

CARDIFF UNIVERSITY
ORDINANCES

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ORDINANCE 1
INTERPRETATION

1. Definitions

- (1) Unless the context otherwise requires, words defined in the Charter or the Statutes shall have the same meaning in the Ordinances and in the Regulations.
- (2) In these Ordinances:
 - (i) “University” means Cardiff University;
 - (ii) “Alumni” means the graduates, diplomates or other certificate holders of the University and its predecessor institutions;
 - (iii) “College” means one of the Colleges of the University as set out in Ordinance 9 – Academic Bodies;
 - (iv) “Professional Services” means the administrative services of the University, irrespective of the location of those services.

ORDINANCE 2

MEMBERS OF THE UNIVERSITY

1. 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 Court, 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.

ORDINANCE 3

THE COURT

1. Duties, Powers and Terms of Reference

1.1 The functions of the Court shall be:

1. to appoint such members of the Court in such manner as may be prescribed by the Ordinances;
2. to receive an Annual Report on the work of Cardiff University from the President and Vice-Chancellor and to receive the audited Statement of Accounts and to comment thereon;
3. to discuss any matters relating to Cardiff University and to advise the Council as it sees fit;
4. to appoint three members of the Court to serve on a Nominations Committee to Appoint a Chancellor (see Ordinance 6).

1.2 Meetings

1. The Court shall, during each academic year, hold a meeting at which shall be presented the annual report of the President and Vice-Chancellor on the work of Cardiff University, the annual statement of the financial affairs of Cardiff University, a summary of the audited accounts for the previous financial year and a report by the Chancellor on the work and activities of the Chancellor and Pro Chancellors.
2. The quorum for a meeting of the Court shall be thirty members.
3. The Court shall not have power to delegate any of its functions nor to act by means of a Committee.

2. Membership of the Court

2.1 The Court shall consist of the following persons:

- .1 The Chancellor, who shall be Chair;
- .2 The Pro Chancellor(s);
- .3 Representatives of the University
 - (i) The Members of the Council;
 - (ii) Thirty Members of the Senate;
 - (iii) Eight members of the Academic Staff, two to be drawn from each of the Colleges and two to be drawn from the Professional Services;
 - (iv) Eight employees of the University who are not members of the Council, the Senate nor members of the academic staff, two to be drawn from each of the Colleges and two from the Professional Services;

- (v) All the full-time Elected Officers of the Students' Union;
- (vi) Twenty representatives of the alumni of the University.

.4 Representatives from Education

- (i) Three persons representing the head teachers of secondary schools in Wales;
- (ii) Two persons representing the independent schools in Wales;
- (iii) Three persons representing teachers in primary and secondary schools in Wales;
- (iv) Three persons representing teachers in Higher and Further Education, at least one of whom shall be from a College of Further Education;
- (v) One person representing the WJEC;
- (vi) One person representing the Workers' Educational Association in Wales.

.5 Representatives from Health

- (i) Not more than six persons representing the NHS in Wales;
- (ii) The Chair, or a nominee, of the Wales Liaison Group of the Royal Colleges.

.6 Representatives Appointed by Public Authorities

- (i) The Lord Mayor of the City and County of Cardiff;
- (ii) Two persons appointed by and from the Council of the City and County of Cardiff;
- (iii) Not more than three persons appointed by the Welsh Local Government Association.

.7 Representatives of Trade Unions and Professional Groups

- (i) One person nominated by each of the trade unions or professional groups recognised by the University.

.8 Representatives of Other Institutions

- (i) One person nominated by each of the following:
- (ii) South Wales Baptist College, Cardiff
- (iii) St Padarn's Institute;
- (iv) One person nominated by the National Library of Wales;
- (v) One person nominated by the National Museums and Galleries of Wales.

.9 Representatives of Societies and Other Bodies

Not more than forty persons, not being Students or employees of the University, who are connected with industrial, commercial/financial or charitable concerns, professions or learned societies.

The appointment process will be managed through College Boards and the University Executive Board.

The Secretary of Court shall maintain a list of societies and other bodies for this purpose and this list shall be reviewed annually by the Court.

.10 Other Persons

- (i) Any benefactor of Cardiff University or its predecessor institutions, appointed for life by the Council;
- (ii) The Lords Lieutenant of Mid, West and South Glamorgan and of Gwent;
- (iii) Such other persons, not exceeding ten, as the Court may invite to membership.

2.2 Terms of Membership

- .1 A member of the Court by virtue of holding an office or position or by virtue of membership of some other body shall be a member of the Court so long as that member holds the office or position or is a member of that other body.
- .2 A nominated or selected member of the Court shall hold office for three years, or for such shorter period as may be specified by the person or body making the nomination or selection.
- .3 An outgoing member of the Court, otherwise qualified, shall be eligible for re-nomination, re-selection or re-election as a member of the Court.
- .4 Nominated or selected members shall not normally be eligible to serve for more than two consecutive terms in the same capacity or for longer than a maximum of 8 consecutive years.
- .5 A member of the Court may resign in writing to the Secretary of Court.

2.3 Cessation of qualification for membership

If a member of the Court ceases to be qualified for nomination the resulting vacancy shall be filled as soon as may be possible by the body having power to nominate the member whose place has become vacant.

2.4 Removal of the Chancellor, Pro Chancellors and members of Court

- .1 A request may be made to the Chancellor as Chair of Court to remove a member from membership of the Court for good cause in accordance with the procedure described below:
 - (1) a request must be made by at least ten members of Court, giving the grounds for removal.

- (2) if the Chair decides that there is a prima facie case, a Panel will be set up, comprising three members of Court and will normally be chaired by a Pro Chancellor.
 - (3) the Panel will receive representations from the members lodging the request and from the member who is the subject of the request.
 - (4) The Panel shall make a recommendation to Court on whether to uphold the request or dismiss it.
 - (5) The matter will be considered at a meeting of Court under 'Reserved Business'.
- .2 Grounds for removal for good cause may include, but are not limited to, improper conduct, financial impropriety, breaches of confidentiality, failure to attend meetings, ill-health or incapacity.
 - .3 Should the request to remove from membership relate to the Chancellor, the matter should be referred to the Chair of Council, who will act in place of the Chancellor in accordance with the procedure outlined in 2.4.1.

2.5 Method of Appointment or Election of Members of Court

- .1 The members of the Court shall be appointed or elected in accordance with the provisions of this Ordinance.
- .2 The members of the Court who are appointed by virtue of the office or position they hold will be appointed in accordance with the provisions laid down by the nominating or appointing body unless otherwise specified below.
- .3 Members of the Academic Staff and employees of the University [see under 2.1.3 (iii) and (iv) above]

The Secretary to the Court shall arrange for the election of members of the Academic Staff and of employees of the University, in accordance with the provisions of Ordinance 11: Standing Orders.

- .4 Representatives of the alumni of the University (see 2.1.3 (vi) above)
 - (1) Not more than twenty persons who have graduated from the University or any of its predecessor institutions shall be elected in accordance with the provisions of this section.
 - (2) Nominations from, or for, such graduates should be invited through the Alumni Office of the University. Self-nominations are allowed. Nominations must be accompanied by evidence of the agreement of the nominee.
 - (3) Should the number of nominations made under category 2.1.3 (vi) exceed the number of available vacancies, selection shall be made through a process led by the Director of Development and Alumni Relations.

