

**MINUTES OF THE MEETING OF CARDIFF UNIVERSITY GOVERNANCE
COMMITTEE HELD ON 9 NOVEMBER 2020, BY ZOOM, AT 11:00-13:45**

Present: Judith Fabian [Chair of Governance Committee], Tomos Evans, Professor Karen Holford [Deputy Vice-Chancellor], Jan Juillerat [Vice-Chair of Council], Professor Stuart Palmer [Chair of Council], Professor Colin Riordan [Vice-Chancellor], Judge Ray Singh, Dr Andy Skyrme and Professor Ceri Sullivan

Attendees: Orosia Asby [Director of Biological Services and Standards] for minute 794, Emma Gore [Research and Innovation Services] for minute 795, Rashi Jain [University Secretary], Vari Jenkins [Minute-taker], Ben Lewis [Director Student Support & Wellbeing] for minute 800, Catrin Morgan [Head of Compliance and Risk] for minute 804, Claire Morgan [Pro Vice Chancellor for Education and Students] for minute 805, TJ Rawlinson [Director of Development and Alumni Relations] for minute 801, Ruth Robertson [Head of Corporate Governance], Claire Sanders [Chief Operating Officer], Professor Damian Walford Davies [Pro Vice Chancellor for AHSS College] for minute 806, Professor Ian Weeks [Pro Vice Chancellor for the College of Biomedical and Life Sciences] for minute 794.

788 PRELIMINARIES

NOTED

788.1 Orosia Asby, Director of Biological Services and Standards and Professor Ian Weeks, Pro Vice Chancellor for the College of Biomedical and Life Sciences and Establishment Licence Holder were welcomed to the meeting.

788.2 Emma Gore, Research and Innovation Services, was welcomed to the meeting.

788.3 that the remaining presenters would join later in the meeting to present their paper.

789 MINUTES OF PREVIOUS MEETING

Members were invited to review the minutes of the meeting held on 30 September 2020 and to comment or suggest amendments as appropriate.

RESOLVED

789.1 that minute 887.3 should be amended to reflect that the Chief Finance Officer and Chief Operating Officer will be required to attend meetings of Council.

789.2 that the minutes of the meeting held on 30 September 2020 were agreed to be a true and accurate record of the meeting, subject the amendment in minute 789.1 above.

790 MATTERS ARISING

Received and considered paper 20/146, which reported progress against the matters arising from the previous meeting on 30 September 2020.

791 DECLARATIONS OF INTEREST

NOTED

791.1 that Jan Juillerat declared an interest in respect of item 10 of the agenda, 'Governance Effectiveness Review', as an Associate of Advance HE.

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

Received and considered paper 20/147, 'Report from Equality, Diversity and Inclusion Sub-Committee'. Professor Karen Holford, Chair of this committee, was invited to speak to this item.

NOTED

792.1 that the recent work of the Committee included consideration of the revised Student Pregnancy and Maternity Policy, staff survey results and the LGBT+ Students and Allies Accommodation project;

792.2 that funds received from HEFCW for student wellbeing would be received via the HSE Sub-Committee and the EDI Sub-Committee would be consulted if appropriate.

793 REPORT FROM THE HEALTH, SAFETY AND ENVIRONMENT SUB-COMMITTEE

Received and considered paper 20/165, 'Report from Health, Safety and Environment Sub-Committee'. Professor Karen Holford, Chair of this committee, was invited to speak to this item.

NOTED

- 793.1 that after seeking guidance from Public Health Wales, the University had approved the use of face coverings;
- 793.2 that evacuation drills had been postponed given that there are fewer people on site but also that the evacuation of staff and students posed a risk in terms of social distancing. The testing of the alarm will continue;
- 793.3 that future reports of the Occupational Health and Staff Wellbeing report would include a management summary of the key findings;
- 793.4 that Health Safety and Environment would become a standing item on the Council agenda;
- 793.5 that Cardiff University has received positive feedback from external organisations, such as Public Health Wales, regarding its management of the impact of COVID.

RESOLVED

- 793.6 the Committee requested that the Health, Safety and Environment Sub-Committee provide assurance that student residences had systems in place to ensure that students knew what to do in the event of an evacuation.

794 REPORT FROM BIOLOGICAL STANDARDS SUB-COMMITTEE AND TERMS OF REFERENCE

Received and considered paper 20/148, 'Report from Biological Standards Sub-Committee and Terms of Reference'. Orosia Asby, Director of Biological Services and Standards, was invited to speak to this item.

NOTED

- 794.1 that the Sub-Committee had nominated a new chair, Professor Nick Topley, who was previously the Vice-Chair;
- 794.2 that the appointment of the new Establishment Licence Holder, Professor Ian Weeks, had been approved by the Home Office.

RESOLVED

- 794.3 the Committee approved the revised constitution and membership of the Biological Standards Sub-Committee.

