



Cardiff University Governance Framework

2020

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Introduction

1. The Governance Framework is produced to help communicate the high-level governance of Cardiff University.
2. The framework lists known responsibilities and accountabilities, firstly at an institutional level and then at a College/School level. The key elements of the approach that has been adopted are:
 - To outline briefly the key responsibilities of the main University committees;
 - To set out the high-level approach to academic governance;
 - To list the known responsibilities and accountabilities of designated officers
 - To note from where the specific authority derives (statutes, ordinances, role descriptions and other regulations);
 - To make reasonable assumptions about lower level accountabilities based on known information.
3. In designing and reviewing the University's governance, it is important to recognise its various roles and registrations:
 - As a leading teaching and research University, with a Global profile;
 - That particular aspects of the University's work and activities will be regulated by other bodies (including but not limited to, HEFCW, OFS, HSE etc.);
 - As an institution with a unique public profile in the context of Wales;
 - As a Charity directly registered with the Charity Commission; and
 - As an enterprise with commercial activities and interests which are integral to the achievement of its objectives.
4. The framework, and this document, are subject to review on an ongoing basis and will be formally submitted to the University Executive Board and the Governance Committee (annually) on behalf of Council.

Cardiff University Constitution & Council

Constitutional Framework

5. The University's governance arrangements are set out in the Charter, Statutes, Ordinances and other regulations of the University. This Governance Framework provides an outline of the key instruments and principles of governance as they apply to the governing body and the executive management of the University.
6. The Charter was first granted by Queen Victoria in 1884 to found the University College of South Wales and Monmouthshire. The current charter (known as a Supplemental Charter) was approved in 2004 and sets out the purpose and powers of Cardiff University. Embodied within it are fundamental principles such as the University's power to teach, examine, carry out research and award degrees. Any changes to the Charter require approval from the Privy Council on behalf of Her Majesty the Queen.
7. The Statutes amplify the Charter and set out the fundamental structure of the University and, amongst other things, sets out the roles of the Officers of the University (Chancellor; Chair of Council; and President and Vice Chancellor) and key bodies (including Council, Court and Senate). Changes to the Statutes require approval from the Privy Council on behalf of Her Majesty the Queen.
8. The Ordinances are set by Council and give practical details concerning the way the University is governed within the framework established by the Charter and Statutes. They provide the terms of reference for the Committees of Council.
9. University Regulations and University Policies provide the next layer of granular direction on how business must be conducted and set out the expectations on individuals and groups. In amalgam, these provide detail on the framework that supports the University to operate in line with the requirements of its constitution; its Strategy and Plan; and the various legal or regulatory requirements that apply.

Council: The Governing Body

10. Council is the supreme authority of the University, which means that it is ultimately accountable for the conduct and activity of the University and its representatives. This role is articulated through the Charter and Statutes:
 - “The Council shall be the supreme authority as the governing body of the institution and shall have general control over the conduct of the affairs of the institution and shall perform such functions as may be prescribed by the Statutes” (Statute VII).

11. Council has delegated a number of academic matters to Senate, which is the senior forum to shape academic strategy and ensure that University achieves its academic objectives (see Academic Governance Section).
12. The Council can delegate its powers and duties to Committees and Boards set up by Council; joint Committees established with Senate; the President and Vice-Chancellor; or other Officers of Cardiff University. Where these delegations are made, the Council retains accountability and must exercise due diligence to ensure the competence of the individual or body to whom the delegation is made and maintain appropriate oversight of how the individual or body is exercising its authority.
13. Council has established four primary Committees: Audit and Risk, Governance, Finance and Resources and Remuneration. Each Committee has the authority to create further sub-Committees and Standing Panels as is appropriate for it to discharge its business.
14. Student representation is an important aspect of the University's governance and the Students' Union has seats on Council, Senate, Governance, Finance & Resources and all of Senate's sub committees (see Annex 1).

Audit and Risk Committee

15. The Audit and Risk Committee is appointed by Council and is required to meet at least three times each academic year.
16. Its members are independent of University management, and includes individuals from Council. The Audit and Risk Committee has the option of co-opting members from outside the governing body.
17. It has nine main duties:
 - Provide Council with an annual assessment report of the adequacy of the University's internal controls;
 - Advise Council on the level of compliance by the University with the mandatory requirements of the current HEFCW Audit Code of Practice;
 - Advise Council on the effectiveness of measures to prevent and detect actions or transactions that may be illegal, fraudulent and/or involve bribery;
 - Advise Council, prior to its formal approval, on the adequacy and appropriateness of the financial statements;
 - Advise Council on the form and appointment of both the Internal Audit function and Statutory External Auditor. Such advice will include recommendations on the structure of the Internal Audit function, terms of engagement and remuneration of External Auditors, any question of resignation or dismissal of internal or external auditors and the provision by either of non-audit services;
 - Monitor the effectiveness of the operation of the University's Public Interest Disclosure Policy;

- Manage the work of the Internal and External Auditors in order to gather evidence of (and gain information and confidence in) the working of the internal controls throughout the Institution. Such internal controls include the organisation and governance structures in place; operational procedures and processes; management reviews undertaken; and risk management processes and monitoring for the University as a whole;
- Monitor the implementation of internal and external audit recommendations for control improvements and instigate specific value for money studies where these are deemed appropriate;
- Monitor and keep under review the University's risk management arrangements and shall bring matters of concern to the attention of Council or other committees as appropriate.

The full terms of reference are in Ordinance 10.B

Governance Committee

18. The Governance Committee is appointed by Council and has an inclusive membership with representatives from independent members of Council; members of the University Executive Board; members of Senate; and an Elected Officer of the Students Union.
19. The key role of the Governance Committee is to advise and make recommendations to the Council on:
 - Matters relating to the governance of the University;
 - The University's level of compliance with the mandatory requirements of legislation and other regulations, including the provisions of the Equality Act and the Welsh Language Act;
 - Effectiveness reviews of Council as required;
 - Constitutional and legal matters, including the Charter, Statutes and Ordinances;
 - Membership of Council.
20. To discharge its responsibilities, the Governance Committee has established four sub-Committees; the Health, Safety and Environment Committee; Equality, Diversity and Inclusion Committee, Biological Standards Sub-Committee and the Open Research Ethics and Integrity Committee. This latter Committee has a sub-Committee looking at areas of pronounced research risk. The full terms of reference are in Ordinance 10.C.