2.6 Transition Arrangements

In the event of a reduction in the composition of the Court, transition arrangements will be developed that may include the provision to retain supernumerary members until their period of appointment have come to an end.

- 2.7 The membership of Court will be reviewed annually by Council in consultation with the Chancellor.

ORDINANCE 4

THE COUNCIL

1. Membership

1.1 The members of the Council shall be:

- (1) Up to fifteen lay persons appointed by the Council, at least one of whom will be appointed from the NHS in Wales; Appointments will be made according to the University's Statement of Independence
- (2) the President and Vice-Chancellor;
- (3) the Deputy Vice-Chancellor
- (4) One Pro Vice-Chancellor Head of College, nominated by the Vice-Chancellor
[for the purposes of determining eligibility of the members of Senate, this College shall be referred to as 'College A']
- (5) Two members of Senate:
 - i. One Head of School from 'College B' elected by Senate
 - ii. One member of Academic staff from 'College C' (excluding those in the Professional Services) elected by and from Senate
- (6) two Students selected in the manner prescribed by Ordinance;
- (7) two members of Professional Services staff who are not members of the University Executive Board: selected in the manner prescribed by Ordinance from the following categories:
 - i. one member of Professional Services grades 1-4
 - ii. one member of Professional Services grades 5 and above

1.2 In appointing lay members, Council shall have regard to the desirability of there being members connected with industrial concerns, commercial concerns, financial concerns, charitable concerns, professions and learned societies.

2. Appointment of the Chair and Vice-Chair

2.1 There shall be a Chair who shall be appointed by the Council. The Chair shall be a lay appointment and may be selected through external competition.

2.2 The Chair of Council shall hold office for such period as the Council shall determine up to a maximum of four years. The Chair shall be eligible for re-appointment for a second term and may exceptionally be re-appointed for a third term provided that the total number of years served as Chair does not exceed nine.

2.3 In exceptional circumstances, Council may determine that a change to the agreed term of office (subject to the provisions of 2.2 above) is in the best interests of the University and shall take the Chair's views into consideration when approving a revised duration.

- 2.4 There shall be a Vice-Chair who shall be appointed by the Council from amongst the lay members of the Council.
- 2.5 The Vice-Chair shall normally only hold office until the next occasion upon which the Council appoints a Chair.
- 2.6 The Vice-Chair shall be eligible for re-appointment provided that the total number of years as a lay member does not exceed nine.

3. Terms of Office

- 3.1 A member of the Council by virtue of holding an office or position shall be a member of the Council so long as that member holds the office or position.
- 3.2 An elected member of the Council shall hold office for three years, or for such shorter period as may be prescribed by Ordinance, unless the member ceases to be qualified for membership, in which case there shall be a casual vacancy.
- 3.3 An appointed member of the Council shall hold office for three years, or for such other period as may be specified by resolution of Council or by Ordinance.
- 3.4 A Student member of the Council shall normally hold office for one year, provided that if such a member ceases to be a Student during the term of office of that member, there shall be a casual vacancy.
- 3.5 Any other member of the Council shall hold office for three years.
- 3.6 An outgoing member of the Council, otherwise qualified, shall be eligible to be nominated, appointed, selected or elected as a member of the Council, provided that they shall normally serve no more than two consecutive terms of office or a maximum of nine years consecutively. An outgoing member may be nominated and appointed as Chair of Council.
- 3.7 A member of the Council may resign by writing to the Secretary to the Council.

4. Cessation of qualification for membership

- 4.1 A member of the Council elected by the Senate does not cease to be qualified for election within the meaning of paragraph 3.4.4 of Ordinance 11 (Standing Orders) merely by virtue of ceasing to be or becoming a Head of School unless the member's ceasing to be or becoming a Head of School results in there being fewer than two members of the Council elected by the Senate who are Heads of Schools, or fewer than two members of the Council elected by the Senate who are elected members of the Senate.

5. Removal of members of Council

- 5.1 A request may be made to the Chair of Council to remove a member from membership of the Council for good cause in accordance with the procedure described below:
 - (1) a request must be made by at least two members of Council, giving the grounds for removal.
 - (2) if the Chair decides that there is a prima facie case, a Panel will be set up, comprising three lay members of Council and will normally be

chaired by the Vice-Chair. If the Vice-Chair is the subject of the request, the Chair will appoint another lay member to act as Chair.

- (3) the Panel will receive representations from the members lodging the request and from the member who is the subject of the request.
- (4) The Panel shall make a recommendation to Council on whether to uphold the request or dismiss it.
- (5) The matter will be considered at a meeting of Council under 'Reserved Business'.

5.2 Grounds for removal for good cause may include, but are not limited to, improper conduct, financial impropriety, breaches of confidentiality, failure to attend meetings, ill-health or incapacity.

5.3 Should the request to remove from membership relate to the Chair of Council, the matter should be referred to the Vice-Chair.

6. Elections to the Council of Members of the Senate or Employees of the University

6.1 Elections to Council of members of the Senate and of Employees of the University shall be arranged in accordance with the provisions laid down in Ordinance 11 - Standing Orders.

7. Selection of Students to the Council

7.1 The Students' Union shall appoint annually two students to Council, being registered students of the University, and may be Elected officers or non-Elected officers of the Students' Union. One of the student members shall be the President of the Students' Union.

8. Meetings

8.1. The quorum for a meeting of the Council shall be nine members or such higher number as may be prescribed by Standing Orders.

8.2. The Chair shall have an original and a casting vote.

ORDINANCE 5

THE SENATE

1. Membership

The Senate shall consist of the following persons:

- (1) the President and Vice-Chancellor, who shall be the Chair;
- (2) the Deputy Vice-Chancellor and Pro Vice-Chancellors;
- (3) the Heads of all Schools;
- (4) the Director of Continuing and Professional Education;
- (5) the University Librarian
- (6) the Director of English Language Programmes
- (7) the Director of Centre for Education Support and Innovation
- (8) fifteen professors elected by and from the Professors of the University;
- (9) twenty five members elected by and from the Academic Staff of the Schools or Colleges;
- (10) five members elected by and from the Academic Staff of the Professional Services;
- (11) seven Students, elected by and from the Students of the University;
- (12) Co-opted Members. If the Senate so determines, not more than ten members appointed by co-option.

2. Terms of Office

- 2.1 Elected members of the Senate, other than the Student members, shall hold office for three years unless the member ceases to be qualified for membership, in which case there shall be a casual vacancy. They shall be eligible for re-election.
- 2.2 Ex officio members of the Senate shall hold office so long as they continue to occupy the position by virtue of which they became members.
- 2.3 Student members of the Senate shall hold office for one year from 1 July. They shall be eligible for re-election.
- 2.4 The co-opted members shall hold office for three years or such shorter period as shall be determined by the Senate and shall be eligible for re-appointment.
- 2.5 A member appointed or elected to fill a casual vacancy shall hold office for the remainder of the period for which his or her predecessor would have held office.

3. Election of Professors

- 3.1 The Secretary of the Senate shall arrange for the election of fifteen members of the professorial staff of the University to the Senate.
- 3.2 There should be a maximum of one representative from any one School.

4. Election of Academic Staff of the Schools of the University

- 4.1 The Secretary of the Senate shall arrange for the election of twenty five members of the academic staff of the Schools and Colleges of the University to the Senate.
- 4.2 Members of the professoriate are not eligible for appointment under this category.
- 4.3 There should be a maximum of two members from any one School.