Received and considered paper 20/149C, 'Animals (Scientific Procedures) Act 1986: Compliance Report – Statement of the

Establishment Holder (19/20)'. Professor Ian Weeks, Pro Vice Chancellor for the College of Biomedical and Life Sciences and Establishment Licence Holder, was invited to speak to this item.

NOTED

- 794.4 that there are concerns around continuing personal licenses and this will be looked at with Biological Standards Committee;
- 794.5 that there is one instance of non-compliance currently being considered by the Home Office;
- 794.6 that at the Vice Chancellor's request, the University Secretary and the Establishment Licence Holder are meeting to take forward requirements of the Act.

RESOLVED

- 794.7 the Committee recommends the Animals (Scientific Procedures) Act 1986: Compliance Report to Council for approval.

795 REPORT FROM OPEN RESEARCH INTEGRITY & ETHICS SUB-COMMITTEE

Received and considered paper 20/150, 'Report from Open Research Integrity & Ethics Sub-Committee'. Emma Gore, Research and Innovation Services, was invited to speak to this item.

NOTED

- 795.1 that all the proposals in the paper had been approved by the Open Research Integrity & Ethics Sub-Committee (ORIESC);
- 795.2 that the training rate for staff is low at 33%. There had been various action taken over the last year but these have not proved effective in increasing the training rate substantially. Work has been undertaken to follow up at a local level, which has made a marginal difference;
- 795.3 that IT system restrictions have meant that it has not been possible to link individual staff training to Core, the University's HR system used to manage training.

Received and considered for information paper 20/151, '2019/20 Annual Statement on Research Integrity'. Emma Gore, Research and Innovation Services, was invited to speak to this item.

RESOLVED

795.4 the Committee recommends the 2019/20 Annual Statement on Research Integrity to Council for approval.

796 RESPONSE TO THE CAMM REVIEW

Received and considered paper 20/153, 'Response to the Camm Review: Universities in Wales Governance Charter and Commitment to Action'. Ruth Robertson, Head of Corporate Governance, was invited to speak to this item.

NOTED

796.1 that many examples of good practice recommended in the Review were identified from Cardiff University and therefore some of the practice is already in place.

RESOLVED

796.2 the paper is to be amended to reflect that the University will continue with our good practice;

796.3 the Committee recommends the proposed responses as the basis for a Governance Charter Commitment to Action implementation plan, to Council for approval, subject to the inclusion of the recommendation in minute 796.2.

797 GOVERNANCE EFFECTIVENESS REVIEW

Received and considered paper 20/152C, 'Governance Effectiveness Review'. Ruth Robertson, Head of Corporate Governance, was invited to speak to this item.

RESOLVED

797.1 that consideration of the scope should include a review of items that have not yet been addressed under other reviews;

797.2 the three contractors to be invited to express an interest in conducting the review are Dr Jonathan Nicholls, Advance HE and Halpin;

797.3 the selection process and decision be delegated to a panel consisting of the Chair of Council or Vice-Chair, the Chair of the Governance Committee, the Chair of the Audit & Risk Committee, the Vice-Chancellor or his nominee and the Secretary to the Council.

798 LAY MEMBER APPOINTMENTS

Received and considered paper 20/154, 'Lay Membership of Council and its Committees'. Vari Jenkins, Governance Advisor, was invited to speak to this item.

RESOLVED

- 798.1 to recommend Chris Jones, lay member appointed by Council as Chair of the Investment and Banking Sub-Committee from 1 January 2021 to 31 December 2023.
- 798.2 to recommend Dr Pretty Sagoo, lay member appointed by Council to the Investment and Banking Sub-Committee from 1 January 2021 to 31 December 2023.
- 798.3 to recommend Chris Jones, Chair of the Investment and Banking Sub-Committee (ex-officio) to the Finance and Resources Committee from 1 January 2021 to 31 December 2023.
- 798.4 to commence discussions with individuals who are eligible for re-appointment from 1 August 2021.
- 798.5 to explore the replacement of a Chair of the Estates and Infrastructure Sub-Committee.

799 CHAIRSHIP OF COUNCIL

Ruth Robertson, Head of Corporate Governance, spoke to this item.

NOTED

- 799.1 that the Privy Council are considering the request to amend Statutes IV and VI to allow Council to appoint a Chair externally. They have given an outline of timescales which indicates that if their decision is a positive one and the process is concluded efficiently, the University would be in a position to act on the decision by the middle of January 2021.

RESOLVED

- 799.2 the University Secretary, Vice-Chair of Council and the Chair of the Governance Committee are to meet to discuss alternative options in the event that a decision from Privy Council is not forthcoming and risks delaying recruitment.

800 ANNUAL REPORT: PREVENT (HEFCW RETURN)

Received and considered papers 20/210C 'Prevent Duty Statutory Monitoring Return 2019- 2020', 20/211C 'Prevent Accountability and Data return' and 20/212C 'Prevent Risk Register'. Ben Lewis, Director Student Support & Wellbeing, was invited to speak to this item.

