulatory requirements of the Charity Commission, Medr and its successors;
6. Review strategic risks relevant to the remit of the Committee and monitor all relevant Success Measures;
7. Review the institution's draft annual financial statements for report thereon to the Audit and Risk Committee and recommendation to the Council;
8. Make recommendations to Council on the setting of the University's annual budget and, in accordance with approved strategy, taking into account the financial condition of the University;
9. Oversight of the University's pension fund schemes in terms of impact on the University's financial position and strategy, through receipt of an annual report;
10. Recommend to Council on the annual capital investment plan budget;
11. Review and recommend to Council on business cases or variations to the agreed annual capital investment plan, and those not included or variations to the annual budget;
12. Consider, on an annual basis the allocation given by the University to the Students' Union, and receive and monitor the Union's annual accounts and budgets, receiving advice as necessary from the Vice-Chancellor;
13. Ensure that the affordability of, and risks around, financial commitments have been assessed in line with the Financial management Code (or any subsequent regulations)
14. Satisfy itself that the University's total resource is being used effectively, efficiently and sustainably, additionally, that value for money is being sought and achieved from the use of all funds;
15. Consider any other matters relating to the financial wellbeing of the University as directed by the Council;
16. Authority to approve the following:
 - a. the University's Financial Strategy
 - b. the University's Financial Regulations and Financial Delegation of Authority Framework (where those entries relate to authorities delegated to the Committee or lower);
 - c. the University's Fee and Access Plan;
 - d. approval of the TRAC process in line with TRAC requirements.

Infrastructure

17. Review plans and proposals for the maintenance and development of the infrastructure and estate of Cardiff University, including information and digital resources, ensuring the estate is managed in a sustainable way and advising Council on the resourcing and strategic need and priority of all major schemes for new building development or refurbishment put forward by the University Executive Board;
18. Receive an annual report on the performance of the estate;

19. Oversee the University's work towards achieving carbon net zero and its carbon management strategy and plan, recommending Net Zero plans to Council;
20. Authority to approve the following:
 - a. the disposal of assets in line with the thresholds set out in the Scheme of Delegation;
 - b. the acquisition of freehold or long leasehold land/property, new leases or extensions to existing leases in line with the thresholds set out in the Scheme of Delegation.

Investment and Banking

21. Oversee the Investment and Banking Sub-Committee's role in scrutinising performance in relation to the University's investment strategy and principles;
22. Authority to approve the following:
 - a. make recommendations to Council on the appointment of the University's bankers and other professional financial advisors;
 - b. expenditure, investment, disinvestment, divestment, loans, leases and finance debts in line with the thresholds set out in the Scheme of Delegation, and to make recommendations to Council on proposals that fall above the limit that the Committee can authorise;
 - c. following recommendation from the Investment and Banking Sub-Committee, signatories to undertake investment arrangements and bank signatories;
 - d. the appointment of the University's main corporate insurer;

Commercial Activities

23. Receive an annual report on the University's involvement in and performance of Joint Ventures and subsidiary companies, centring on the key risks for each project and venture;
24. Authority to approve the following:
 - a. the creation of, withdrawal from/cessation of, or investment in a related undertaking in line with the thresholds set out in the Scheme of Delegation;

Mode of Operation

25. The Committee has established the following Sub-Committees:
 - a. Investment and Banking Sub-Committee
26. The committee will take into consideration the following in all matters:
 - a. the student interest and public interest
 - b. sustainability
 - c. equality, diversity and inclusion

Version Control

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COMMITTEE CONSTITUTION FOR PEOPLE, CYNEFIN* AND GOVERNANCE COMMITTEE

Purpose

1. Established by the Council, to advise and assist Council on the effectiveness of:
 - a. the strategies, progress against success measures and legal requirements, and management of opportunities and risks in relation to people, organisational culture, equity, diversity and inclusion, health, safety and wellbeing that underpin the staff experience;
 - b. the strategies, progress against success measures and management of opportunities and risks, in collaboration with the Student's Union, that underpin student experience and healthy student lives (outwith matters considered by Senate and its Committees);
 - c. the governance and constitutional framework of the University, and of the succession planning arrangements for Council and committees.