5. Election of Academic Staff of the Professional Services of the University

- 5.1 The Secretary of the Senate shall arrange for the election of five members elected by and from the academic staff of the Professional Services.
- 5.2 There should be a maximum of one representative from any one Directorate.

6. Election of Students to Senate

- 6.1 The Students' Union shall arrange for the election of seven student members to the Senate and in accordance with the provisions set out below.
- 6.2 The seven students must be registered students of the University and may be Elected or non-Elected officers of the Students' Union and shall comprise:
 - (1) the two students elected by the Students' Union to be members of Council who shall be members of Senate;
 - (2) five students, providing that no student may be excluded from nomination on the grounds that they have exercised their right to opt-out of Students' Union membership, at least one of whom should be an undergraduate student and one a postgraduate student.

7. Meetings

- 7.1 In the absence of the President and Vice-Chancellor, the Deputy Vice-Chancellor or a Pro Vice-Chancellor shall be Chair at that meeting of the Senate;
- 7.2 The Chair shall have an original and a casting vote;
- 7.3 The quorum for a meeting of the Senate shall be twenty members.

8. Functions, powers and responsibilities

- 8.1 Subject to the provisions of the Charter and Statutes concerning the duties of Council, the Senate shall be responsible for all matters having academic implications, which shall include:

- (1) recommending to Council courses of study leading to degrees, diplomas, certificates and other distinctions which may be substantive, dual, joint or otherwise of Cardiff University and schemes provided on behalf of other professional bodies;
 - (2) responsibility for:
 - (i) teaching both intra-mural and extra-mural;
 - (ii) the promotion and supervision of research;
 - (iii) Cardiff University examinations;
 - (iv) monitoring the content, quality and standard of courses of study and research, taking into account the academic regulations of Cardiff University and the requirements of professional and other external bodies;
 - (v) admission of Students;
 - (vi) discipline of Students;
 - (vii) exclusion of Students from Cardiff University for failure to pursue studies diligently or to make satisfactory academic progress.
- 8.2 Subject to the Charter and to these Statutes, the Senate shall have all necessary powers for the discharge of its responsibilities under the Charter and these Statutes.
- 8.3 Senate shall have the power to make Regulations in respect of any matter for which it is responsible, including Regulations for:
- (1) the use of the facilities and accommodation provided by Cardiff University;
 - (2) the extra-mural work of Cardiff University;
 - (3) subject to the terms of the trust (if any), the terms of the award of studentships, scholarships, exhibitions, bursaries, prizes and other aids to study and research.
 - (4) the discipline of Students and of other persons studying at Cardiff University or who are candidates for an examination to be conducted at or under the auspices of Cardiff University, and such Regulations shall include provision for:
 - (i) rules of discipline;
 - (ii) subject to the rules of natural justice, the procedure to be followed when a breach of discipline is alleged;
 - (iii) punishment of a breach of discipline by expulsion from Cardiff University, permanently or temporarily, by exclusion therefrom or any part Cardiff University and its precincts and other premises owned or occupied by Cardiff University, permanently or temporarily, by a fine or otherwise;
 - (iv) appeals.

- 8.4 Subject to the authority of the Council, the Senate shall determine awards which shall be granted in the manner determined by the Council, in relation to:
- (1) Cardiff University degrees, diplomas, certificates and similar distinctions, which may be substantive, dual, joint or otherwise;
 - (2) studentships, scholarships, exhibitions, bursaries, prizes, and other aids to study and research.
- 8.5 Subject to the authority of the Council, the Senate shall regulate and conduct examinations leading to degrees and other awards or distinctions Cardiff University and appoint internal and external examiners therefore, and shall regulate and conduct examinations leading to degrees and other awards or distinctions of other bodies with the agreement of those bodies.
- 8.6 Senate shall advise the Council on the conferment of academic titles on appropriate persons and in accordance with the Ordinances or other Regulations.
- 8.7 The Senate may
- (1) approve, with or without amendment, refer back or reject any recommendation of a School or other body or person and, on matters within the powers of the Senate, give directions to a School or other body or person;
 - (2) require from a Head of School or other academic unit information about the School or other academic unit;
 - (3) make any recommendation to the Council with regard to the work of Cardiff University;
 - (4) report to the Council on any matter respecting the work of Cardiff University;
 - (5) do any act or thing authorised by the Council.
- 8.8 The Senate shall:
- (1) review from time to time the duties and conditions of appointment and service of members of the Academic Staff and make recommendations thereon to the Council;
 - (2) advise the Council on the appointment of members of the Academic Staff and, subject to these Statutes, removal of members of the Academic Staff;
 - (3) make recommendations to the Council on matters referred to the Senate by the Council;
 - (4) report to the Council its decisions on matters which might be relevant to the deliberations of the Council.

ORDINANCE 6

CHANCELLOR AND PRO CHANCELLORS

1. Role of the Chancellor and Pro Chancellors

1.1 The Chancellor shall:

- (1) preside at and chair meetings of Court;
- (2) have a ceremonial role at graduation and other ceremonies;
- (3) act as an ambassador for the University.

1.2 The Pro Chancellors shall:

- (1) deputise for the Chancellor if required;
- (2) act as ambassadors for the University.

2. Appointment of the Chancellor and the Pro Chancellors

2.1 The Chancellor shall be appointed by the Council and shall hold office for three years or such shorter time as the Council may resolve and shall be eligible for reappointment, but a Chancellor going out of that office after holding it for two consecutive periods shall not be eligible for immediate reappointment.

2.2 Pro Chancellors shall be appointed by the Council and shall hold office for three years or such shorter time as the Council may resolve. They shall be eligible for reappointment, but a Pro Chancellor going out of that office after holding it for two consecutive periods shall not be eligible for immediate reappointment.

3. Procedure for Appointment of a Chancellor

3.1 In the event of a vacancy or an impending vacancy in the office of Chancellor, a Nominations Committee to Appoint a Chancellor shall be formed consisting of:

- (i) the Chair of Council (Chair)
- (ii) the President and Vice-Chancellor
- (iii) two members appointed by the Council
- (iv) three members appointed by the Court.

3.2 The Nominations Committee to Appoint a Chancellor shall seek nominations for the role as it determines and shall make a recommendation to Council as it sees fit.

3.3 The Secretary to Court shall be secretary to the Nominations Committee to Appoint a Chancellor.

4. Procedure for Appointing a Pro Chancellor

4.1 Pro Chancellors shall be appointed by the Council on the nomination of the President and Vice-Chancellor, after consultation with the Chancellor.

