

**MINUTES OF THE MEETING OF CARDIFF UNIVERSITY GOVERNANCE COMMITTEE
HELD ON 16 JUNE 2021, BY ZOOM, AT 12:00-15:30**

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

Attendees: Rhodri Evans [Head of Registry] for minute 850, Rashi Jain [General Counsel and University Secretary], Vari Jenkins [Minute-taker], Claire Morgan [PVC Education and Student Experience] for minute 850, Sarah Phillips [Archivist and Records Manager] for minute 861, Reverend Canon Gareth Powell [Pro Chancellor] for minute 849, TJ Rawlinson [Director of Alumni and Development] for minute 851, Ruth Robertson [Head of Corporate Governance], Claire Sanders [Chief Operating Officer], Chris Shaw [Acting Head Research Integrity, Governance and Ethics] for minute 860.

845 PRELIMINARIES

NOTED

845.1 that apologies were received from Dr Joanna Newman and Len Richards.

846 MATTERS ARISING

Received and considered paper 20/644, which reported progress against the matters arising from the previous meeting on 15 March 2021.

NOTED

846.1 that all matters arising from the previous meeting have been completed or are covered under the agenda.

847 DECLARATIONS OF INTEREST

NOTED

847.1 that the Vice Chair of Council, Jan Juillerat, declared an interest in item 9 Council Training and Induction programme 2021/22, as an Associate of Advance HE;

847.2 that the Vice-Chair of Council would recuse herself from item 12 for the consideration of the renewal of her term as Vice-Chair;

847.3 that the Chair of the Governance Committee would recuse herself from item 14 for the consideration of the renewal of her term on ASQC.

848 REPORT OF THE GOVERNANCE EFFECTIVENESS REVIEW 2021

Received and considered paper 20/645C, 'Report of the Governance Effectiveness Review 2021'. Ruth Robertson, Head of Corporate Governance, was invited to speak to this item.

NOTED

- 848.1 that Council is required to consider the Governance Effectiveness Report and determine which recommendations it wishes to take forward;
- 848.2 that it would be helpful to have an open discussion regarding the culture of consultation with Senate in response to recommendation 10, and to explore how consultation is undertaken;
- 848.3 that recommendations 2, 3, 5, 6, 9, 11, 12B, 13, 14, 15, 16, 17, 18, 19, 20 and 21 were supported by the Committee;
- 848.4 that, when considering recommendation 5, it would be beneficial to have some flexibility in the format of committee meetings. The Committee agreed that it would be helpful for Council to meet in person, government restrictions allowing, and that it would be for major committees to determine their preference of meeting format, with a guideline of one face to face meeting per year; Concerns were raised about hybrid meetings with both in person and virtual attendees, however it was also noted that this had previously worked well for Investment & Banking Sub-Committee pre-pandemic;
- 848.5 that recommendation 7 for a Nominations Committee differed from that proposed under the agenda which was already under review at the time of the Report. This will be explored as part of the later agenda item;
- 848.6 that recommendation 8 for a Senior Independent Advisor would be discussed at Council;
- 848.7 that recommendation 4 for an Annual General Meeting was not supported;
- 848.8 that recommendations 13 and 18 are addressed under the agenda item for Council Training and Induction Programme 2021/22;
- 848.9 that, in response to recommendation 17, task and finish groups could be established in the formative stages of policy development, to involve Council in the earlier stages of drafting;
- 848.10 that the annual governance internal audit would comprise an advisory review of the development and presentation of committee papers, the flow of business and the construction of agendas and will feed into recommendation 21.

RESOLVED

- 848.11 to recommend the final report for discussion at Council;
- 848.12 to recommend to Council the next steps, revised to reflect the discussion above, that will form the basis of an action plan.

849 COURT REVIEW WORKING GROUP

Received and considered paper 20/646C, 'Court Review Working Group'. The Reverend Canon Gareth Powell was invited to speak to this item.

NOTED

- 849.1 that it would be helpful for Council to reflect on who it considers to be key University stakeholders and the importance of establishing stakeholder engagement events to provide a more robust mechanism for nurturing relationships across the community;
- 849.2 that Cardiff Week targets donors and supporters, and holds events of interest for a variety of professionals, e.g teachers and researchers. Such an event could be created to improve engagement with stakeholders;

RESOLVED

- 849.4 to recommend the recommendations listed in the Court Review paper to Council for approval.

Reverend Canon Gareth Powell and the Vice-Chancellor left the meeting at the end of this item.

850 PROPOSALS FOR EDUCATION GOVERNANCE

Received and considered paper 20/647, 'Proposals for Education Governance'. Claire Morgan, PVC Education and Student Experience was invited to speak to this item.

- 850.1 that a comprehensive review of education governance had been undertaken in last 6 months, which has involved consultation with Schools, Colleges and Directors of Learning and Teaching;
- 850.2 that the establishment of an Education and Student Experience Committee under Senate will improve links with Senate and Schools, and provide clearer governance for Board of Studies;
- 850.3 that there had been University-wide consultation to enable staff to provide feedback;
- 850.4 that the advice of Senate is being sought on the inclusion of a Council member to the Education and Student Experience Committee to align with the existing membership of ASQC.

