

## **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 Lay member (Chair), who shall be appointed by and from the Council	Vice-Chancellor
4 Lay members, appointed by the Council, at least two of whom shall be members of the Council	Chief Operating Officer
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
	Risk Manager
	Group Financial Controller
	Governance Advisor (Lead Officer from Corporate Governance Team)
<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 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 without

<p>the institution or members of the Finance and Resources Committee.</p> <p>Members should not be members of staff or a student at the institution, including staff and students who are members of Council.</p> <p>The process of appointment to membership of the Committee and the terms of office will be in accordance with Ordinance 3.</p>	<p>University management present, other than the Committee Secretary.</p> <p>The Secretary to the Audit and Risk Committee shall be the Secretary to the Council or such other person as appointed by the Council.</p> <p>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.</p>
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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 Higher Education Funding Council for Wales' 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, such as the management of conflicts of interest;
10. Serious incidents or failures (as defined by the Financial Management Code and Charities Commission) and significant losses in terms of their proper investigation, and that the External and Internal auditors, and where appropriate the Higher Education Funding Council for Wales 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.
14. Any material errors (greater than £50k) in tax and other returns.

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:

15. Any relevant reports from the Audit Wales, HEFCW and other organisations.

Authority to approve recommendations with respect to:

16. The nature and scope of the External Audit, and any non-audit services to be provided by the External Auditors;
17. The Internal Auditors' audit risk assessment, strategy 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;
18. The use of External Auditors for non-audit work; and
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 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 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

Terms of reference last reviewed: October 2023

Approval date and body: Council, 22 November 2023

Due for review: October 2024

## FINANCE & RESOURCES 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 and human resource management.

### Composition and Membership

2. *The Committee shall be composed as follows:*

<b>Members</b>	<b>Committee Officers (in attendance)</b>
the Chair of the Council ex officio	University Secretary (Secretary to the Committee)
the Vice-Chair of Council ex officio	Chief Financial Officer
the President and Vice-Chancellor ex officio	Chief Operating Officer
the Deputy Vice-Chancellor ex officio	Director of Human Resources
the Chair of the Investment and Banking Sub-Committee ex officio	Director of Estates
one member of the Council appointed by the Council from among its academic staff members	Director of Strategic Planning
two lay members appointed by the Council	Governance Advisor (Lead Officer from Corporate Governance Team)
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	
<u>Notes:</u> The Chair of Council shall chair the Committee or may delegate this role to one of the lay 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 & Risk Committee may not also be a member of the Finance & Resources Committee (in line with point 122 of the Financial Management Code).	<u>Notes:</u> 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.

## 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:

### *Strategy, Risk & Resource Allocation*

4. The Vice-Chancellor's proposals for achieving the University's strategic aims, specifically by ensuring the alignment of resources (including financial, physical, digital and human resources) with the University's Strategic Plan and providing advice to Council on prioritising competing proposals against available resources;
5. The strategic risks relevant to the work of the Committee as determined by the University's risk management policy and risk register;
6. Monitoring of all relevant Key Performance Indicators, ensuring that concerns about performance are addressed;
7. Following advice from the Vice-Chancellor, make recommendations to Council on the allocation of the University resources, including future commitments, in support of the delivery of the University's strategy.

### *Financial Management*

8. Review and monitor the University's financial strategy and plans, ensuring that they meet the regulatory requirements of the Charity Commission, HEFCW and its successors;
9. Review the institution's draft annual financial statements for report thereon to the Audit and Risk Committee and recommendation to the Council;
10. 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;
11. 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;
12. Review, and make recommendations to Council as appropriate, on any variations to, and business cases not included in, the annual budget;
13. Recommend to Council on the annual capital investment plan budget and business cases or variations to the agreed annual capital investment plan budget;
14. 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;
15. Ensure that the affordability of, and risks around, financial commitments have been assessed in line with the Financial management Code (or any subsequent regulations)
16. 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;
17. Consider any other matters relating to the financial wellbeing of the University as directed by the Council;

18. Authority to approve the following:

- a. the University's Financial Regulations and Financial Delegation of Authority Framework (where those entries relate to authorities delegated to the Committee or lower);
- b. the University's Fee and Access Plan.