ORDINANCE 7

PROCEDURE FOR APPOINTING A PRESIDENT AND VICE-CHANCELLOR

- 1. Procedure for Appointment of a President and Vice-Chancellor**
- 1.1 In the event of a vacancy or an impending vacancy in the office of President and Vice-Chancellor a Joint Committee of the Council and the Senate shall be formed consisting of:
 - (i) the Chair of the Council who shall be in the Chair;
 - (ii) four persons appointed by the Council, who shall not be employees or students of the Institution, at least one of whom shall not be a current member of the Council; and
 - (iii) four members of the Senate appointed by election.
- 1.2 The Joint Committee shall by Report make such recommendations to the Council in respect of the appointment of a President and Vice-Chancellor as the Joint Committee shall see fit.
- 1.3 The Secretary of the Council shall be secretary to the Joint Committee.
- 1.4 The Joint Committee shall have power to determine its method of operation in the light of circumstances prevailing at the time.
- 2. Appointment of an acting President and Vice-Chancellor**
- 2.1 If the absence of the President and Vice-Chancellor or a vacancy in the office of President and Vice-Chancellor is likely to extend beyond a period of three months, the Council may appoint an acting President and Vice-Chancellor on the recommendation of a joint Committee of the Senate and the Council established for this purpose, consisting of the Chair of Council, or in his or her absence, the Vice-Chair, and one lay member appointed by the Council and two members appointed by the Senate.
- 2.2 An acting President and Vice-Chancellor shall act either until such time as the existing post-holder resumes his/her duties, or until a permanent appointment is made, or for such period as may be decided by the Council.
- 2.3 If in the view of the Chair of Council action is required urgently and he/she believes it may be appropriate to appoint an acting President and Vice-Chancellor, the Chair of Council may take executive action in accordance with Standing Order 4.3 to establish the Committee to appoint an acting President and Vice-Chancellor.
- 2.4 The Secretary of Council shall be secretary to the Joint Committee.
- 2.5 In the event of the Chair of Council or the Vice-Chair being unable to serve on the Committee, or having resigned from the Committee, a further lay member of the Council shall be appointed to the Committee.

- 2.6 Any person serving on this Committee shall have indicated that he/she is not a candidate for the post. If during the appointment process a member of the Committee indicates that he/she would wish to be considered, that member shall be required to resign from the Committee and a replacement shall be appointed.

3. Delegation of functions

The President and Vice-Chancellor may delegate to the Deputy Vice-Chancellor or other officer any function normally discharged by himself/herself. Where there has been no express delegation of functions either in the absence of the President and Vice-Chancellor, or during a vacancy in the office of the President and Vice-Chancellor, the functions of the President and Vice-Chancellor shall be performed by the Deputy Vice-Chancellor.

ORDINANCE 8

APPOINTMENT OF DEPUTY VICE-CHANCELLOR AND PRO VICE-CHANCELLORS

1. Appointment of a Deputy Vice-Chancellor

- 1.1 The Council shall appoint a Deputy Vice-Chancellor on the nomination of the Vice-Chancellor, after consultation with the Senate. The Vice-Chancellor may decide to undertake a process involving external advertisement and recruitment.
- 1.2 The appointment of a Deputy Vice-Chancellor shall be for a three year period and may be renewed. The appointment shall be subject to automatic review on the appointment of a new Vice-Chancellor.

2. Appointment of Pro Vice-Chancellors

- 2.1 The Council may appoint not more than six Pro Vice-Chancellors.
- 2.2 Senate shall be advised (by correspondence if no meeting scheduled) of an academic leadership vacancy for the role of Pro Vice-Chancellor and their portfolio.
- 2.3 The Vice-Chancellor will consider any written representations made by Members of Senate which may help to inform the appointment process.
- 2.4 The Vice-Chancellor may undertake a process involving external advertisement and recruitment.
- 2.5 Following a transparent recruitment process, the Vice-Chancellor will recommend the appointment to Council for approval.
- 2.6 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.
- 2.7 Appointments shall be subject to automatic review on the appointment of a new Vice-Chancellor.

ORDINANCE 9 ACADEMIC BODIES

1. Principal Academic Bodies

- 1.1 In accordance with the Charter and Statutes there shall be such principal academic bodies as may be decided by Council and following consultation with Senate. Other subordinate academic bodies may be established or dissolved by the President and Vice-Chancellor (hereinafter the Vice-Chancellor) in accordance with any regulation or guidance issued by Senate or Council from time to time.

2. The Colleges

- 2.1 There shall be three principal academic bodies to be known as Colleges, namely:
- College of Arts, Humanities and Social Sciences;
 - College of Biomedical and Life Sciences;
 - College of Physical Sciences and Engineering.
- 2.2 Colleges may be established, dissolved or changed by the Council on the recommendation of the Vice-Chancellor, following consultation with Senate. Each College will comprise a group of Schools as shown in Annex A. Colleges may also contain other academic units.

3. Heads of College

- 3.1 Each College shall be headed by a Pro Vice-Chancellor and Head of College who shall be responsible and accountable to the Vice-Chancellor for the management of the College and shall line manage the Heads of the Schools and the heads of other academic bodies within the College.

4. College Boards

- 4.1 Each College will have a College Board that will act as an advisory body to the Head of College and will comprise the Heads of the constituent schools together with such College Deans or other officers 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 Head of College.

5. Responsibilities of Heads of College

- 5.1 The Pro Vice-Chancellor and Head of College will be a member of the University Executive Board and will have the following generic responsibilities:
- (1) to play a significant role, in collaboration with other members of the University Executive Board, in developing and delivering the University's strategy;
 - (2) to lead the University in areas of responsibility delegated to them, including taking a visible corporate leadership role on issues assigned and agreed by the Vice-Chancellor and the University Executive Board;
 - (3) to promote the University in teaching, research, innovation and engagement;

- (4) to promote the interests and values of the University internally and externally;
- (5) to play an active role in the recruitment and appointment of high calibre staff to the University;
- (6) to encourage staff development to meet the overall needs of the University in the context of its development;
- (7) to encourage and develop interdisciplinary activities between all Colleges and all Schools;
- (8) taking responsibility for chairing University Committees, and as necessary playing a part in ceremonial University activities including graduation ceremonies;
- (9) encouraging and rewarding research, academic excellence and collegial participation throughout the University;
- (10) playing an active role in the University Executive Board, assisting the Vice-Chancellor to achieve the goals of the University as defined in its Strategic Plan and contributing to University planning and to the formulation of policies and procedures;
- (11) responding to issues and incidents likely to impinge on the University's reputation and activities in a manner that manages and minimises risk to the University;
- (12) ensuring compliance with all requirements such as those relating to health, safety and environmental matters, equality and diversity and other statutory or regulatory requirements;
- (13) contributing to the development and testing of University risk and crisis management plans which will be utilised in crisis situations or when serious unexpected events occur;
- (14) promoting the well-being of all staff and students, fostering a culture of respect in all aspects of operation and leading, supporting and being sensitive to the different needs of students irrespective of their location or mode of study;
- (15) promoting the University as a place of international repute in which to study, research and work and encourage international collaboration and exchange;
- (16) building effective and productive relationships with key influencers in government, business and professional bodies;
- (17) actively promoting cross-institutional structures and systems (whether related to research/academic programmes/portfolio matters or administration);
- (18) representing the University as required at local, national and international level; and
- (19) undertaking such other duties as required by the Vice-Chancellor.

6. Appointment of Heads of College

- 6.1 The appointment process for Pro Vice-Chancellor Head of College will follow the process outlined in Ordinance 8

7. College and University Deans

Each College shall have the following College Deans

- College Dean for Undergraduate Studies
- College Dean for Research and Innovation
- College Dean for International
- College Dean for Postgraduate Studies

In addition, the Vice-Chancellor may create a number of University Dean posts.

8. Appointment of College and University Deans

- 8.1 College and University Deans will be appointed by the line-managing Pro Vice-Chancellor(s) following appropriate consultation and a transparent internal selection process.
- 8.2 The line-managing Pro Vice-Chancellor(s) may decide in certain circumstances to undertake a process involving external advertisement and recruitment.
- 8.3 Deans shall be appointed for a period of up to three years and may be reappointed by the line-managing Pro Vice-Chancellor(s) normally for one further term of up to three years. All appointments shall be reported to Senate and Council at the earliest opportunity.