Remuneration Committee

21. The Remuneration Committee is appointed by the Council and is expected to meet at least twice a year.

22. The Remuneration Committee has a wholly independent membership which includes four independent members of the Council (including the Chair and Vice-Chair). There is provision to appoint one further member with professional experience in remuneration and reward where necessary.
23. The responsibilities of the Remuneration Committee are as follows:
- Develop for approval by Council an overall reward strategy and policy to cover the remuneration, benefits and conditions of employment of the senior officers of the University;
 - Review and determine the remuneration, benefits and conditions of employment of the President and Vice-Chancellor and their direct reports;
 - 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;
 - 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 and Review the decisions of the Professorial and Senior Salaries Committee;
 - To review the remuneration of the Head of Internal Audit;
 - Set the strategy, policy and parameters for severance terms for all senior staff;
 - Receive and consider an annual report on the pay gap and on equal pay in the University.
24. The Remuneration Committee is supported by the Professorial and Senior Salaries Committee, which comprises University management and has responsibility for:
- Reviewing and determining the remuneration, benefits and conditions of employment of:
 - a. Professors
 - b. Directors of Professional Services
 - c. Other Professional Services staff on the Senior Staff pay scale;
 - To set parameters and delegation arrangements for the remuneration of new appointments (including promotion to personal chair) and for discretionary revisions to remuneration made between meetings of the Committee; and to review decisions made between meetings of the Committee;
 - To approve any severance terms for staff of the University within the remit of the Professorial and Senior Salaries Committee

The full terms of reference for these Committees are in Ordinance 10.D

Finance & Resources Committee

25. The Finance & Resources Committee is appointed by the Council and has a membership comprised of independent members of Council, members of University management and elected officers from Students' Union.
26. The broad remit of the Finance & Resources Committee is to act as the finance committee for the University and ensure the alignment of resources with the University's Strategic Plan. It has specific duties in respect of the following areas:
 - Resource Allocation, including allocation provided to Students' Union;
 - Financial Management;
 - Infrastructure Management;
 - Human Resources Management.
27. The Finance & Resources Committee is authorised to establish Committees to support it in fulfilling its responsibilities and in this context, has established the Investment and Banking Sub-Committee, and the Estates and Infrastructure sub-Committee.
28. The Investment and Banking sub-Committee comprises independent members of Council and members of University management, and has the following duties:
 - Keep under review the University's investment strategy, its investment principles and its investment performance criteria, and make recommendations to the Finance and Resources Committee as appropriate;
 - Keep under review the appointment, contractual terms and performance of the University's investment managers and advisers, and make recommendations to the Finance and Resources Committee as appropriate;
 - Keep under review and make recommendations to Finance and Resources Committee on the use of funds and investments arising from the public bond;
 - Maintain oversight of the Bond Repayment Fund to ensure the University will be able to repay the full sum on 7 December 2055;
 - Determine the delegated authorities of the Chief Financial Officer and the investment advisers within the overall Investment Strategy and principles;
 - Oversee all necessary arrangements in connection with bank accounts, loans, mortgages, insurances and other like matters, ensure value for money is achieved and make recommendations to the Finance and Resources Committee and to the Council on external financing;
 - Report to the Finance and Resources Committee on Investment Strategy, investment performance and any associated strategic risks.

The full terms of reference for this sub-committee is in Ordinance 10.E.

29. The Estates and Infrastructure Sub-Committee comprises independent members of Council, members of University management, and external members appointed on the basis of their professional experience and expertise, and has the following duties:
- Scrutinise the University Executive Board's strategy and plans for the maintenance and development of the infrastructure of Cardiff University. This includes responsibility for the estate and the technological Infrastructure of the University;
 - Advise the Finance & Resources Committee on the resourcing and strategic need and priority of major schemes, within the remit of Finance and Resources Committee;
 - Receive and consider reports from the University Executive Board or Infrastructure Project Steering Committees related to their:
 - a. oversight of the design, building, supervision and implementation of building works, seeking to ensure that value for money, including life-cycle costs, is obtained at all times;
 - b. receive and consider the reports of the building project groups and reporting thereon to Finance and Resources Committee;
 - c. provision and support of information resource needs throughout the University, which shall include investment plans for information technology, information systems and information resources.

The full terms of reference for this sub-committee is in Standing Panels guidance.

Academic Governance

Overview

30. As referenced above (point 10), the Council is the supreme authority in respect of all aspects of the University, although it places reliance on Senate to govern the academic matters of the University. In turn, Senate has established standing panels and Sub-Committees to support it in discharging its responsibilities, such as the Academic Standards and Quality Committee.

Academic Freedom

31. The principle of Academic Freedom is critical to considering the relationship between Council and Senate in matters of academic governance. The Council should not position itself, or Senate, to impinge on the right of the academic staff to pursue legitimate lines of intellectual inquiry or develop appropriate mechanisms for the delivery of education to the University's students. However, Council does need to discharge its responsibility for these aspects of the University. Therefore, the Senate and its Committees report to Council on a regular basis to ensure that oversight can be maintained but are afforded a high degree of autonomy in respect of academic matters.

Senate

32. As noted above, Senate is established by the University's Charter, which gives it responsibility for:
 - "The ordering of the academic affairs of the University, both in teaching and in research";
 - "The regulation and superintendence (oversight) of the education of the students of Cardiff University".
33. The Charter recognises that these responsibilities are subject to the powers of the Council and that the activities that allow these responsibilities to be discharged are prescribed through the Statutes and Ordinances (specifically Statute VIII and Ordinance 5). The purpose of these documents is to set out its membership, which is predominantly academic in nature with student representation, together with further detail on the breadth of its responsibilities and associated powers.
34. The Chair of the Senate is President and Vice-Chancellor of the University, who is also the Chief Academic Officer of the University, and its Chief Executive Officer.
35. Senate has established three Committees and Standing Panels to support it in the discharge of its responsibilities and a further three joint sub-committees with Council. The only committee of Senate which is covered by Ordinance is the Academic Standards and Quality Committee, which is described in more detail below.