RESOLVED

- 850.5 that future consultation would involve targeted communication with Boards of Studies;
- 850.6 to recommend the changes to ordinances 9 and 10 to Council for approval, subject to approval of Senate to:

- .1 vary the membership and make minor modifications to the terms of reference of ASQC;
- .2 to establish an Education and Student Experience Committee.
- .3 confirm that the Doctoral Academy should no longer be regarded as an academic body.

851 ENVIRONMENTAL SUSTAINABILITY GOVERNANCE

Received and considered paper 20/648C, 'Environmental Sustainability Governance'. TJ Rawlinson, Director of Development and Alumni was invited to speak to this item.

NOTED

- 851.1 that the proposed establishment of an Environmental Sustainability Sub-Committee under the Finance & Resources Committee, will replace the Carbon Net Zero Panel and the environmental remit of the current Health, Safety and Environment Committee;
- 851.2 that there would be no change to the Trade Union representation on either the proposed Health Safety and Well-being Sub-Committee, or the Environmental Management System group. The latter group will also feed into the new Environmental Sustainability Sub-Committee;
- 851.3 that it would be helpful if the lay member of Council in the proposed membership of the Environmental Sustainability Sub-Committee were also a member of the Finance and Resources Committee too;
- 851.4 that there will be working groups which feed into the sub-committee and consideration will be given to how the relationship will be developed to ensure groups work together;
- 851.5 that given the limited number of lay members on Council, there may be difficulty in finding a lay member to support the sub-committee.

RESOLVED

- 851.6 to approve the revised terms of reference of the Health, Safety and Well-being Sub-Committee, subsequent to approval of the Environmental Sustainability Sub-Committee of Finance and Resources Committee;
- 851.7 to recommend to Council for approval, the associated changes to Ordinance 10 Governance Committee to reflect the change from a Health, Safety and Environment Sub-Committee to a Health, Safety and Wellbeing Sub-Committee.

852 COUNCIL TRAINING AND INDUCTION PROGRAMME 2021/22

Received and considered paper 20/649, 'Council Training and Induction programme 2021/22'. Rashi Jain, General Counsel and University Secretary, was invited to speak to this item.

NOTED

- 852.1 that it would be helpful to consider including information on relationships with Senate and the work of Boards of Studies;
- 852.2 that the health and safety responsibilities of Council are currently included in the role of the governor, but consideration could be given to more information under the role of Council.

RESOLVED

- 852.3 to approve the away day and orientation programme proposed for the 21/22 academic year, subject to addition of the above areas;
- 852.4 to remove reference to the requirement for governors to submit a short written paragraph to request attendance at externally funded training places;
- 852.5 to approve the proposal for provision of six externally funded training places and the modified process for selection of the individuals in receipt of this funded training.

853 CHANGES TO ORDINANCE 12 ACADEMIC STAFF

Received and considered paper 20/655, 'Changes to Ordinance 12 Academic Staff'. Ruth Robertson, Head of Corporate Governance, was invited to speak to this item.

NOTED

- 853.1 that there is no change to the definition of academic staff, the paper corrects references to staff categories across the Ordinances and Statutes.

RESOLVED

- 853.2 to recommend the proposed change to Council for approval.

854 PROCEDURE FOR THE APPOINTMENT OF THE CHAIR AND VICE-CHAIR OF COUNCIL INCLUDING NOMINATIONS SUB-COMMITTEE TERMS OF REFERENCE

Received and considered paper 20/650C, 'Procedure for the appointment of the Chair and Vice-Chair of Council including Nominations Sub-Committee Terms of Reference'. Ruth Robertson, Head of Corporate Governance, was invited to speak to this item.

RESOLVED

- 854.1 to reflect in the procedure that the Chair of Council will have an input to the appointment and will be consulted;
- 854.2 to include the views of the Chair of Council in section 2.2 of the procedure;

- 854.3 to recommend the proposed procedure, with the amendments above, which confirm the respective roles and responsibilities for the recruitment and renewal to the positions of Chair and Vice-Chair of Council, to Council for approval;
- 854.4 to recommend the associated amendments to Ordinance 10C – Governance Committee as set out in Appendix A of the paper which also includes provision for the renewal of the Vice-Chair of Council's appointment and the Terms of Reference for a Nominations Sub-Committee, to Council for approval.

The Vice-Chair of Council left the meeting for the next item.

855 PROPOSAL TO EXTEND THE TERM OF THE CURRENT VICE-CHAIR OF COUNCIL

Received and considered paper 20/651C, 'Proposal to extend the term of the current Vice-Chair of Council'. Ruth Robertson, Head of Corporate Governance, was invited to speak to this item.

RESOLVED

- 855.1 REDACTED

856 CHANGES TO STAFF CATEGORIES ON COUNCIL

Received and considered paper 20/652, 'Changes to Staff Categories on Council'. Ruth Robertson, Head of Corporate Governance, was invited to speak to this item.