9. Schools and other academic units within Colleges

- 9.1 Schools and other academic units may be established, dissolved or otherwise re-organised by the Vice-Chancellor on the recommendation of the relevant College Head 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.

10. Responsibilities of Heads of School

- 10.1 Heads of School will be accountable to the Head of College for:
- (1) The assignment of research, teaching, administrative and other duties to the Academic and other staff of the School;
 - (2) Promoting the development of learning and teaching, including their quality and enhancement, across the range of provision associated with the School and with other Schools in the College;
 - (3) Encouraging and promoting the prosecution of research by staff and Students of the School;
 - (4) Encouraging and promoting innovation and knowledge transfer as appropriate within the School;
 - (5) Arranging for the selection of students for admission;

- (6) Ensuring compliance within the School with College/University regulations in relation to all academic, employment, financial, professional and statutory bodies, including all equality and diversity requirements, and other matters;
- (7) Developing appropriate plans and strategies for the School for approval by the College and University and to manage the School to fulfil the objectives identified therein;
- (8) Ensuring on behalf of the University compliance with its obligations with regard to the health, safety and welfare at work of staff and other persons or animals in or affected by the School and for the premises, plant and substances therein, including environmental matters;
- (9) Liaising, where appropriate, with all relevant professional and other bodies in order to ensure adequate support for research, education and training;
- (10) Representing, or arranging representation of, the School on all appropriate bodies both internal and external to the University;
- (11) To undertake such other duties as required by the Head of College.

The Head of School shall line manage any heads of departments or sections within the School. The Head of School is expected to make a substantial contribution to the setting of strategy and direction within the College.

11. Appointment of Heads of School

11.1 A Head of School may be appointed by the Vice-Chancellor, on the recommendation of the Head of College, either:

- (1) from among the senior Academic Staff and following consultation within the relevant School, or
- (2) through open advertisement and recruitment.

Heads of School shall be appointed for an initial period of up to five years and this may be extended by one further term of up to three years.

12. University Academic Bodies

12.1 The academic bodies which have been established at University level are listed in Annex B.

SCHOOLS WITHIN COLLEGES AND OTHER ACADEMIC UNITS

1. The Colleges of the University shall comprise the following Schools:

1.1 College of Arts, Humanities and Social Sciences:

- Cardiff Business School
- Cardiff School of Geography and Planning
- Cardiff School of English, Communication and Philosophy
- Cardiff School of History, Archaeology and Religion
- Cardiff School of Journalism, Media and Culture
- Cardiff School of Law and Politics
- Cardiff School of Modern Languages
- Cardiff School of Music
- Cardiff School of Social Sciences
- Cardiff University School of Welsh

1.2 College of Biomedical and Life Sciences:

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

1.3 College of Physical Sciences and Engineering:

- Welsh School of Architecture
- Cardiff School of Chemistry
- Cardiff School of Computer Science and Informatics
- Cardiff School of Earth and Environmental Sciences
- Cardiff School of Engineering
- Cardiff School of Mathematics
- Cardiff School of Physics and Astronomy.

Other academic units such as centres or institutes may also be attached to Colleges or Schools.

UNIVERSITY-WIDE BODIES

1. Other academic units which shall be University-wide bodies are:

1.1 **University Research Institutes:**

- European Cancer Stem Cell Research Institute
- Neuroscience and Mental Health Research Institute
- Sustainable Places Research Institute
- Cardiff Catalysis Institute
- Crime and Security Research Institute
- Energy Systems Research Institute
- Systems Immunity Research Institute
- Data Innovation Research Institute
- Water Research Institute

ORDINANCE 10
CONSTITUTIONS OF COMMITTEES

[Academic Standards and Quality Committee](#)

[Education and Student Experience Committee](#)

[Audit and Risk Committee](#)

[Governance Committee; and Nominations Sub-Committee](#)

[Remuneration Committee; and Professorial and Senior Salaries Committee](#)

[Finance and Resources Committee; and Investment and Banking Sub-Committee](#)

Note: The composition and terms of reference of the following Standing Panels and Sub-Committees are available on request from Committee Support [Committees@cardiff.ac.uk or tel ext 74297]

- Academic Promotions Committee
- University Awards and Progress Committee
- Equality, Diversity and Inclusion Committee
- Health, Safety and Well-being Committee
- Open Research Integrity & Ethics Committee
- Biological Standards Committee
- Honorary Fellowships & Degrees Committee
- College Annual Review and Enhancement (ARE) Committees
- Programme and Partner Standing Panel
- Estates and Infrastructure Sub-Committee
- Funders Advisory Panel

A. ACADEMIC STANDARDS AND QUALITY COMMITTEE

1. Composition

1.1 There shall be an Academic Standards and Quality Committee, which shall be a joint Sub-Committee of the Senate and the Education and Student Experience Committee, composed as follows:

- (i) Pro Vice-Chancellor, Education and Students, who shall be Chair;
- (ii) the Vice-Chancellor (ex-officio);
- (iii) one College Dean (Undergraduate Studies) appointed by the Pro Vice-Chancellor Education and Students;
- (iv) one College Dean (Postgraduate Studies) appointed by the Pro Vice-Chancellor Education and Students;
- (v) Dean for Student Employability;
- (vi) six members of academic staff experienced in the management of academic standards and quality procedures, appointed by the Senate;
- (vii) one member appointed by the Council who shall not be an employee or student of the University;
- (viii) three students, appointed by the President of the Students' Union, of whom at least one shall be a postgraduate student.

2. Duties, Powers and Terms of Reference

2.1 The Academic Standards and Quality 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.

2.2 The Committee shall:

2.2.1 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;

2.2.2 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 and reviews of postgraduate research activity;
 - (iv) make appropriate recommendations to the Education and Student Experience Committee or Senate, as appropriate, arising from 2.2.2 (i) to (iii);
- 2.2.3 make recommendations to the Education and Student Experience Committee in respect of enhancement opportunities arising from the operation of quality assurance and standards procedures;
- 2.2.4 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;
- 2.2.5 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 2.2.5 (i) to (ii);
- 2.2.6 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;

- 2.2.7 consider proposals for the formulation, or revision of, and exceptions to, Academic Regulations, and make recommendations to the Senate thereon;
- 2.2.8 establish, as appropriate, such Sub-Committees or other task-oriented groups as the Committee requires in order to fulfil its role;
- 2.3 The Committee shall integrate consideration of equality, diversity and inclusion in all matters falling within its remit.
- 2.4 The Committee shall ensure that sustainability issues are fully considered in all matters falling within its remit.