36. The details of other Committees and Standing Panels, (including the Honorary Fellows and Degrees Committee, Academic Promotions Committee and University Awards and Progress Committee), are available on the internet.
37. A consultation is being undertaken on the establishment of an Education and Student Experience Committee, reporting to Senate, to bring together discussions on matters relating to academic quality and standards, teaching and assessment, and the student experience, and scrutinising the impact and effectiveness of the implementation of the Education and Students sub strategy.

Academic Standards and Quality Committee

38. The Academic Standards and Quality Committee (ASQC) is chaired by the Pro-Vice Chancellor Education and Student Experience.
39. The ASQC is responsible for advising the University on all matters relating to the promotion of academic quality and maintenance of standards across the full range of its provision for students. Specifically it has the following duties:
 - Develop and keep under review the academic quality strategy, policy and quality assurance procedures and their implementation;
 - Ensure the existence and operation of appropriate internal academic quality mechanisms and receive reports on these;
 - Make recommendations in respect of enhancement opportunities arising from the operation of quality assurance and standards procedures;
 - Monitor the external quality assurance and standards environment and ensure that the University responds as appropriate;
 - Contribute to the promotion and enhancements of a quality-conscious academic environment in the University;
 - Consider and approve reports arising from the implementation of University procedures relating to the approval of new programmes of study or major amendments to existing programmes;
 - Consider proposals for the formulation, or revision of, and exceptions to Academic Regulations;
 - Receive reports from the Doctoral Academy.

In respect of these matters, ASQC is required to make reports and recommendations to Council, Senate and/or the University Executive Board (UEB) as appropriate.

40. ASQC is authorised to establish Sub-Committees or other task orientated groups in order to fulfil its role and in this context has established the Programme and Partner Standing Panel and College Annual Review and Enhancement (ARE).

Court

41. Court is the third of the formal Governance bodies referred to in the Charter (in addition to Senate and Council). It is a widely representative body, giving constituencies or stakeholders a formal route for receiving information and raising questions.
42. Meetings of the Court are held once a year and are chaired by the Chancellor. The Annual Report and Financial Statements are received at the meeting.

University Executive Management

President and Vice-Chancellor

43. The President and Vice-Chancellor of the University is “... the Chief Academic and Executive Officer and Chair of the Senate” who, “... shall have general responsibility to the Council for the management of Cardiff University, for ensuring that its objects are fulfilled, and for maintaining and promoting its efficiency and good order” (Article V and Statute V).
44. The formal and wide-ranging responsibilities that rest within the remit of the President and Vice-Chancellor include:
- Overall leadership and management of the University;
 - Overall financial and academic vitality of the University;
 - Promoting and advocating the University globally, nationally, and locally;
 - Upholding excellent standards of accountability across the University, and excellent standards of corporate governance;
 - As the Accountable Officer, being personally accountable to the governing body and to government for the University’s affairs.

University Executive Board

45. The broad remit of the UEB is “to advise the Vice-Chancellor in the performance of their duties as the Chief Executive Officer including developing and implementing strategy, operational plans, policies, procedures and budgets”. UEB is the University’s senior executive team for the purposes of the Financial Reporting Standard 102 (FRS 102) and the Memorandum of Assurance and Accountability between HEFCW and the University, which defines the senior executive team as: “those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity”.
46. The terms of reference for UEB are set by the Vice-Chancellor, under whose authority the Committee meets.
47. The membership of UEB is:
- Vice-Chancellor (Chair);
 - Deputy Vice-Chancellor;
 - Chief Operating Officer;
 - Pro Vice-Chancellor, Education and Student Experience;
 - Pro Vice-Chancellor, International and Student Recruitment and Head of College of Physical Sciences and Engineering;
 - Pro Vice-Chancellor, Research, Innovation and Enterprise;
 - Pro Vice-Chancellor, Head of College of Arts, Humanities and Social Sciences;
 - Pro Vice-Chancellor, Head of College of Biomedical and Life Sciences;
 - Chief Financial Officer;

- General Counsel and University Secretary;
- Director of Human Resources;
- Director of Development and Alumni Relations.

(For accountability of the University Executive Board to the Vice-Chancellor see Annex 2)

48. UEB's advice to the Vice-Chancellor encompasses, but is not limited to the following:

- Developing and implementing strategy, operational plans, policies, procedures and budgets;
- Monitoring operating and financial performance;
- Management of risk in the institution;
- Prioritisation and allocation of resources;
- Monitoring the external environment, including market drivers, across the University's academic areas; and
- Ensuring accountability for public funds.

49. The Vice-Chancellor has been clear that, in establishing Colleges and in the general operation of the University, he has put in place a strong accountability model with clarity around the principle that all members of UEB have specific accountability to the Vice-Chancellor. In relation to the Director of HR and the Director of Development and Alumni Relations this is via the Chief Operating Officer.

Officers

50. The power to appoint officers is clear in that the Council may "appoint officers to perform such functions as the Council, the Chair of Council, or the President and Vice-Chancellor shall assign to them" (Article VII of the Charter).

The Deputy Vice-Chancellor

51. The Council appoints a Deputy Vice-Chancellor on the nomination of the Vice-Chancellor.

52. The appointment of a Deputy Vice-Chancellor is for a three-year period and may be renewed following a review by the Vice-Chancellor. The appointment shall be subject to automatic review on the appointment of a new Vice-Chancellor. The duties and responsibilities of the Deputy Vice-Chancellor will be determined by the Vice-Chancellor (Ordinance 8).