Composition and Membership

2. The Committee shall be composed as follows:

Membership	Committee Officers (in attendance)
Three independent members appointed by and from the Council, one of whom shall be the Chair	The Chief Operating Officer and University Secretary
The Chair or Vice-Chair of the Council	The Director of People and Culture
The Provost and Deputy Vice-Chancellor	Pro Vice-Chancellor Education and Student Experience
Two staff members appointed by and from the Senate	Director – Transforming Governance
Up to two student members appointed by the President of Cardiff University Students' Union	Governance Manager (Secretary)
Notes: Additional external members, up to a maximum of two, with experience directly relevant to the remit of the Committee, may be appointed as members, where a need is identified. The process of appointment to membership of the Committee and the terms of office will be in accordance with Ordinance 3.	Notes: At the discretion of the Chair other University Officers, independent members or other specified parties (e.g. external auditors) as may be appropriate, shall be invited to attend meetings on an ad hoc basis.

Terms of Reference

Responsibility to scrutinise the University's performance, and to recommend proposals, in the following areas of business:

People and organisational culture ('the staff experience'),

3. Progress with the people and cynefin aspects of the University Strategy, other strategic objectives and relevant University Success Measures (USMs):

- a. Our measures of positive engagement will show improvement in our staff survey (USM 4)
 - b. Our staff diversity will be above comparable sector benchmarks and will better reflect the Cardiff community we serve (USM 5)
 - c. We will hold charter marks that recognise our diverse and inclusive culture (USM 6)
- 4. The level of compliance by the University with the mandatory requirements of the Equality Act, Public Sector Equality Duty, and the Welsh Language Act;
- 5. Strategic human resource and organisational development issues and risks, including the effectiveness of any succession and business resilience plans;
- 6. The people and cynefin implications or risks of any new initiatives or business cases;
- 7. Authority to approve the following:
 - a. Welsh Language Standards annual report
 - b. Strategic Equality Plan annual monitoring report
 - c. annual people management report
 - d. other assurance reports relating to people and culture

Student matters

- 8. To note progress against the relevant USMs as reported to Senate, and to receive and test assurance regarding the underpinning matters affecting student experience that Senate does not address, such as those outside of academic programme performance (this to be further clarified at the next review of this constitution):
 - a. Performance will be above benchmarks in the National Student Survey (USM 1)
 - b. We will improve the experience of Postgraduate Taught students (USM 2)
 - c. We will narrow our ethnicity awarding gaps (USM 3)
 - d. We will achieve top 10 performance in the Graduate Outcomes survey (USM15)
- 9. Consideration of the Student View by the Student's Union, and the University management response prior to its presentation to Council;
- 10. Scrutiny of other reports or matters considered appropriate for the Committee;
- 11. Consideration of the impact of any of the staff-related matters within the remit of the committee, upon student experience and healthy student lives;

Legal and regulatory compliance

- 12. The level of compliance by the University with the mandatory requirements of the following legislation and regulations, including notification of any emerging risks:
 - a. Modern Slavery Act
 - b. Prevent Duty
 - c. data protection and information governance
 - d. UKVI
 - e. health, safety and well-being
 - f. safeguarding
 - g. freedom of speech
- 13. Progress made by the Executive against any strategic objectives relating to health, safety, and staff and student wellbeing.
- 14. Authority to approve the following:
 - a. Safety, Health, Environment and Wellbeing Policy Statement
 - b. annual report on safety, health and wellbeing

- c. annual Prevent return
- d. Modern Slavery Act annual statement
- e. annual information governance assurance report
- f. annual UKVI assurance report
- g. annual safeguarding assurance report
- h. annual Freedom of Speech assurance report
- i. Freedom of Speech Code of Practice

Governance structure and constitutional framework

- 15. The governance structure and framework of the University, including commissioning effectiveness reviews of Council as required – including setting up any required task and finish groups – and steering completion of any recommendations;
- 16. Oversight of the effectiveness and relevance of the Charter, Statutes and Ordinances and other constitutional and legal matters relating to the governance of the University;
- 17. Recommendations from audit reports on the University's governance services and the wider implications for the University governance structure and framework.
- 18. Authority to approve the following:
 - a. the scope of any planned effectiveness reviews.