NOTED

- 800.1 that there has been collaboration with the Students' Union, who are represented on the Safeguarding Group, which oversees the policy level.

RESOLVED

- 800.2 the Committee recommends the Prevent Duty Statutory Monitoring Return 2019- 2020 to Council for approval.

801 FUNDERS ADVISORY PANEL

Received and considered papers 20/206 'Funders Advisory Panel - Terms of Reference'. TJ Rawlinson, Director of Development and Alumni Relations, was invited to speak to this item.

RESOLVED

- 801.1 to recommend to Council the approval of the Funders Advisory Panel Terms of Reference;
- 801.2 to recommend to Council the appointment of Reverend Canon Gareth Powell as the inaugural Chair of the Panel;
- 801.3 to recommend to Council that the inaugural Chair identifies a long list of members in consultation with the Chair of Council, the Vice-Chancellor, the Director of Development and Alumni Relations, and the Director of Research & Innovation.

802 COMPLAINTS REPORT: STUDENTS, STAFF AND THIRD PARTIES (19/20)

Received and considered papers 20/156C 'Annual Complaints Report'. Ruth Robertson, Head of Corporate Governance, was invited to speak to this item.

NOTED

- 802.1 that the report captured the number of fundraising complaints for the first time;

802.2 that the management of student complaints requires investment in resources to respond to the increasing demand.

802.3 that there appeared to be an error in the paragraph underneath Table 3 and that the sentence should read 'Of the 7 cases found to be Partly Justified or ~~Not~~ Justified in 2019:...'

RESOLVED

802.4 the report is to be recommended to Council subject to the correction noted in 802.3 above

803 COMPLIANCE REPORT: HEFCW FINANCIAL MANAGEMENT CODE & CUC HE CODE OF GOVERNANCE

Received and considered papers 20/157C 'Compliance Report: HEFCW Financial Management Code & CUC HE Code of Governance'. Ruth Robertson, Head of Corporate Governance, was invited to speak to this item.

NOTED

803.1 that since the drafting of the paper, further work has been undertaken on assessing compliance against the CUC Code of Governance.

RESOLVED

803.2 Chair's action to be taken to confirm progress against compliance with the HEFCW Financial Management Code and CUC HE Code of Governance prior to the HEFCW Annual Assurance submission deadline of 31 December 2020.

804 MODERN SLAVERY ACT ANNUAL STATEMENT

Received and considered papers 20/160 'Modern Slavery Act'. Catrin Morgan, Head of Compliance and Risk, was invited to speak to this item.

RESOLVED

804.1 to recommend the Modern Slavery Act Annual Statement to Council for approval.

805 ANNUAL REVIEW: STUDENT CHARTER & STUDENTS' UNION RELATIONSHIP AGREEMENT

Received and considered papers 20/158 'Student Charter and Students' Union Relationship Agreement 2019-20' and 20/159

'Appendix 2 - Students' Union Relationship Agreement'. Claire Morgan, Pro Vice Chancellor for Education and Students, was invited to speak to this item.

RESOLVED

- 805.1 to recommend the revised Students' Union Relationship Agreement and Student Charter to Council for approval.

806 WELSH LANGUAGE STRATEGY

Received and considered papers 20/207 'Welsh Language Strategy', 20/208 'Strategaeth Gymraeg' and 20/209 'Welsh Language Strategy – Coversheet'. Professor Damian Walford Davies, Pro Vice Chancellor for AHSS College, was invited to speak to this item.

NOTED

- 806.1 that Cardiff and Vale Health Board have expressed their interest to build upon the strategy;
- 806.2 that the UEB would receive a quarterly report on the progress of the strategy;
- 806.3 that the committee welcomed the positive statements in the strategy and considered that it will be of significant benefit to the University.

RESOLVED

- 806.4 the Committee would welcome regular updates on the strategy at Council;
- 806.5 to recommend the Welsh Language Strategy to Council for approval.

807 EXECUTION OF DOCUMENTS (SEAL)

RESOLVED

- 807.1 to recommend the process for Execution of Documents (Seal) to Council for approval.

808 ANY OTHER BUSINESS

NOTED

- 808.1 that the Welsh Language Monitoring Report which is due for return at the end of January 2021, would be considered via Chair's action in December 2020.

808.2 that since the last meeting, Chair's Action had been taken to approve the addition of the Director of English Language Programmes and the Director for the Centre for Education Support and Innovation (CESI) as ex-officio members of Senate, given the crucial roles they play in relation to the academic provision of the University.

809 AGENDA FOR THE NEXT MEETING

Received and considered paper 20/164, 'Agenda for Next Meeting'.
Judith Fabian, Chair of the Committee, spoke to this item.

NOTED

809.1 that the agenda was subject to change following agreement to hold an additional Governance Committee in January 2021 to consider time specific items.