B. AUDIT AND RISK COMMITTEE

Remit:

The Audit and Risk Committee has a key role in in advising and assisting the Council in overseeing the assurance and control environment of the University. Its duties cover:

- 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 economy, efficiency and effectiveness;
- 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
- 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

<u>Members</u>	<u>In attendance</u>
<ul style="list-style-type: none"> • 1 Lay member (Chair), who shall be appointed by and from the Council; • 4 Lay members, appointed by the Council, at least two of whom shall be members of the Council; • 1 independent member may be co-opted and need not be a member of the Council. <p>6 members.</p> <p>At least one member shall have professional experience in finance, accounting or auditing.</p> <p>The Chair of Council shall not be a member of the Committee.</p> <p>Members should not be individuals with executive management responsibilities within 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,</p>	<ul style="list-style-type: none"> • Vice-Chancellor • Chief Operating Officer • Chief Financial Officer • The University’s Internal Auditors • The University’s External Auditors <p>At the discretion of the Chair other University officers, as may be appropriate, shall be invited to attend meetings.</p> <p>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 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>

including staff and students who are members of Council.	
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The process of appointment to membership of the Committee and the terms of office will be in accordance with Ordinance 11.	
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Occurrence

The Committee shall meet a minimum of three times per academic year. The External or Internal Auditors may request a meeting if they consider it necessary

Quorum

In accordance with Ordinance 11 the quorum of a Committee shall be the nearest higher whole number to one-third of the membership. For this purpose, Co-opted members will not be included in the total membership

Quorum is two members.

Terms of Reference

Responsibility to scrutinise and advise

1. To scrutinise and advise the Council as appropriate on:
 - a) The appointment or reappointment of the External Auditors and Head of Internal Audit, the terms of their engagement, the audit fee, and their ability to provide any non-audit services;
 - b) 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;
 - c) 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);
 - d) 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 internal control, in accordance with Higher Education Funding Council for Wales' Accounts Directions;
 - e) Major findings of Internal Audit investigations and management's response; and the Internal Auditors' annual report;
 - f) The implementation of agreed audit-based recommendations, from whatever source;
 - g) Internal risk management arrangements, including the efficacy of the corporate risk register, the risk strategy and appetite, control and governance arrangements. 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;

- h) 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;
 - i) 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; and
 - j) 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.
2. To receive reports for information and advise Council and / or the Vice-Chancellor as appropriate on:
- a) Any revisions to the University's Counter-Fraud and Anti-Bribery Policy and Public Interest Disclosure (Whistle-blowing) Code of Practice, and any matters progressed under these, normally once the applicable investigations have concluded;
 - b) The process of review of the financial regulations and any material changes which may impact on the internal control environment, making any recommendations in the first instance to Finance & Resources Committee and thereon to Council; and
 - c) Any relevant reports from the Audit Wales, HEFCW and other organisations.

Authority to approve

3. To scrutinise and have authority to approve on behalf of Council:
- a) The nature and scope of the External Audit;
 - b) The Internal Auditors' audit risk assessment, strategy and programme, and shall 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; and
 - c) the use of External Auditors for non-audit work;

Other Operational Powers or Duties

- 4. 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.
- 5. 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.
- 6. 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.
- 7. 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:

- risk management, control and governance;
- economy, efficiency and effectiveness (value for money); and
- 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.

8. The Committee shall promote co-ordination between the External and Internal Auditors.
9. The committee will take into consideration equality and diversity issues in all matters.
10. The Committee shall ensure that longer term sustainability is considered in all matters falling within its remit.
11. Work and liaise as necessary with all other committees taking particular account of the impact of risk on the work of other committees

C. GOVERNANCE COMMITTEE

1. Composition and Membership

1.1 There shall be a Governance Committee, which shall be a sub-Committee of the Council, composed as follows:

- (i) the Chair of the Council;
- (ii) the Vice-Chair of the Council;
- (iii) the President and Vice-Chancellor or nominee;
- (iv) four additional lay members appointed by and from the Council;
- (v) two members appointed by and from the Senate;
- (vi) the President of the Students' Union, or a nominee from among the Elected Officers.
- (vii) the Deputy Vice-Chancellor (co-opted)

The following Observers, as defined in Ordinance 11, are invited to attend committee meetings:

- (viii) Chief Operating Officer
- (ix) Head of Corporate Governance

1.2 The Chair of Council shall chair the Committee or may delegate this role to one of the lay members of the Committee.

2. Quorum

Four members, of whom two must be lay members, shall form a quorum.

3. Terms of Reference

3.1 The Governance Committee shall advise and make recommendations to Council on matters relating to the governance of the University.

3.2 The Governance Committee shall advise Council on 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.

3.3 The Governance Committee shall commission effectiveness reviews of Council as required.

3.4 The Governance Committee shall exercise, on behalf of Council, general oversight of constitutional and legal matters, including the Charter, Statutes and Ordinances.

3.5 The Governance Committee may establish sub-committees which shall include:

- (i) a Health, Safety and Well-being Committee to advise on the development and implementation of health, safety and well-being policies and procedures;
- (ii) an Equality, Diversity and Inclusion Committee to monitor the development and implementation of strategies for ensuring legal compliance and best practice in all matters relating to equal opportunities and diversity;
- (iii) an Open Research Integrity and Ethics Committee to act as an oversight body to ensure that the University meets the requirements of the UUK Concordat to Support Research Integrity;
- (iv) a Biological Standards Committee to keep under review all aspects of the administration of the Animals (Scientific Procedures) Act 1986, and to monitor the operation of the Ethical Review Process.

3.6 The Governance Committee shall refer matters with strategic and resource implications to Finance and Resources Committee, and those matters with academic implications to Senate.

3.7 Nominations and Appointments

3.7.1 The Committee shall be responsible for:

- (i) succession planning arrangements to ensure continuous effective governance operations, including in relation to the handover between the Chairs of the committees of Council and recommendations to Council relating to the duration of the terms of office of the Vice-Chancellor.
- (ii) keeping under review the composition of the membership of the Council, including its profile against the agreed skills matrix,
- (iii) receiving feedback from annual appraisals of members,
- (iv) overseeing individual and programmatic member development,

3.7.2 The Governance Committee shall ensure that:

- (i) lay member and co-opted member vacancies, and committee chairs' terms of office, are monitored on an annual basis;
- (ii) that, through the establishment of a Nominations Sub-Committee (see Annex 1), upcoming vacancies are advertised as appropriate, suitable candidates are recommended to Council and vacancies are filled in a timely manner, including the appointment of the Chair and Vice-Chair of Council;

3.7.3 The Governance Committee shall receive reports for information and advise Council as appropriate on equality, diversity and inclusion with respect to the composition of Council and its committees;

- 3.7.4 The Governance Committee shall consider sector good practice and guidance from key bodies, and the steps that may be taken to address any agreed changes in practice.
- 3.8 The Committee shall integrate consideration of equality, diversity and inclusion issues into all matters falling within its remit.
- 3.9 The Committee shall ensure that sustainability issues are fully considered in all matters falling within its remit.
- 3.10 The Governance Committee may establish such working groups as are necessary to advise on matters within the remit of the Governance Committee.

4. The Secretary

The Secretary of the Council shall be Secretary to the Committee or such other person as appointed by the Council.

Annex 1 – Nominations Sub-Committee

Remit

The Governance Committee may convene a Nominations Sub-Committee to consider and agree recommendations to Council in relation to key appointments, including the appointment and re-appointment of the Chair and Lay Members to the Council and its committees.

Composition and Membership

<p>Members</p> <ul style="list-style-type: none"> • The Chair of the Governance Committee or nominee (Chair) • The Chair and/or Vice-Chair of Council • An additional Lay Member • One Staff Member (appointed from amongst the Senate members on the Council) • One Student Member (appointed from amongst the Student members on the Council) <p>No individual shall be eligible to be a member if the Committee is considering their own appointment, or the appointment of their successors in that role.</p> <p>Where the Chair of Governance Committee needs to recuse themselves another lay member shall chair the meeting</p>	<p>In attendance</p> <p>The University Secretary and General Counsel, who shall be Secretary to the Nominations Sub-Committee.</p> <p>At the discretion of the Chair, other officers, as appropriate, may be invited to attend the meeting</p>
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Occurrence

As determined by the Chair, to enable the Committee to meet required deadlines

Quorum

Quorum shall be four members, excluding any co-opted members.