Development and Succession planning

- 19. Nominations and Appointments, including:
 - a. succession planning arrangements for Council and its committees, including monitoring independent and co-opted member vacancies, and committee chairs' terms of office on an annual basis;
 - b. ensuring that the Nominations Sub-Committee advertises vacancies, recommends candidates to Council and fills vacancies in a timely manner, including the Chair and Vice-Chair of Council;
 - c. the composition of the Council, including its profile against the agreed skills matrix and how it ensures equity, diversity and inclusivity in membership;
 - d. receiving feedback from annual appraisals of members;
 - e. overseeing individual and programmatic member development;
 - f. considering sector good practice and guidance from key bodies, and the steps that may be taken to address any agreed changes in practice;
 - g. reviewing requests to remove a member of a Committee from the membership.
- 20. Compliance with charity law and good practice in relation to Council members' benefits and expenses.
- 21. Authority to approve the following:
 - a. the annual Council induction and development plan;
 - b. the scope and timing of any co-opted and independent member recruitment exercise;
 - c. panel recommendations in relation to requests for the removal of a committee member.

Mode of Operation

- 22. The Committee has established the following Sub-Committees:
 - a. Nominations Sub-Committee
- 23. The committee will take into consideration the following in all matters:
 - a. the student interest and public interest

- b. sustainability
- c. equality, diversity and inclusion

**A working definition of 'cynefin' as it applies to governance is currently under development, to be adopted formally by Council. Meanwhile, the use of the term cynefin in the context of this committee can be broadly interpreted to mean community, belonging, and culture-building, informed by environment, heritage and history and diverse perspectives/experiences, so that all can succeed.*

Version Control

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REMUNERATION COMMITTEE CONSTITUTION

Purpose

1. To develop for Council an overall reward strategy and policy to cover the remuneration, benefits and conditions of employment of the senior officers of the University, including the remuneration, benefits and conditions of employment of the President and Vice-Chancellor and his/her direct reports, and of the College Pro Vice-Chancellors, the allowances for other holders of rotational offices of the University and the parameters for the remuneration and benefits of senior staff of the University.

Composition and Membership

2. The Committee shall be composed as follows:

Membership	Committee Officers (in attendance)
The Vice-Chair of the Council	Head of Leadership and Staff Development or another member of the Human Resources team as appropriate (Secretary)
The Chair of the Council	The Director of People and Culture
Two lay members from the Council	
<u>Notes:</u> 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. The Chair of Remuneration Committee shall not be the Chair of Council. A chair will be appointed by Council from the lay membership. The Chair shall preside over the meeting or in his/her absence shall arrange for another lay member to act as Chair. The Chair may nominate a Vice-Chair from the members of the Committee. This must not be the Chair of Council. The process of appointment to membership of the Committee and the terms of office will be in accordance with Ordinance 3.	<u>Notes:</u> The Committee may invite the Vice-Chancellor and the Provost and Deputy Vice-Chancellor to attend part of the Committee's meetings, to provide information and answer any questions from the Committee. At the discretion of the Chair other University Officers, lay members or other specified parties (e.g. external auditors) as may be appropriate, shall be invited to attend meetings on an ad hoc basis

Occurrence

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

Quorum

4. The quorum for the Remuneration Committee is three lay members.

Terms of Reference

Responsibility to scrutinise the University's performance, and to recommend proposals, in the following areas of business:

5. An overall reward strategy and policy to cover the remuneration, benefits and conditions of employment of the senior officers of the University.
6. Review the remuneration, benefits and conditions of employment of the President and Vice-Chancellor and his/her direct reports, and of the College Pro Vice-Chancellors, 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.
7. Review the decisions of the Professorial and Senior Salaries Executive Group, including any discretionary revisions to remuneration made between meetings of this group.
8. Receive a report on any severance terms agreed for senior staff of the University within the remit of the Vice-Chancellor.
9. 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 Executive Group
10. Receive and consider an annual report on the pay gap and on equal pay in the University.