The Chief Operating Officer

53. The Chief Operating Officer is responsible and accountable to the Vice-Chancellor for the operational good order, efficiency and effectiveness of the University's Professional services and the implementation of the University's strategy which includes: the leadership, integration and cost effectiveness of services which support and implement the University's academic and student strategies and enable the University to fulfil its ambition as set out in its Strategic Plan.

The University Secretary

54. The University Secretary is accountable to the Vice-Chancellor and responsible to the Chair of Council. The University Secretary is responsible for advising the governing body and its sub-committees on the proper exercise of their powers and on the application of the education acts and other legislation affecting its work. The University Secretary also has direct accountability to the Chair of Council.

The Pro Vice-Chancellors

55. The Council may appoint up to six Pro Vice-Chancellors.
56. All Pro Vice-Chancellors are appointed after a transparent interview procedure on the nomination of the Vice-Chancellor. The Vice-Chancellor may decide in certain circumstances to undertake a process involving external advertisement and recruitment.
57. The appointment of a Pro Vice-Chancellor shall be for three years or for such period and on such other terms as the Council may from time to time determine. The appointment may be renewed by the Vice-Chancellor normally for one further term of up to three years.
58. Appointments shall be subject to automatic review on the appointment of a new Vice-Chancellor (Ordinance 8).

Thematic Pro Vice Chancellors

59. There are currently three roles:
 - Pro Vice-Chancellor Education and Student Experience will be responsible and accountable to the Vice-Chancellor for: oversight of the development and delivery of education strategy; quality assurance processes; enhancement of the student experience; widening access and participation activities;
 - Pro Vice-Chancellor Research, Innovation and Enterprise will be responsible and accountable to the Vice-Chancellor for delivering the research and innovation sub-strategies, increasing the translation, commercialisation and broader economic impact of Cardiff's research; the international research agenda, including delivery of international postgraduate schemes and global challenges research collaborations;
 - Pro Vice-Chancellor International and Student Recruitment will be responsible and accountable to the Vice-Chancellor for the University's international activities, and partnerships, student recruitment and admissions. [This role is currently held in conjunction with the Pro Vice-Chancellor Head of College of Physical Sciences and Engineering].

University Deans

60. There are six thematic Dean roles for the academic year 2020/21:

- The University Dean of Engagement is responsible to the Vice-Chancellor;
- The University Dean of Public Affairs is responsible to the Vice-Chancellor;
- The University Dean (China) is responsible to the Pro Vice-Chancellor International and Student Recruitment;
- The University Dean of Clinical Innovation is responsible to the Pro Vice-Chancellor Research, Innovation and Enterprise;
- The University Dean for Research, Culture and Environment is responsible to the Pro Vice-Chancellor Research, Innovation and Enterprise.

61. In October 2017, Senate approved the creation of four new University Dean roles to operate on a thematic basis:

- The University Dean of Equality, Diversity and Inclusion, responsible to the Deputy Vice-Chancellor;
- The University Dean of Environmental Sustainability, responsible to the Deputy Vice-Chancellor;
- The University Dean of Employability, responsible to Pro Vice-Chancellor for Education and Student Experience;
- The University Dean of Welsh Language, responsible to the Pro Vice-Chancellor for Arts, Humanities and Social Sciences.

The Thematic Pro Vice-Chancellor/Dean structure is set out in Annex 3.

60. Thematic Deans are appointed by the Vice-Chancellor after consultation with the relevant thematic Pro Vice-Chancellor. The Vice-Chancellor may decide in certain circumstances to undertake a process involving external advertisement and recruitment.

61. Thematic Deans are normally appointed for three years and may be re-appointed by the Vice-Chancellor for one further term of up to three years.

Finance, Property and Change

Budgetary Responsibility

62. The Council, with advice from the Finance and Resources Committee, sets the annual budget, in accordance with approved strategy and taking into account the financial condition of the University.
63. Within the framework of the overall budget set by Council the following budgetary delegation applies:

Revenue Projects

The thresholds identified are total revenue costs per annum for the project.

Under £250k	Recommendation to the Vice-Chancellor from Pro Vice-Chancellor Heads of College and Chief Operating Officer
£250k to £1,000k	Vice-Chancellor (following recommendation from the University Executive Board)
£1,000k plus	Council

Capital Projects

Under £250k (on the assumption that the College/ Professional Services budget can accommodate the expenditure)	Recommendation to the Vice-chancellor from Pro Vice-Chancellor Heads of College and Chief Operating Officer
Up to £2 million	Vice-Chancellor (following recommendation from the University Executive Board)
£2 - £5 million	Finance and Resources Committee
£5 million plus	Council

Note: the above relates to new expenditure and does not apply to budgets that have already been approved as part of the annual budgeting round.

Finance & Resources Committee Terms of Reference Ordinance 10

Leasing of property

64. The University is a registered charity. Charity Commission guidance states that trustees (in the case of the University this means all members of Council) must take decisions in a way that meets the requirements of charity law and their governing document. Requirements of charity law relate to the acquisition of additional property by lease or the leasing of property owned by the charity to other parties and were considered in full by Council in 2015 [14/430].

Value of land/property/lease	Authority delegated to
Under £250K	Recommendation to the Vice-Chancellor from Heads of College and Chief Operating Officer.
£250k up to £1,999,999	Vice-Chancellor (following recommendation from the University Executive Board)
£2m - £4,999,999	Finance and Resources Committee
£5 million plus	Council

In the case of a lease, the value is calculated over the term of the lease. This is calculated as initial rent, disregarding any rent-free period or concessions, multiplied by the term of years.

65. It is requirement that documents relating to the purchase sale or lease of land or property are sealed by use of the Common Seal [Statute XI and Ordinance 14]. Requests must be made via the Director of Estates; endorsed by the Chief Financial Officer [that sufficient finances are in place for the purchase or lease] and the Chief Operating Officer [that the actions are in the best interest of the charity]. Details of the approval by the relevant Committee or Officer are recorded, together with any documentation required to comply with Charity Commission requirements.
66. Ordinance 14 requires that every use of the Common Seal is reported by the University Secretary to the next meeting of the Council.