*Investment and Banking*

19. Scrutinise performance and recommend proposals in relation to the University's investment strategy and principles;

20. 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. Treasury Management statement and the strategies and policies for cash management, investment and borrowings;
- d. following recommendation from the Investment & Banking Sub-Committee, the overall investment strategy and authority to invest in line with the strategy, including the appointment of investment managers and advisors;
- e. following recommendation from the Investment & Banking Sub-Committee, signatories to undertake investment arrangements and bank signatories;
- f. the appointment of the University's main corporate insurer;
- g. annual assurance reports relating to Treasury Management.

*Commercial Activities*

21. Receive reports on the University's involvement in and performance of Joint Ventures and subsidiary companies;

22. 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;
- b. the appointment of Directors to a Joint Venture.

*Human Resources Management*

23. Scrutinise the University's performance, and to recommend proposals relating to human resources strategy, risk and resource alignment;

24. Authority to approve the following:

- a. annual assurance reports relating to People Management.

*Infrastructure*

25. 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;



26. Receive an annual report on the performance of the estate;
27. Scrutinise performance and recommend proposals in relation to the University's work towards achieving carbon net zero and its carbon management strategy and plan;
28. 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.

### Mode of Operation

29. The Committee has established the following Sub-Committees:
  - a. Investment & Banking Sub-Committee
  - b. Environmental Sustainability Sub-Committee
30. 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

Terms of reference last reviewed: October 2023

Approval date and body: Council, 22 November 2023

Due for review: October 2024

## GOVERNANCE COMMITTEE CONSTITUTION

### Purpose

1. Established by the Council, to advise and assist Council on the effectiveness of the governance structure and framework of the University, including commissioning effectiveness reviews of Council as required; 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; and constitutional and legal matters, including the Charter, Statutes and Ordinances.

### Composition and Membership

2. *The Committee shall be composed as follows:*

<b>Membership</b>	<b>Committee Officers (in attendance)</b>
The Chair of the Council	Chief Operating Officer
The Vice-Chair of the Council	General Counsel & University Secretary (Secretary)
The President and Vice-Chancellor or nominee	Head of Corporate Governance
Three additional lay members appointed by and from the Council	Governance Advisor (Lead Officer from Corporate Governance Team)
Two members appointed by and from the Senate	
The President of the Students' Union, or a nominee from among the Elected Officers	
The Deputy Vice-Chancellor (co-opted)	
<b>Notes:</b> The Chair of Council shall chair the Committee or may delegate this role to one of the lay 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.	<b>Notes:</b> 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.

### Terms of Reference

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

3. The governance structure and framework of the University, including commissioning effectiveness reviews of Council as required, and monitoring completion of any recommendations arising from such reviews.
4. 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, the UUK Concordat to Support Research Integrity, the Animals (Scientific Procedures) Act 1986, data protection, and health, safety and well-being legislation.

5. 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.
6. Nominations and Appointments, including:
  - a. succession planning arrangements to ensure continuous effective governance operations, including in relation to the handover between the Chairs of the committees of Council;
  - b. keeping under review the composition of the membership of the Council, including its profile against the agreed skills matrix and how it ensures equality, diversity and inclusivity in membership;
  - c. receiving feedback from annual appraisals of members;
  - d. overseeing individual and programmatic member development;
  - e. monitoring lay member and co-opted member vacancies, and committee chairs' terms of office on an annual basis;
  - f. ensuring that the Nominations Sub-Committee advertises upcoming vacancies as appropriate, recommends suitable candidates to Council and fills vacancies in a timely manner, including the appointment of the Chancellor, Chair and Vice-Chair of Council;
  - g. receiving reports for information on equality, diversity and inclusion with respect to the composition of Council and its committees;
  - h. considering sector good practice and guidance from key bodies, and the steps that may be taken to address any agreed changes in practice;
  - i. reviewing requests to remove a member of a Committee from the membership.
7. Compliance with charity law and good practice in relation to Council Members' benefits and expenses.
8. Recommendations from audit reports on the University's governance services and the wider implications for the University governance structure and framework.