Authority to approve recommendations with respect to:

11. Determine the remuneration, benefits and conditions of employment of the President and Vice-Chancellor and his/her direct reports
12. 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.
13. 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 Executive Group;
14. 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, and of the College Pro Vice-Chancellors, on the termination of their employment ensuring compliance with the requirements set out by Medr;
15. 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
16. 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;
17. 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.

Mode of Operation

18. The committee will take into consideration the following in all matters:
 - a. the student interest and public interest
 - b. sustainability
 - c. equality, diversity and inclusion.

Appendix 1 Parameters and delegation arrangements

a) Professorial recruitment

Appointment level:	Authority
Band 1	Recommended by Head of School and approved by College Pro Vice-Chancellor. Salaries above the band maximum, must be approved by the Provost and Deputy Vice-Chancellor with support from the Director of People and Culture.
Band 2	Recommended by the College Pro Vice-Chancellor and approved by the Provost and Deputy Vice-Chancellor. Salaries above the band maximum, must be approved by the Provost and Deputy Vice-Chancellor with support from the Director of People and Culture.
Band 3	Recommended by the College Pro Vice-Chancellor for approval by the Provost and Deputy Vice-Chancellor and Vice-Chancellor. Salaries above the band maximum, must be approved by the Vice-Chancellor with support from the Director of People and Culture.
Any salaries above the current pay scale will require Vice-Chancellor approval with support from the Director of People and Culture.	
Any salaries of £150K and above will require Vice-Chancellor and Chair of Remuneration Committee (or delegate) approval with support from the Director of People and Culture.	

b) Senior Professional Staff – Determination of remuneration

Recruitment to all Senior Professional Staff roles will be subject to HAY job evaluation by HR and allocated a Tier, with salary determined by the market and approved by the relevant Director and the Chief Operating Officer and University Secretary. Where market forces require a market supplement, this process will be supported by the Director of People and Culture.

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MAJOR COMMITTEES OF SENATE

ACADEMIC STANDARDS AND QUALITY COMMITTEE CONSTITUTION

1. Purpose

- 1.1 The Academic Standards and Quality Committee, a sub-committee of Senate and Education and Student Experience 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. Composition and Membership

- 2.1 *The Committee shall be composed as follows:*

Members	Committee Officers
Pro Vice-Chancellor (Education and Student Experience)	Head of Education Governance
Vice-Chancellor	Academic Registrar
Dean for Academic Quality	Head of Academic Quality and Standards
Dean for Postgraduate Research Studies	Director of the Learning and Teaching Academy
College Dean for Education of each College	Head of Registry Operations
Six members of academic staff, two from each College, experienced in the management of academic standards and quality procedures, appointed by the Senate	College Education Managers
One member appointed by the Council who shall not be an employee or student of the University	
Three students, appointed by the President of the Students' Union, of whom at least one shall be a postgraduate student	

2.2 Notes:

- .1 The Pro Vice-Chancellor (Education and Student Experience) shall Chair the Committee.
- .2 The Head of Education Governance shall be the Secretary
- .3 At the discretion of the Chair other University Officers, independent members, or other specified parties as may be appropriate, shall be invited to attend meetings on an ad hoc basis.

3. Occurrence

- 3.1 The Committee shall meet four times each academic year.