Terms of reference

1. On behalf of the Governance Committee, the Nominations Sub-Committee shall:
 - 1.1 instigate search and selection exercises for the Chair of Council, the Vice-Chair of Council, and new lay members to serve on Council and its sub-committees, as required;

- 1.2 ensure that vacancies for lay members are publicised within the institution and staff, students and members of the Council are invited to submit names to the Secretary of the Council for consideration
- 1.3 determine the membership of any associated interview panels, which in the case of recruitment for the Chair of Council may include an external member.
2. The Nominations sub-committee shall have regard to:
 - 2.1 the balance of membership on the Council and the needs of the University, taking into account the need to maintain an appropriate balance of skills and expertise and diversity of members;
 - 2.2 the desirability of there being members connected with:
 - Industrial, commercial and financial concerns;
 - Professions and learned societies;
 - Public and health sectors; and
 - Local communities.
 - 2.3 the University's Statement of Independence for Lay Membership
- 3 Following completion of the search and selection processes the Nominations Sub-Committee shall inform Governance Committee and recommend the successful candidates to Council. This shall also include the recommended duration of the term of office where relevant.

D. REMUNERATION COMMITTEE

1. Terms of Reference

The Remuneration Committee shall operate within the delegation from Council and:

- 1.1. 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.
- 1.2. review and determine 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.
- 1.3. 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.
- 1.4. 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.
- 1.5. review the decisions of the Professorial and Senior Salaries Committee, including any discretionary revisions to remuneration made between meetings of that Committee.
- 1.6. to 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.
- 1.7. 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; and receive a report on any severance terms agreed for senior staff of the University within the remit of the Professorial and Senior Salaries Committee.
- 1.8. 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.
- 1.9. receive and consider an annual report on the pay gap and on equal pay in the University.
- 1.10 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.

- 1.11. 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.

2. Membership

2.1. The membership of the Remuneration Committee is:

- a. the Vice-Chair of Council;
- b. the Chair of Council;
- c. two lay members from the Council who shall serve for three years and may be appointed for one further term.
- d. 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, and who shall serve for three years and may be appointed for one further term.

2.2. The Remuneration Committee shall not be chaired by the Chair of Council. A chair will be appointed by Council from the lay membership.

2.3. The quorum for the remuneration Committee is three lay members, one of whom shall be the Chair.

3. Secretariat

3.1. The Head of Leadership and Staff Development, or another member of the Human Resources team of an equivalent level, will be the Secretary for the Committee.

3.2. The individual acting as the Committee Secretary will usually also be the minute-taker for the Committee.

4. Proceedings

4.1. Attendance at meetings is as follows;

- a. A quorum of members;
- b. 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;
- c. The Director of Human Resources shall normally attend.

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

PROFESSORIAL AND SENIOR SALARIES COMMITTEE

Terms of Reference and Membership

The terms of reference of the Professorial and Senior Salaries Committee are;

1.1. Within the strategy, policy and parameters determined by the Remuneration Committee and approved by Council, to review and determine the remuneration, benefits and conditions of employment of:

- Professors
- Directors of Professional Services
- Other Professional Services on the Senior Staff pay scale

taking account of comparative information on the remuneration, benefits and conditions of employment in the University sector and elsewhere as appropriate

1.2. To make recommendations to Remuneration Committee on reward arrangements for members of staff within the remit of the Committee.

1.3. To review the arrangements for the remuneration of professors and other senior officers of the University within the remit of the Committee, taking account of best practice within the University sector and elsewhere as appropriate and to make recommendations to Remuneration Committee for improvements.

1.4. 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.

1.5. To approve any severance terms for staff of the University within the remit of the Professorial and Senior Salaries Committee on the termination of their employment, operating within the framework of set out by the Remuneration Committee.

1.6. To 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.

1.7. To provide Remuneration Committee with a full report of its decisions which is transparent and meets the requirements of good governance.

2. Membership

2.1. The membership of the Professional and Senior Salaries Committee is:

- the President and Vice-Chancellor who shall be the Chair of the Committee;
- the Deputy Vice-Chancellor who shall act as Chair of the Committee in the absence of the Vice-Chancellor;
- the three Pro Vice-Chancellor Heads of College;

- the Chief Operating Officer and University Secretary.

3. Secretariat

3.1. The HR Business Partner (Policy and Projects), or another member of the Human Resources team of an equivalent level who shall act as Secretary to the Committee.

3.2. The individual acting as the Committee Secretary will usually also be the minute-taker for the Committee

4. Proceedings

4.1. Attendance at meetings is as follows;

- A quorum of members;
- The Director of Human Resources shall normally attend

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

E. FINANCE AND RESOURCES COMMITTEE

1 Composition

1.1 There shall be a Finance and Resources Committee which shall be a Committee of the Council, shall serve as the Finance Committee for the University and shall be composed as follows:

- (i) the Chair of the Council ex officio;
- (ii) the Vice-Chair of Council ex officio;
- (iii) the President and Vice-Chancellor ex officio;
- (iv) the Deputy Vice-Chancellor ex officio;
- (v) the Chair of the Investment and Banking Sub-Committee ex officio;
- (vi) the Chair of the Estates and Infrastructure Sub-Committee ex officio;
- (vii) one member of the Council appointed by the Council from among its academic staff members;
- (viii) two lay members appointed by the Council;
- (ix) the President of the Students' Union ex officio;
- (x) one student representative, nominated by the President of the Students' Union, from among the elected officers of the Students' Union.

Other officers shall attend by invitation.

1.2 The Chair of Council shall chair the Committee or may delegate this role to one of the lay members of the Committee.

2 Duties, Powers and Terms of Reference

The Committee shall:

- 2.1 perform such functions as are allocated to it by the Council and, where appropriate, shall refer matters directly to, and provide advice and recommendations to, the University Executive Board, the Governance Committee and to the Senate;
- 2.2 scrutinise the University Executive Board's proposals for achieving the University's strategic aims, specifically by ensuring the alignment of resources with the University's Strategic Plan and providing advice to Council on prioritising competing proposals against available resources;
- 2.3 receive advice from the University Executive Board and other committees and may establish such sub-groups as it considers

appropriate for the purpose of providing it with specific advice on any of the matters for which it has responsibility;

- 2.4 monitor the strategic risks relevant to the work of the Committee as determined by the University's risk management policy and risk register;
- 2.5 monitor all relevant Key Performance Indicators and ensure that concerns about performance are addressed;
- 2.6 integrate consideration of equality and diversity issues into all matters falling within its remit;
- 2.7 ensure that financial sustainability issues are fully considered in all matters falling within its remit.

Resource Allocation

- 2.8 The Committee shall, following receipt of advice from University Executive Board, make recommendations to Council on the allocation of the University resources, including future commitments, in support of the delivery of the University's strategy.
- 2.9 The Committee shall:
 - (i) make recommendations to Council concerning the setting of the University's annual budget and, in accordance with approved strategy, and taking into account the financial condition of the University;
 - (ii) make recommendations to Council about any subsequent revisions thereafter, within the approved overall budget and in accordance with the approved strategy.
- 2.10 The Committee shall consider, on an annual basis, the allocation given by the University to the Students' Union, and shall receive and monitor the Union's annual accounts and budgets, receiving advice as necessary from the University Executive Board.
- 2.11 The Committee shall satisfy itself that the University's total resource is being used effectively and efficiently and, additionally, that value for money is being sought and achieved from the use of all funds.