**Authority to approve recommendations with respect to the following reports on behalf of Council:**

9. Animals (Scientific Procedures) Act 1986: Compliance Report - Statement of the Establishment Holder
10. Annual Statement on Research Integrity
11. Annual Report: Welsh Language Monitoring
12. Annual Prevent Report
13. Modern Slavery Act Annual Statement
14. Strategic Equality Plan Annual Monitoring Report
15. Annual Report Information Governance
16. Safety, Health, Environment and Wellbeing Policy Statement

**Mode of Operation**

17. The Committee shall refer matters with strategic and resource implications to Finance and Resources Committee, and those matters with academic implications to Senate and may escalate concerns regarding risk of non-compliance with legislation to Audit and Risk Committee.
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:

- a. Biological Standards Committee
- b. Equality, Diversity and Inclusion Committee
- c. Health, Safety and Well-being Committee
- d. Nominations Sub-Committee
- e. Open Research Integrity and Ethics Committee

20. 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

Terms of reference last reviewed: October 2023

Approval date and body: Council, 22 November 2023

Due for review: October 2024

## 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, 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	<i>Head of Leadership and Staff Development or another member of the Human resources Team as appropriate (Secretary)</i>
The Chair of the Council	<i>The Director of Human Resources</i>
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 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 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, 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 Committee, including any discretionary revisions to remuneration made between meetings of that Committee.
8. Receive a report on any severance terms agreed for senior staff of the University within the remit of the Professorial and Senior Salaries Committee.
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 Committee.
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 Committee;
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 on the termination of their employment ensuring compliance with the requirements set out by the Higher Education Funding Council for Wales;
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 has established the following Sub-Committees:
  - a. Professorial and Senior Salaries Committee
19. 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

Terms of reference last reviewed: October 2022

Approval date and body: Council, 24 November 2022.

Due for review: October 2023

## MAJOR COMMITTEES OF COUNCIL AND SENATE

### ACADEMIC PROMOTIONS COMMITTEE CONSTITUTION

#### Purpose

1. To award the titles of senior lecturer, reader, personal chair, senior research fellow, principal research fellow and professorial research fellow to academic staff in accordance with the procedures and to review policy and procedures for the promotion of academic staff.
2. The Committee shall be a joint committee of both the Council and the Senate.

#### Composition and Membership

3. *The Committee shall be composed as follows:*

Membership	Committee Officers (in attendance)
The President and Vice-Chancellor	<i>Head of Leadership and Staff Development (Secretary)</i>
The Deputy Vice-Chancellor	<i>Organisation &amp; Staff Development Officer (Promotions)</i>
The Pro Vice-Chancellors who are heads of college	
6 professors appointed by the Senate, 2 from each college	
<u>Notes:</u> The President and Vice-Chancellor shall chair the Committee or may delegate this role to the Deputy Vice-Chancellor or Pro Vice-Chancellor. The process of appointment to membership of the Committee and the terms of office will be in accordance with Ordinance 3.	<u>Notes:</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.

#### Terms of Reference

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

4. Reviewing policy and procedures for the promotion of academic staff, including the establishment of appeals procedures;
5. Consider applications from members of the academic staff in respect of:
  - (i) Promotion to senior lecturer, reader and personal chair  
The Committee shall consider applications for promotion to senior lecturer, reader and personal chair 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, reader and personal chair.
  - (ii) Promotion to senior research fellow, principal research fellow and professorial research fellow



The Committee shall consider applications for promotion to senior research fellow, principal research fellow and professorial research fellow, in accordance with the procedures. The Committee shall, after completion of due processes, and where it decides it appropriate to do so, shall award promotion to senior research fellow, principal research fellow and professorial research fellow.

6. The Committee shall exercise such powers as may be delegated to it by the Senate and the Council.

#### Authority to approve recommendations with respect to:

7. Awarding of the academic titles of senior lecturer, reader, personal chair, senior research fellow, principal research fellow and professorial research fellow.
8. Policy making documents in relation to the promotion of academic staff.

#### Mode of Operation

9. The Committee shall provide an annual report to the Senate and the Council.
10. The Committee shall refer matters with strategic and resource implications to Council, and those matters with academic implications to Senate.
11. The Committee may establish such working groups as are necessary to advise on matters within the remit of the Committee.
12. 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

Terms of reference last reviewed: October 2022

Approval date and body: Council 24 November 2022 and Senate 30 November 2022

Due for review: October 2023

## HONORARY FELLOWSHIPS AND DEGREES COMMITTEE CONSTITUTION

### Purpose

1. To oversee the process for the conferment of the award of Honorary Fellowships and Honorary Degrees and advise the Senate and Council on these matters.