4. Terms of Reference

4.1 The Committee shall:

- 4.1.1 develop and keep under review the academic quality strategy, regulations, policy and quality assurance procedures of the University, and the implementation thereof, and make recommendations thereon to the Senate;
- 4.1.2 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 review of taught programmes and their revalidation;
 - iii. ensure the implementation of the approved quality assurance procedures in relation to the University's annual reviews of postgraduate research activity;
 - iv. make appropriate recommendations to the Education and Student Experience Committee or Senate, as appropriate, arising from 4.1.2 i to iii
- 4.1.3 make recommendations to the Education and Student Experience Committee in respect of enhancement opportunities arising from the operation of quality assurance and standards procedures;
- 4.1.4 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, Quality Assessment Framework for Wales and the Quality Assurance Agency's UK Quality Code for Higher Education;
- 4.1.5 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 Education and Student Experience Committee or Senate, as appropriate, arising from 4.1.5 i to ii;
- 4.1.6 consider and approve reports arising from the 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;
- 4.1.7 consider proposals for the formulation, or revision of, and exceptions to, Academic Regulations, and make recommendations to the Senate thereon;

- 4.1.8 establish, as appropriate, such Sub-Committees or other task-oriented groups as the Committee requires in order to fulfil its role.
- 4.2 The Committee shall submit an annual quality report to Senate and Council to inform the annual assurances provided to the regulatory body.
- 4.3 The Committee has authority to approve recommendations with respect to the following:
 - 4.3.1 approval of new degree programmes and variations to existing degree programmes;
 - 4.3.1 variations to Senate regulations and policies in response to specific programme or student related cases.

5. **Mode of Operation**

- 5.1 The Committee has established the following sub-committees:
 - i. Programme Approval and Revalidation Sub-committee
 - ii. Education Partnerships Sub-Committee
 - iii. Admissions Policy Group
- 5.2 The following groups will report to the Education and Student Experience Committee and where appropriate to the ASQC:
 - i. College Education and Student Experience Committees
 - ii. College PGR Committees
- 5.3 The Committee shall submit an Annual Quality Report to Senate and Council.
- 5.4 The committee will take into consideration the following in all matters:
 - the student interest and public interest
 - sustainability
 - equality, diversity and inclusion

6. **Version Control**

Terms of reference last reviewed: October 2025
Approval date and body: Senate, June 2025
Due for review: October 2026

EDUCATION AND STUDENT EXPERIENCE COMMITTEE

1. Purpose

- 1.1 The Education and Student Experience Committee, a sub-committee of Senate, shall be responsible for providing strategic direction and advising the University on all matters relating to education and the student experience across the full range of its provision for students.

2. Composition and Membership

- 2.1 The Committee shall be composed as follows:

Members	Committee Officers
Pro Vice-Chancellor (Education and Student Experience)	Head of Education Governance
Vice-Chancellor	Director of the Learning and Teaching Academy
College Dean for Education for each College	Business Manager to the Pro Vice-Chancellor, Education and Student Experience
Dean for Student Success	Head of Registry Operations
Dean for Portfolio, Curriculum and Learning Innovation	College Education Managers
Dean for Postgraduate Research Students	University Librarian
Dean for the Welsh Language	
Academic Registrar	
Director of Strategic Planning	
Six members of academic staff, two from each College, experienced in matters related to education and student experience, appointed by the Senate	
One member appointed by the Council who shall not be an employee or student of the University	
Three students, appointed by the President of the Students' Union, of whom at least one shall be a postgraduate student	

- 2.2 Notes:

- .1 The Pro Vice-Chancellor (Education and Student Experience) shall Chair the Committee.
- .2 The Head of Education Governance shall be the Secretary.
- .3 At the discretion of the Chair other University Officers, independent members, or other specified parties as may be appropriate, shall be invited to attend meetings on an ad hoc basis.

3. Occurrence

The Committee shall meet four times each academic year.

4. Terms of Reference

- 4.1 The Committee shall:

- 4.1.1 develop and keep under review the education and student experience priorities and make recommendations thereon to the Senate;
- 4.1.2 ensure the implementation of the education and students experience priorities and evaluate their impact and effectiveness, with reference to the relevant University Success Measures and other metrics;
- 4.1.3 promote innovation and enhancement in teaching and assessment;
- 4.1.4 promote the opportunities for the professional development of staff to support teaching and assessment;
- 4.1.5 evaluate the outcomes of student surveys and evaluate the impact of enhancements to the student experience;
- 4.1.6 keep under review and evaluate the impact and effectiveness of strategies relating to education and students, including the widening participation strategy;
- 4.1.7 provide oversight of reporting to Medr on matters relating to education and students.
- 4.2 The Committee shall establish, as appropriate, such Sub-Committees or other task-oriented groups as the Committee requires in order to fulfil its role
- 4.3 The Committee shall submit an annual report to Senate on activities to enhance the student experience.