Reporting of actions taken under delegated authority

67. Decisions over £250k made under the above delegations are reported to the next meeting of the Finance and Resources Committee and the Council [Ordinance 10 E 2.18].

Financial Framework

68. The Vice-Chancellor has approved a Financial Framework which recognises four University revenue budget holders:
- Three Pro Vice-Chancellor Heads of College, each responsible for a College budget;

- The Chief Operating Officer responsible for the Professional Services budget, University-wide operational budgets and budgets for commercial activities;
 - In addition, the Vice Chancellor retains a small budget for University-wide Initiatives and contingency.
69. Each University budget holder can delegate financial responsibility and accountability within the budget, but the overall responsibility and accountability of the College or Professional Services budget remains with the University budget holder.
70. The Pro Vice-Chancellor, Head of Colleges and the Chief Operating Officer will delegate financial responsibility and accountability to Heads of School, Heads of Research Institutes/groups and Directors of Professional Services as appropriate (Financial Framework (UEB November 2013)).
71. The extent of the financial delegation will be a matter for each Pro Vice-Chancellor Head of College to determine and the expectation would be that authorisation limits on expenditure would be set.
72. Where thematic Pro Vice-Chancellors put forward specific projects /initiatives that might involve College or Professional Services resources, the impact on the College or the Professional Services budget will be assessed by the College, the Chief Operating Officer and the University Executive Board before being given final approval.

Management of Portfolio of Programmes

73. The University adopts a portfolio management approach, supported by a University Project Management Office (PMO).
74. The University Executive Board has oversight on the University Change portfolio and is accountable to the University Council for delivery of that Change. To fulfil this responsibility, University Executive Board receive regular reports on project and programme delivery, including key areas of risk, financial health and benefits.
75. For each Portfolio, Steering Groups are established focussing on ensuring that the delivery of change, portfolio financial, risk and benefit management is scrutinised and supported; that change activities are prioritised and co-ordinated across the University; that business cases are scrutinised before consideration by UEB; and that desired outcomes are clear and can be tracked.
76. Typical membership of a Portfolio Scrutiny Group consists of:
- Chairs and Co-Chairs: Deputy Vice-Chancellor, Chief Operating Officer, Chief Financial Officer;

- Pro-Vice Chancellors: PVC Education and Student Experience, PVC International and Student Recruitment and PSE College, College PVC AHSS, College PVC BLS, dependent on portfolio;
- Professional Services: Portfolio Manager, Chief Information Officer, Director of Strategic Planning, Director of Estates;
- Supporting Officers: Director of Portfolio Services, Head of Capital Projects, PMO Support Officer.

Major Incidents and Business Continuity

77. The University has a Major Incident Plan which sets out Gold and Silver Team command structures for decision-making during a major incident. Responsibility for convening the Major Incident Team is delegated from the Vice-Chancellor to the Chief Operating Officer. The Vice-Chancellor may also set up Task & Finish Groups to respond to specific situations and/or address business continuity matters.

Colleges & Schools

78. Statute provides that Council, after consultation with Senate, may determine the “Principal Academic Bodies” of the University. The list of these is set out in Ordinance 9 and it covers: Colleges, Schools, University Research Institutes and the Doctoral Academy. These bodies may be established, dissolved or changed by the Council on the recommendation of the Vice-Chancellor, following consultation with Senate. Each College currently comprises a group of Schools and may also contain other academic units or centres (see Annex 4).

The Role of Colleges

79. There are three Colleges, comprising groups of Schools. The stated role of Colleges is:
- To increase accountability;
 - To enable more effective provision of services to academic schools;
 - To support the University’s strategy (Way Forward 2018-23: Recast COVID-19).

College Leadership and Management Roles

80. The College key post-holders are:
- Pro Vice-Chancellor and Head of College;
 - College Registrar;
 - Dean for undergraduate studies;
 - Dean for postgraduate studies;
 - Dean of International;
 - Dean of Research.

College Board

81. Each College will have a College Board that will act as an advisory body to the Pro Vice-Chancellor Head of College and will comprise the Heads of the constituent Schools, together with such College Deans and other officers, including the College Registrar, as may be appointed from time to time. Heads of other academic units or other individuals may also be appointed to the College Board at the discretion of the Pro Vice-Chancellor Head of College. Student representatives will also attend meetings where general student matters are under discussion. As an advisory body the terms of reference are matter for the Pro Vice-Chancellor Head of College.

(Ordinance 9)

It is for the Pro Vice-Chancellor Head of College to determine what committees/groups will operate within the remit of the College Board but there would be an expectation that, for quality assurance purposes, there is a College Annual Review and Enhancement (ARE) Committee.

Pro Vice Chancellor and Head of College

82. The responsibilities of Pro Vice-Chancellor Heads of College are set out in Ordinance 9 and are taken from the original job description. The Pro Vice-Chancellor Head of College is responsible and accountable to the Vice-Chancellor for the management and leadership of the College including, within the framework of the University's overall policies and procedures, the control, allocation and accounting for the financial, human, physical and other resources of the College, preparation of all forward plans and budgets of the College and participation in the overall strategic development of the University.

(Ordinance 9 and Council (9 July 2012) paper 11/991).

College Registrar

83. The College Registrar will be the College's senior non-academic officer and will be responsible for ensuring the delivery of effective support for the College's activities, working with professional services colleagues in the College, in the University's professional services departments and within Schools, and for the management responsibilities which enable that. The College Registrar will be a member of the College Board.

College Registrars report to the Chief Operating Officer with dotted line reporting to the Pro Vice-Chancellor Head of College. They are full members of the Professional Services Board.

College Deans

84. The relevant thematic Pro Vice-Chancellor, in consultation with the Pro Vice-Chancellor /Head of College, will appoint Deans to the following roles:

- The (College) Dean - Undergraduate Studies will be responsible and accountable to the Pro Vice-Chancellor Education and Student Experience and to the relevant Pro Vice-Chancellor Head of College;
- The (College) Dean – Research and Innovation will be responsible and accountable to the Pro Vice-Chancellor Research, Innovation and Enterprise and to the relevant Pro Vice-Chancellor Head of College;
- The (College) Dean - International will be responsible and accountable to the Pro Vice-Chancellor International and Student Recruitment and to the relevant Pro Vice-Chancellor Head of College;
- The (College) Dean - Postgraduate Studies will be responsible and accountable to the Pro Vice-Chancellor Education and Student Experience, and to the relevant Pro Vice-Chancellor Head of College.