### Composition and Membership

2. *The Committee shall be composed as follows:*

Membership	In attendance
Vice-Chancellor (in the Chair)	The Chief Operating Officer
The Chair of Council or his/her nominee drawn from among the lay members of Council	The Director of Communications, Marketing and Student Recruitment
A second lay member of Council, elected by Council in a manner of its choosing, to serve for a maximum term of three years	The Director of Development and Alumni Relations
The Deputy Vice-Chancellor	
The Pro Vice-Chancellor, Education and Students	
Six members of academic staff to be elected by Senate, who will each serve for a term of three years, including two members (at least one of whom shall be a Head of School) from each of the Colleges	
The President of the Students' Union	
	<u>Notes:</u> The Secretary to the Committee will be nominated by the Chair.

### Terms of Reference

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

3. invite Members of the University (as defined in Ordinance 2<sup>1</sup>) to nominate individuals who meet the criteria for the award of Honorary Fellowships of Cardiff University; and for the award of Honorary Doctor of Cardiff University/ Doethur er Anrhydedd Prifysgol Caerdydd

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<sup>1</sup> Ordinance 2 - Members of the university

The following shall be Members of Cardiff University

- (1) the Chancellor, the Pro Chancellors, the President and Vice-Chancellor, the Chair of Council and other Officers;
- (2) the members of the Council and Senate;
- (3) the employees of Cardiff University;
- (4) the Students and alumni of Cardiff University and its predecessor institutions;
- (5) other persons as defined by resolution of the Council.

4. 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
5. Keep under review the criteria for the award of Honorary Fellowships and Honorary Degrees, informing Senate and Council of any changes made
6. Inform Senate and Council of individuals confirmed to receive the Honorary Fellowship of Cardiff University or for the award of an Honorary Degree
7. Ensure the publication of the updated register of Honorary Graduates of Cardiff University or its antecedent bodies
8. Review and update as necessary the procedures and ceremonial arrangements for the conferment of Honorary Fellowships and Honorary Degrees of the University
9. Consider proposals from the Vice Chancellor or Chief Operating Officer for the revocation of the conferment of an Honorary Degree or Honorary Fellowship

### Mode of Operation

10. 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

Terms of reference last reviewed: October 2023

Approval date and body: Council 22 November 2023 and Senate 8 November 2023

Due for review: October 2024

## UNIVERSITY AWARDS AND PROGRESS COMMITTEE CONSTITUTION

### 1. Purpose

- 1.1 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.

### 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
Academic Registrar	

- 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. The substitute(s) will normally be:

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

- 2.3 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 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:

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.
- 4.2 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.
- 4.3 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.
- 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 and Council via the Annual Quality Report.

## 6. Version Control

Terms of reference last reviewed: January 2023

Approval date and body: Council February 2023

Due for review: 2023/24

## 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 Students)	Head of Education Governance
Vice-Chancellor	Academic Registrar
One College Dean (Undergraduate) Studies appointed by the Pro Vice-Chancellor (Education and Students)	Head of Academic Quality and Standards
One College Dean (Postgraduate) Studies appointed by the Pro Vice-Chancellor (Education and Students)	Director of the Learning and Teaching Academy
Dean for Student Employability	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 Students) shall Chair the Committee.
- .2 The Head of Education Governance shall be the Secretary
- .3 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 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:
  - i. College Education and Student Experience Committees
  - ii. PGR Strategy Group
- 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: September 2022

Approval date and body: Council 24 November 2022 and Senate 30 November 2022

Due for review: November 2023



## 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 Students)	Head of Education Governance
Vice-Chancellor	Director of the Learning and Teaching Academy
College Dean (Undergraduate Studies) of each College	Business Manager to the Pro Vice-Chancellor, Education and Student Experience
College Dean (Postgraduate Studies) of each College	Head of Registry Operations
Dean for Student Employability	College Education Managers
Dean for the Welsh Language	University Librarian
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 Students) shall Chair the Committee.
- .2 The Head of Education Governance shall be the Secretary.
- .3 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

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 Students sub-strategy and make recommendations thereon to the Senate;
- 4.1.2 ensure the implementation of the Education and Students sub-strategy and evaluate its impact and effectiveness;
- 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 HEFCW and WAG 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
  - ii. Student Futures
  - iii. Student Life
  - iv. Student Voice and Partnership
  - v. Widening Participation Board
- 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
  - iii. Education Performance Oversight 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**

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