5. **Mode of Operation**

- 5.1 The Education and Student Experience Committee has established the following sub-committees:
 - i. Inspiring Teaching and Learning
 - ii. Student Success
 - iii. Student Voice and Partnership
- 5.2 The following groups will report to the Education and Student Experience Committee:
 - i. College Education and Student Experience Committees
 - ii. PGR Strategy Group
- 5.3 The Committee will take into consideration the following in all matters:
 - the student interest and public interest;
 - sustainability;
 - equality, diversity and inclusion.

6. **Version Control**

Terms of reference last reviewed: October 2025
Approval date and body: Senate November 2025
Due for review: October 2026

UNIVERSITY AWARDS AND PROGRESS COMMITTEE CONSTITUTION

1. Purpose

- 1.1 The University Awards and Progress Committee, a sub-committee of Senate, shall, under authority delegated to it by Senate and Council, 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. Composition and Membership

- 2.1 *The Committee shall be composed as follows:*

Members	Committee Officers
The Pro Vice-Chancellor (Education and Student Experience) (Chair)	Head of Education Governance (Secretary)
A College Dean (Education and Students), appointed by the Pro Vice-Chancellor (Education and Student Experience)	Head of Registry Operations
Dean for Academic Quality	

- 2.2 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.
- 2.3 At the discretion of the Chair other University Officers, independent members or other specified parties as may be appropriate, shall be invited to attend meetings on an ad hoc basis.

3. Occurrence

- 3.1 The Committee meets sufficient times and at appropriate points in the academic year to enable timely conferment of awards to those eligible, typically five meetings per academic year.

4. Terms of Reference

- 4.1 The University Awards and Progress Committee shall, under authority delegated to it by Senate and Council:
- 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;
 - rescind decisions to admit persons to awards:
 - to correct arithmetical or other errors of fact;

(ii) on the recommendation of re-convened Examining Boards.

- 4.2 The Committee shall submit a report to Senate of awards so granted and a list of names of persons awarded a degree, diploma, certificate or other academic award shall be maintained by the university.
- 4.3 The Committee shall receive recommendations from Examining Boards in respect of all appeals referred to a reconvened Examining Board under the Academic Appeals Procedure. Such recommendations shall be accompanied by a justification for varying, or upholding the previous decision.
- 4.4 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.
- 4.5 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.
- 4.6 The Committee will take into consideration the following in all matters:
- the student interest and public interest
 - sustainability
 - equality, diversity and inclusion

5. Mode of Operation

- 5.1 The Committee shall report annually to Senate via the Annual Quality Report.

6. Version Control

Terms of reference last reviewed: April 2026

Approval date and body: Senate June 2026

Due for review: 207/28

UNIVERSITY RESEARCH COMMITTEE CONSTITUTION

1. Purpose

1.1 The University Research Committee (URC) is a sub-committee of Senate and shall be responsible for advising the University of matters relating to the conduct of research and innovation. It will provide oversight, coordination, and enhancement of research and innovation activity across Cardiff University and support the development and implementation of institutional research strategies, ensuring alignment with national and international priorities, and promoting a culture of research excellence, integrity, and impact.