College Deans are normally appointed for three years in the first instance. They may be reappointed for one further term of up to three years.

All Deans are invited to attend Senate as officers and so are not voting members.

Schools and other academic units within Colleges

85. Schools and other academic units may be established, dissolved or otherwise re-organised by the Vice-Chancellor on the recommendation of the relevant Pro Vice-Chancellor Head of College and following consultation with Senate. Each School will be headed by a Head of School who shall be a member of the relevant College Board.

(Ordinance 9).

Head of School

86. The Head of School will be accountable to the Pro Vice-Chancellor Head of College for the management and leadership of the School including, within the framework of the University's overall policies and procedures, accounting for the delegated financial, human, physical and other resources of the School, preparation of all forward plans and budgets of the School and participation in the overall strategic development of the College and University. The Head of School will line manage any heads of department or section within the School. In addition to fulfilling these managerial responsibilities the Head of School is expected to make a substantial contribution to the setting of strategy and direction within the relevant College.
87. A Head of School may be appointed by the Vice-Chancellor, on the recommendation of the Pro Vice-Chancellor Head of College, either from among the senior Academic Staff and following consultation within the relevant School or through open advertisement and recruitment.
88. Head of School appointments are for a term of up to five years and may be extended by one further term of up to three years.

(Ordinance 9)

School Committees

89. The Academic Regulations require each School to have:

- A School Board (or equivalent title) – a senior committee that is advisory to the Head of School and is concerned with major issues of policy relating to the School;
- Boards of Studies (for each programme) – ensure the co-ordination of all academic and administrative matters associated with taught programmes within the School and report to the School Board;
- Examining Boards (established as appropriate) – confirm marks and make recommendations on progression and awards to the Awards and Progress Committee and monitor the quality and standards of awards;
- Student/Staff Panels are required to be held at least once a year.

School Leadership and Management Roles

90. In the discharge of her/his responsibilities a Head of School will appoint academic staff to carry out delegated responsibility for specific areas of activity. There is a requirement that appropriately qualified staff will be appointed to the following roles, although others may also be appointed:

- Director of Learning and Teaching;
- Director of Research;
- Director of Postgraduate Research Studies;
- Director of Recruitment and Admissions.

91. It is expected that appointments to these roles will be made, though in practice this will depend on the needs of the School and roles may be combined in some cases. These decisions will be determined by the Head of School.

University Academic Bodies

92. The following are University-wide bodies:

- University Research Institutes;
- Cardiff University Doctoral Academy.

University Research Institutes

The University Research Institutes are listed in Ordinance 9. University Research Institutes (URIs) are intended to be interdisciplinary. For budgetary purposes they are allocated to a home College which will have final financial responsibility and accountability for the budget. They will have designated academic Directors who will also be accountable to the Pro Vice-Chancellor Head of their home College for the research activities of the URI.

The Cardiff University Doctoral Academy

The Cardiff University Doctoral Academy has the remit to lead and direct:

- the delivery of an integrated and consolidated programme of training for postgraduate researchers;
- the active fostering of an academic led postgraduate environment.

The oversight of activities of the Doctoral Academy, together with the wider postgraduate research governance structure, is currently under review with proposals to be confirmed in spring 2021.

Professional Services

93. The term “professional services” has been defined as “... the administrative services of the University, irrespective of the location of those services” (Ordinance 1).
94. The Chief Operating Officer is accountable to the Vice-Chancellor for all the professional services save for Finance and Estates, which are accountable to the Chief Financial Officer and the University Secretary’s Office which is accountable to the University Secretary. The Chief Operating Officer remains responsible for budgetary and operational matters for all professional services.
95. The professional services comprise several Departments as well as professional services colleagues working in Colleges and Schools. Each Department is led by a Director and larger Departments may be divided into sub-divisions. The structure of the professional services is set out in Annex 5.
96. The Chief Operating Officer also has oversight of professional services functions across the University and authority to review and approve any proposed structures for professional services delivery and any appointments to existing or new posts. Any professional appointment at grade 7 or above must be approved by the Chief Operating Officer.
97. The College Registrars report to the Chief Operating Officer who appraises and oversees their overall professional development.
98. There is an expectation that every School will have a School Manager (or equivalent title) with responsibility for the provision of professional services to the School. They will be accountable to the College Registrar but with a dotted reporting line to the Head of School. The College Registrar appraises and oversees their overall professional development.