NOTED

- 856.1 that it is proposed to honour the terms of existing members, therefore there will be a period of transition;

RESOLVED

- 856.2 to amend the proposal to reflect that it will be a rolling programme, so that the Pro Vice-Chancellor is appointed from an alternate college;
- 856.3 to recommend to Council the proposed implementation mechanism to affect the agreed changes to the Senate (Academic Staff) membership category of Council;
- 856.4 to recommend to Council the proposed associated replacement of the Employees (Non-Academic Staff) category with a Professional Services category covering both non-academic and academic sub-categories.

857 LAY MEMBER APPOINTMENTS

Received and considered paper 20/653C, 'Lay Member Appointments'. Rashi Jain, General Counsel and University Secretary, was invited to speak to this item.

NOTED

857.1 that thanks were recorded to Dr Steven Luke and Len Richards for their valued contribution and support of the University;

857.2 that Judith Fabian left the meeting whilst her appointment to ASQC was considered.

RESOLVED

857.3 REDACTED

857.4 to recommend to Council the changes to membership of the Academic Promotions Committee to remove the requirement for lay members of Council;

857.5 to support the request for Chair's action to be taken to nominate a lay Council member (from the NHS in Wales) to Council for approval;

857.6 to support the request for Chair's action to be taken to nominate a lay member to the Governance Committee (which is anticipated to be the Council member from the NHS in Wales) to Council for approval;

857.7 to support the request for Chair's Action to be taken to nominate one academic staff member from Council to membership of the Finances and Resources Committee, to Council for approval.

858 TRUSTEE BENEFITS POLICY: ANNUAL REVIEW

Received and considered paper 20/654, 'Trustee Benefits Policy: Annual Review'. Rashi Jain, General Counsel and University Secretary, was invited to speak to this item.

RESOLVED

858.1 to amend the policy to align with the Staff Travel and Expenses Policy, to reflect that first class travel is only permitted in exceptional or emergency situations. In such cases a request must be approved by the University Secretary;

858.2 to recommend the changes to the Trustee Benefits Policy to Council for approval, following inclusion of the amendment above.

859 ANNUAL REPORT INFORMATION GOVERNANCE

Received and considered paper 20/656C, 'Annual Report Information Governance'. Rashi Jain, General Counsel and University Secretary, was invited to speak to this item.

NOTED

859.1 that the Committee reviewed summary of the key risks, personal data breach statistics, and the overview of the Information Request service.

860 ETHICS POLICY FOR HUMAN RESEARCH

Received and considered paper 20/657, 'Ethics Policy for Human Research'. Chris Shaw, Acting Head Research Integrity, Governance and Ethics, was invited to speak to this item.

NOTED

- 860.1 that the revisions incorporated secondary and publicly labelled data, and the use of social media data, which existed within school procedures.

RESOLVED

- 860.2 to recommend the revised Ethics Policy for Human Research to Council for approval.

861 INSTITUTIONAL ARCHIVE ACQUISITION POLICY

Received and considered paper 20/658, 'Institutional Archive Acquisition Policy'. Sarah Phillips, Archivist and Records Manager, was invited to speak to this item.

RESOLVED

- 861.1 to recommend the revised Institutional Archive Acquisition Policy and associated terms governing gift and bequest of records, to Council for approval.

862 ANY OTHER BUSINESS

NOTED

- 862.1 that the following Chair's Action had been taken since the last meeting:
- .1 approval of Research Integrity - Compliance with External Conflict of Interest Requirements;
 - .2 approval of Membership and Scope of the Nominations Committee to appoint the next Chair of Council and to oversee the governor apprentice appointment.

863 COMMITTEE BUSINESS FOR 2021/22

Received and considered paper 20/659, 'Committee Business for 2021/22'. Rashi Jain, General Counsel and University Secretary, was invited to speak to this item.

RESOLVED

- 863.1 to approve the 2021/22 schedule of committee business for the year;
- 863.2 to recommend to Council that approval powers be delegated in respect of the annual reports/statements insofar as permitted by external regulations.

864 CHANGES TO ORDINANCES

Received and considered paper 20/660 'Changes to Ordinances'. Ruth Robertson, Head of Corporate Governance, was invited to speak to this item.

RESOLVED

864.1 to recommend the proposed changes to Council for approval.

865 MINUTES OF PREVIOUS MEETING

Members were invited to review the minutes of the meeting held on 15 March 2021 and to comment or suggest amendments as appropriate.

RESOLVED

865.1 that the minutes of the meeting held on 15 March 2021 were agreed to be a true and accurate record of the meeting.

866 ITEMS RECEIVED FOR INFORMATION

The Committee received the following papers for information:

Paper 20/661	Report from Equality, Diversity and Inclusion Sub-Committee
Paper 20/663C	Report from Biological Standards Sub-Committee
Paper 20/664	Report from Open Research Integrity & Ethics Sub-Committee
Paper 20/669C	Update on Chair of Council Recruitment Exercise
Paper 20/665	Governance Apprentice Programme
Paper 20/666	Annual Report and Financial Statements template

867 CLOSING REMARKS

867.1 The Chair recorded their thanks to Professor Karen Holford, Len Richards and Tomos Evans' as this was their last meeting as a member of the Governance Committee.