2. Composition and Membership

2.1 The Committee shall be composed of:

Members	Committee Officers
Pro Vice-Chancellor for Research, Innovation and Enterprise	PVC-RIE Business Managers
Vice Chancellor	Deputy Director, Strategy and Policy, The Research Service
Dean for Research and Innovation for each College	Deputy Director, Head of Research Development, The Research Service
University Dean of Research Culture and Environment	Deputy Director, Head of Business Engagement and Partnerships, The Research Service
University Dean of PGR Students	Research Communications Officer
One University Dean for International appointed by the Chair	Director University Libraries or nominee
Director of The Research Service	HR Leadership and Development Manager
Three representatives from Academic Schools, one from each college experienced in research leadership, appointed by the Senate	Head of EDI Hub
Two representatives from the Early Career Researcher community appointed by The Chair	
One student appointed by the President of the Students' Union who shall normally be a Postgraduate Research Student	
One Member of Council who shall not be an employee or student of the University	
One member from the Technicians Community nominated by the University Technical Services Group	
One member from the Research Administrators Forum, nominated by the Forum	

2.2 Notes:

- .1 The Pro Vice-Chancellor (Research, Innovation and Enterprise) shall the Chair the Committee.
- .2 The PVCRIE Business Manager shall be the Secretary.
- .4 Committee Officers shall be reviewed on an annual basis.

.5 At the discretion of the Chair, other University Officers, lay members, or other specified parties as may be appropriate, shall be invited to attend meetings on an ad hoc basis.

3. Occurrence

3.1 The Committee shall meet **three times per academic year**. Additional meetings may be convened at the discretion of the Chair.

4. Quorum

4.1 The quorum shall be **one third** of the membership, including at least one representative drawn from each College. Where a college representative is not able to attend, they should seek an appropriate substitute to attend on their behalf¹.

5. Terms of Reference

5.1 The Committee shall:

- 5.1.1 Maintain oversight of the effectiveness of the University's policy and guidance pertaining to research and innovation.
- 5.1.2 Recommend approval of research and innovation policies to Senate or University Executive Board as appropriate.
- 5.1.3 Be responsible for the oversight and monitoring of plans related to the delivery of the University's strategy aligned to research and innovation, making recommendations thereon to the Senate and University Executive Board.
- 5.1.4 Monitor and evaluate the University's research and innovation performance in terms of research quality, sustainability of research income and impact, and the management of associated risks, drawing on national and international benchmarks.
- 5.1.5 Monitor and report on progress towards relevant University Success Measures.
- 5.1.6 Support the development of interdisciplinary research and strategic partnerships, including with funding agencies, industry, government, and international collaborators.
- 5.1.7 Oversee and promote open research practices and compliance with funder requirements.
- 5.1.8 Provide strategic oversight of preparations for national assessments aligned to research and innovation (e.g. REF).
- 5.1.9 Review and recommend major institutional research initiatives and investments such as research institutes and infrastructure.
- 5.1.10 Receive reports from relevant sub-committees and working groups.
- 5.1.11 Provide oversight of reporting to Medr and Welsh Government on matters relating to research and innovation.

¹ With agreement from the Chair.

5.2 The committee shall establish, as appropriate, such sub-committees or other task-oriented groups as the Committee requires in order to fulfil its role.

5.3 The committee has no direct budgetary control but is able to recommend support for proposed activities in relation to research and innovation. The committee is able to review and / or set strategic priorities for research funding.

6. Mode of Operation

6.1 The Committee has established the following sub-committees or working groups to address specific areas:

- I. Research Culture Development Group
- II. Business and Innovation Relationships Group
- III. REF Strategy Group
- IV. Researcher Pathways Working Group
- V. University Technical Services Group
- VI. Open Research Operational Group
- VII. Research Income Group
- VIII. UKRI IAA Strategy Board

6.2 The following groups will report to the Research Committee:

- I. College Research and Innovation Committees
- II. PGR Strategy Group

6.3 The committee has established a Research Portfolio Engagement and Strategy Group to take advice from the University community on all matters relating to research and innovation policy and strategy.