Professional Services Board

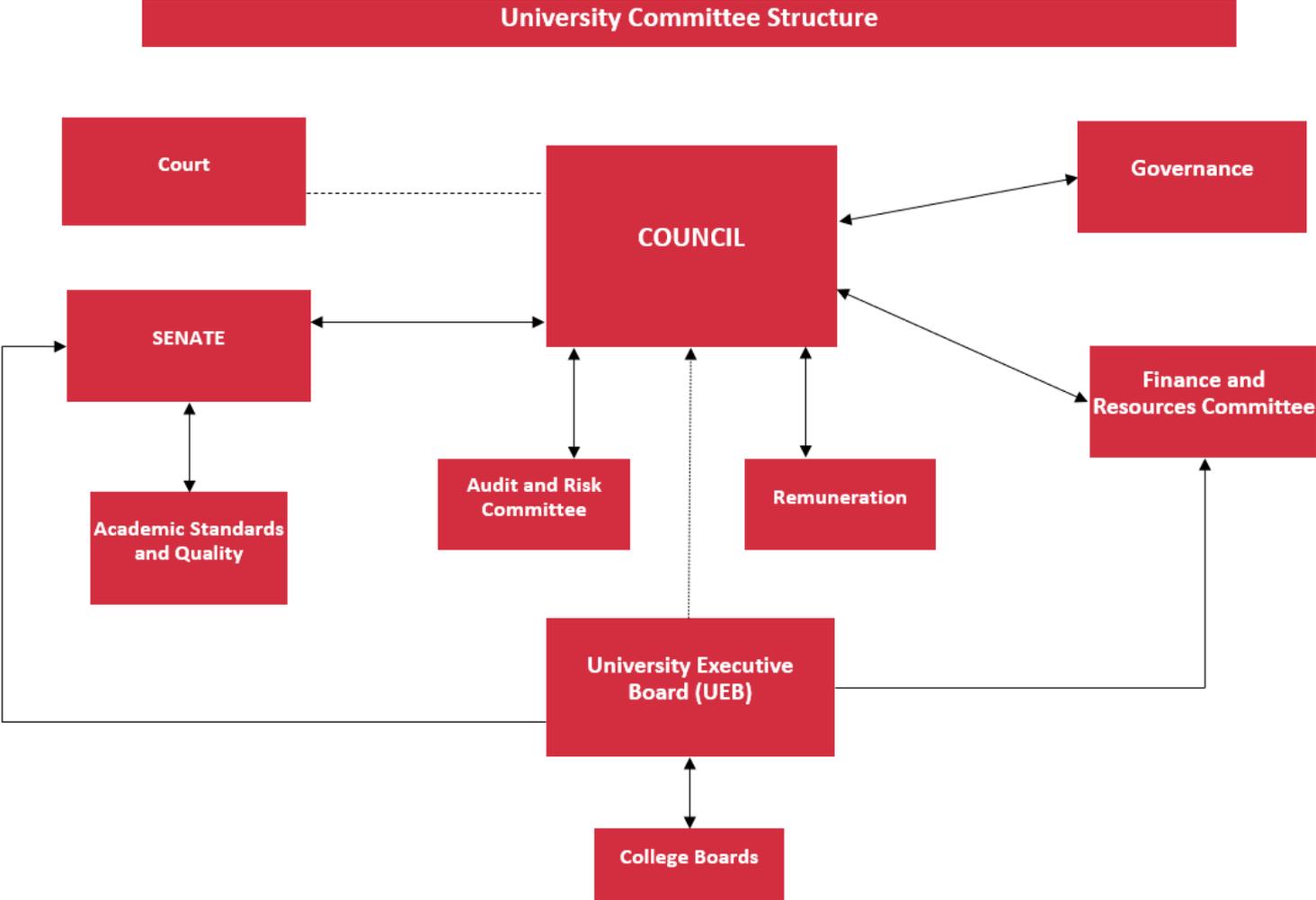
99. The Professional Services has a Professional Services Board that acts as an advisory body to the Chief Operating Officer and will comprise the Directors of the Professional Services, (including the University Secretary, the Director of Estates & Campus Facilities, the Deputy Director of Campus Services, and the Director of Finance Operations); College Registrars and

other officers, including the Head of the Vice-Chancellor's Office, as may be appointed from time to time.

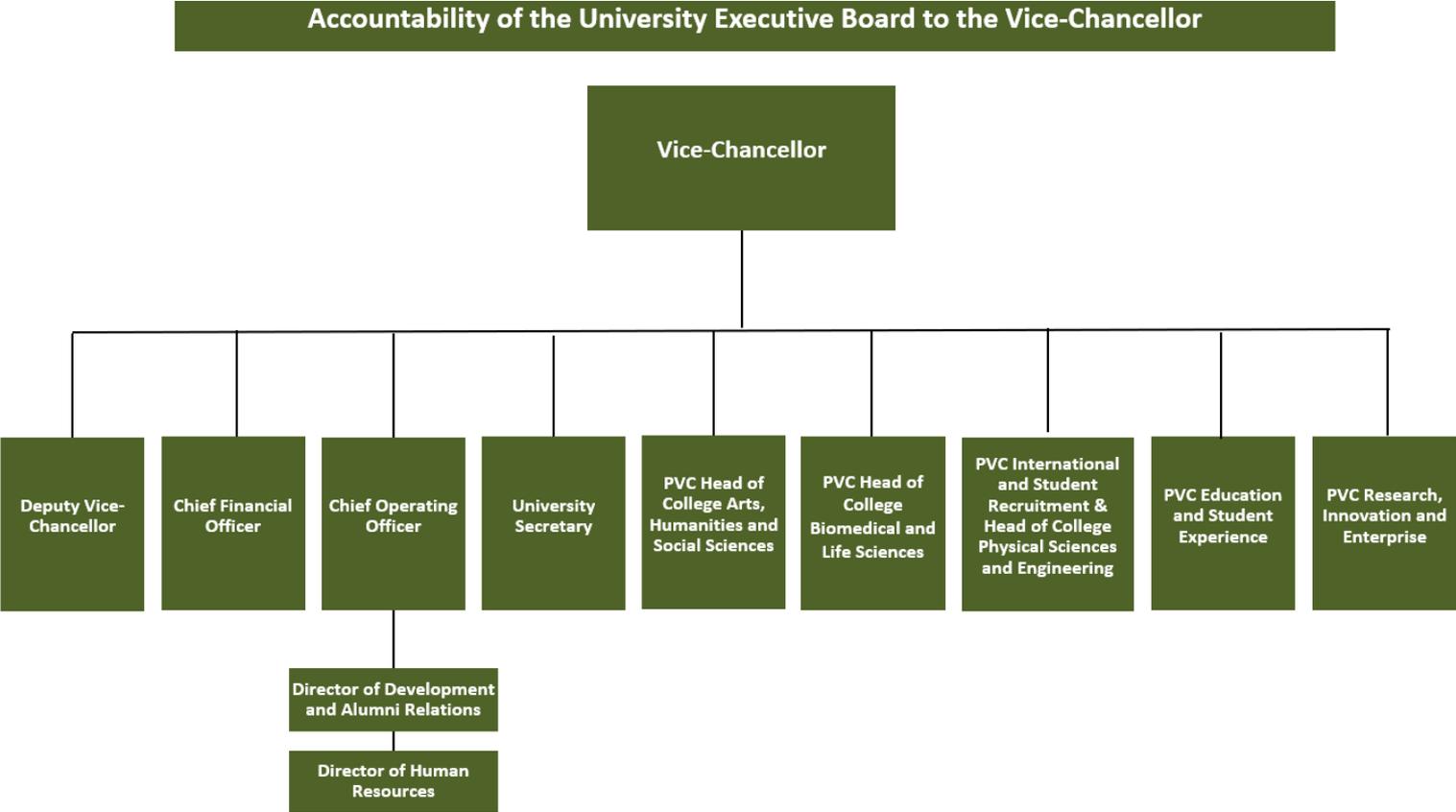
100. The Professional Services Board brings together the senior leadership team of Professional Services. The Board's role is to:

- develop the strategy for Professional Service;
- advise the Chief Operating Officer on matters relating to Professional Services;
- support each other in the delivery of the business of Professional Services;
- lead the development of Professional Services staff;
- agree on future strategic changes for Professional Services and lead the delivery of those changes.

Annex 1: University Committee Structure

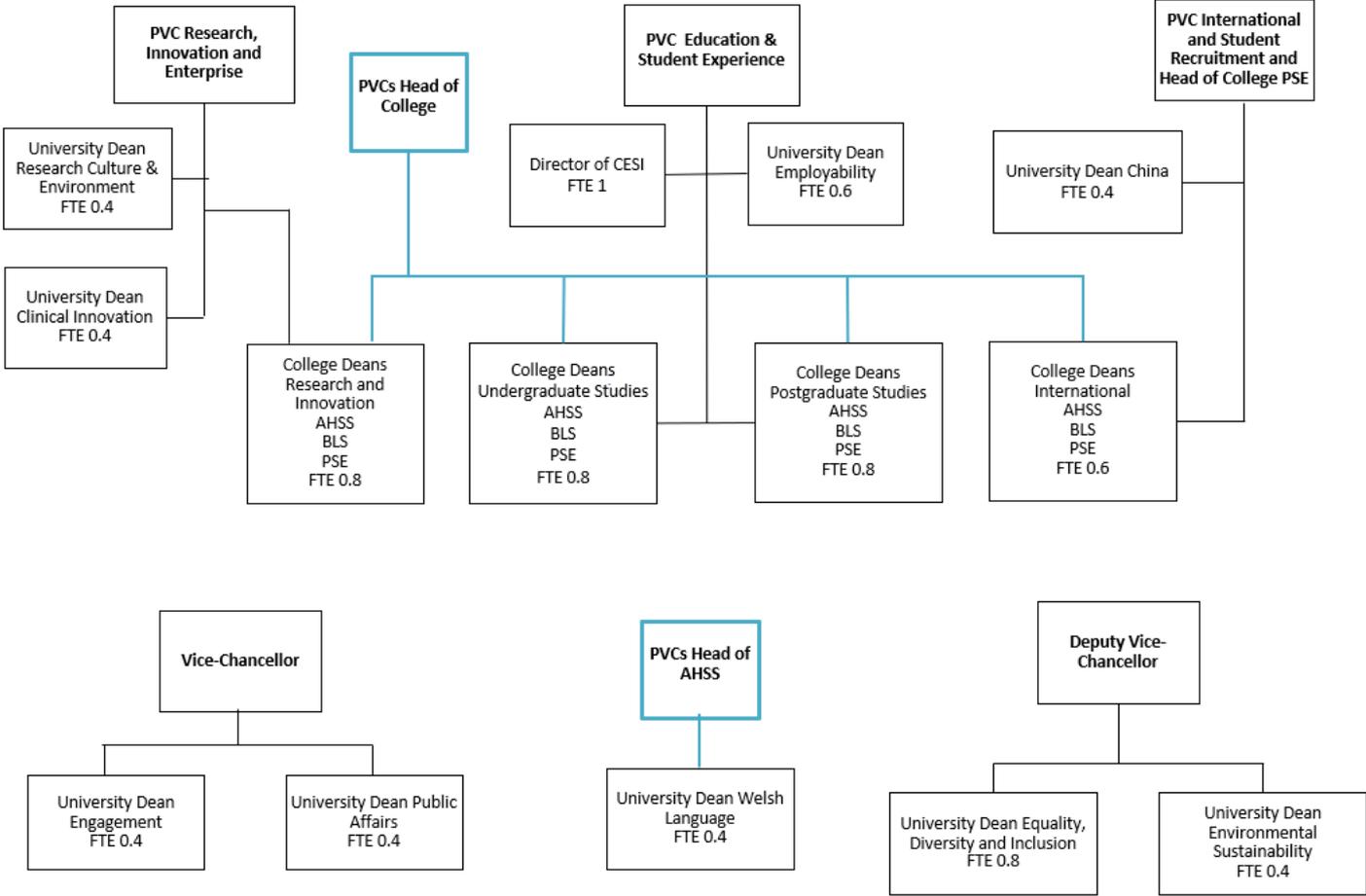


Annex 2: Accountability of the University Executive Board to Vice-Chancellor



Annex 3: Thematic Pro Vice-Chancellor Structure

College and University Dean Structure



Annex 4: Schools within Colleges

Schools in Colleges

College of Arts, Humanities and Social Sciences
10 schools

- Business
- English, Communication and Philosophy
- Geography and Planning
- History, Archaeology and Religion
- Journalism, Media and Cultural Studies
- Law and Politics
- Modern Languages
- Music
- Social Sciences
- Welsh

College of Biomedical and Life Sciences
7 schools

- Biosciences
- Dentistry
- Healthcare Sciences
- Medicine
- Optometry and Vision Sciences
- Pharmacy and Pharmaceutical Sciences
- Psychology

College of Physical Sciences and Engineering
7 schools

- Architecture
- Chemistry
- Computer Science and Informatics
- Earth and Environmental Sciences
- Engineering
- Mathematics
- Physics and Astronomy

Annex 5 – Professional Services Structure