6.4 The committee will take into consideration the following in all matters:

- The student interest and public interest
- Sustainability in research and innovation
- Equality, diversity and inclusion

6.5 The committee shall submit a report to each meeting of Senate on activities related to research and innovation.

7. Version Control

Terms of Reference last reviewed: March 2026

Approval date and body: Senate, March 2026

Due for review: March 2027

UNIVERSITY RESEARCH INTEGRITY AND ETHICS COMMITTEE (URIEC)

CONSTITUTION

Purpose

1. To advise Senate on the University's research integrity governance structures and procedures necessary for ensuring that the University meets the requirements of the Concordat to Support Research Integrity.
2. To provide assurance to Audit and Risk Committee that the University meets the requirements of the relevant research compliance legislation.

Composition and Membership

Membership
The Pro Vice-Chancellor for Research, Innovation and Enterprise appointed by the Vice-Chancellor (Chair)
Vice-Chancellor
The College Deans (Research), from each of the Colleges
Six members of the academic staff experienced in research integrity, research compliance or research ethics issues, two from each College on the nomination of Senate
Chair(s) of any Sub-Committee(s)
Two independent members, external to the University
One member who is an Early Career Researcher, appointed by the Chair
One further 'co-opted' member may be appointed by the Chair
<u>Note:</u> The Pro Vice-Chancellor shall chair the Committee or may delegate this role to one of the College Deans of Research if required. The process of appointment to membership of the Committee and the terms of office will be in accordance with Ordinance 3.

Committee Officers (in attendance)
Head of Research Integrity, Governance and Ethics (secretary)
' HTA Corporate Licence Holder Contact'
Biobank Academic Lead
The Establishment Licence Holder for animal research
Dean of Research Environment and Culture
Research Integrity and Governance Officer
Research Communications Manager
Head of Assurance Services
University Librarian

Director of Biological Standards and Services
Human Tissue Act Manager
<u>Note:</u> At the discretion of the Chair other University Officers, lay members or other specified parties (e.g. external auditors) as may be appropriate, shall be invited to attend meetings on an ad hoc basis.

Occurrence

3. The Committee shall normally meet at least three times a year, to align with reporting to Senate and the Audit and Risk Committee.

Quorum

4. Quorum shall be six members, to include one lay member.

Terms of Reference

5. Responsibility to scrutinise the University's performance in relation to Research Integrity, Research Compliance and Research Ethics, and to recommend proposals to Senate, Audit and Risk Committee or UEB.
6. Acting as an oversight body to ensure that the University meets the requirements of the UUK Concordat to Support Research Integrity.
7. Maintaining the University's Research Integrity and Governance Code of Practice and monitoring and reviewing its effectiveness on a regular basis.
8. Ensure mechanisms are in place for appropriate ethical review of human participant research projects.
9. Receiving a summary on allegations of academic research misconduct and making recommendations on general issues arising from such cases.
10. Ensure the University meets requirements for Research Compliance and legislation, through receipt and review of Assurance Reports, specifically in the following areas:
 - a. Human Tissue Research;
 - b. Animal research regulation and animal welfare standards;
 - c. Trusted Research (including Export Controls);
 - d. Clinical Research (including Clinical Trials).
11. Ensuring 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'.

Authority to approve recommendations with respect to:

12. Reviewing School Research Ethics Committees' annual reports submitted to Research and Innovation Services.
13. Considering 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'.
14. Research Integrity training.
15. Assurance Reports received from its Sub-Committees.

Mode of Operation

16. The Committee shall:
 - (i) produce an annual report that will be submitted to 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 Senate 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.
 - (iv) Provide a regular report to Senate, summarising the business of the Committee.
17. The Committee shall refer matters to Senate as appropriate.
18. The Committee may establish such working groups as are necessary to advise on matters within the remit of the Committee.
19. The Committee has established the following Sub-Committees and shall monitor compliance with legislative requirements by receiving an Annual Assurance report, and, at each meeting, an update report from each of the Sub-Committees:
 - a. Biological Standards Committee
 - b. Human Tissue Standards Committee
 - c. Joint Research Governance Group
 - d. Trusted Research Oversight Group

The Assurance reports (and relevant updates) shall be summarised and reported to Audit and Risk Committee.
20. The committee will take into consideration the following in all matters:
 - the student interest and public interest

- sustainability
- equality, diversity and inclusion

Version Control

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