Financial Management

- 2.12 The Committee shall:
 - (i) review the institution's draft annual financial statements for report thereon to the Audit and Risk Committee and recommendation to the Council;
 - (ii) ensure that the University's strategies and policies in relation to fees, costing and charging, including tuition fees, residences fees,

fees and charges for other services and the costing and pricing of research, support the delivery of the University's strategy.

- (iii) consider and review the University's financial regulations covering all aspects of the work of the University and make recommendations thereon to the Council and the Audit and Risk Committee;
- (iv) consider any other matters relating to the financial wellbeing of the University as directed by the Council;

- 2.13 The Committee shall establish an Investment and Banking Sub-Committee. The terms of reference for the Sub-Committee including any delegated authority, are set out in Annex A. The Investment and Banking Sub-Committee shall comprise:
- the Chair of the Sub-Committee, who shall also be a member of Council;
 - two members, at least one of whom should be a lay member of Council;
 - the President & Vice-Chancellor (or a nominee);
 - the President of Cardiff University Students' Union (or a nominee).
- The Chair shall also be an ex-officio member of the Finance and Resources Committee.

- 2.14 The Committee shall appoint an Estates and Infrastructure Sub-Committee.
- The terms of reference for the Sub-Committee, including any delegated authority, shall be set out in Annex B.
- The Sub-Committee shall comprise;
- the President and Vice-Chancellor;
 - the Chair of Council;
 - the Chair of Finance and Resources Committee;
 - Deputy Vice-Chancellor
 - a Chair of the Sub – Committee who shall be appointed from amongst the lay members of Council and shall upon appointment become an ex officio member of the Finance and Resources Committee;
 - two other members who may either be lay members of the Council or otherwise independent of the University appointed based on their professional experience and expertise;

Infrastructure Management

- 2.15 The Committee shall, on behalf of the Council, be responsible for scrutinising the University Executive Board's plans for the maintenance and development of the infrastructure of Cardiff University and this will include responsibility for the estate of the University and the information resources of the University. The Committee shall be responsible for advising Council on the resourcing and strategic need

and priority of all major schemes for new building development or refurbishment being put forward by the University Executive Board.

- 2.16 In exercising its responsibility for the University infrastructure the Committee shall delegate the following operational duties to the University Executive Board:
- (i) overseeing the design, building, supervision and implementation of all building works, major or minor, seeking to ensure that value for money, including life-cycle costs, is obtained at all times;
 - (ii) receiving and considering the reports of the building project groups and reporting thereon to Finance and Resources Committee;
 - (iii) the provision and support of information resource needs throughout the University, which shall include investment plans for information technology, information systems and information resources.

Human Resource Management

- 2.17 The Committee shall scrutinise advice and recommendations from the University Executive Board on the implementation and operation of the Human Resources Strategy and on the impact of personnel procedures and policies in the University, and shall make recommendations on these matters to the Council.

Delegation of Authority

- 2.18 The Committee shall delegate to the Chair the power, in a matter of urgency, to act on behalf of the Committee (and only in those matters where the Committee itself is empowered). This power shall be exercised on the conditions set out below.

The Chair's actions will be:

- (i) consistent with the University's financial condition;
 - (ii) in accordance with the University's Strategic Plan;
 - (iii) in conformity with all relevant legislative or regulatory requirements;
 - (iv) in accordance with the best interests of the University, its students and staff;
 - (v) reported to the next meeting of the Committee.
- 2.19 The Committee shall note, in the discharge of its duties, that as resolved by Council at its meeting held on 7 July 2014, within the framework of the overall budget set by Council the following levels of authorisation in respect of expenditure have been approved:

Revenue Projects

The thresholds identified are total revenue costs per annum of the project

Under 250K	Recommendation to the Vice-Chancellor from Heads of College and Chief Operating Officer.
£250K to £1,000K	Vice-Chancellor (following recommendation from 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 Heads of College and Chief Operating Officer.
Up to £2 million	Vice-Chancellor (following recommendation from University Executive Board)
£2 - £5 million	Finance and Resources Committee
£5 million plus	Council

The Committee shall receive reports of all actions undertaken on delegated authority;

Management Controls

- 2.20 The Committee shall receive advice from the Governance Committee in respect of compliance with legislation affecting the development of the University's strategy and the allocation of its resources.

INVESTMENT AND BANKING SUB-COMMITTEE

Authority

The Investment and Banking Sub-Committee shall be a Sub-Committee of the Finance and Resources Committee. The Chair of the Sub-Committee shall, ex officio, be a member of the Finance and Resources Committee.

1. Composition

- 1.1 The Investment and Banking Sub-Committee shall be composed as follows:
- a) The Chair of the Sub-Committee, who shall also be a member of Council.
 - b) Two members, at least one of whom should be a lay member of Council.
 - c) The President and Vice-Chancellor (or a nominee).
 - d) The President of Cardiff University Students' Union (or a nominee).

1.2 Additional external members, up to a maximum of two, with experience in investment and banking may be appointed as members, where a need is identified.

1.2 The Chief Financial Officer will act as the Secretary to the Sub-Committee.

1.4 Membership of the Committee and the terms of office will be in accordance with Ordinance 11.

1.5 Membership nominations must be recommended for approval by Finance and Resources Committee.

2. Quorum

In accordance with Ordinance 11, the quorum of the Sub-Committee shall be the nearest higher whole number to one-third of the membership. For this purpose, Co-opted members will not be included in the total membership.

3. Attendance at meetings

The Sub-Committee shall be attended by:

- 3.1 The Chair of Council
- 3.2 The Director of Finance Operations
- 3.3 The Director of Treasury Operations
- 3.4 Investment managers to present on the activities of their portfolio
- 3.5 Individuals may be invited by the Committee to present on specific items

4. Frequency of meetings

The Committee will meet at least 4 times per academic year.

5. Duties / Remit

The Sub-Committee shall:

- 5.1 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;
 - 5.2 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;
 - 5.3 keep under review and make recommendations to Finance and Resources Committee on the use of funds and investments arising from the public bond;
 - 5.4 maintain oversight of the Bond Repayment Fund to ensure the University will be able to repay the full sum on 7 December 2055;
 - 5.5 determine the delegated authorities of the Chief Financial Officer and the investment advisers within the overall Investment Strategy and principles;
 - 5.6 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;
6. Reporting procedures

The Sub-Committee shall report to the Finance and Resources Committee on Investment Strategy, investment performance and any associated strategic risks.

ESTATES & INFRASTRUCTURE SUB-COMMITTEE

1. Authority

The Estates & Infrastructure Sub-Committee shall operate within the delegation from the Finance & Resources Committee.

No specific authority is delegated to this Committee to grant approvals to projects.

2. Terms of Reference

1. The Committee shall, on behalf of the Finance and Resources Committee, be responsible for scrutinising the University Executive Board's strategy and plans for the maintenance and development of the infrastructure of Cardiff University. This will include responsibility for the estate and the technological infrastructure of the University;
2. The Committee shall be responsible for advising the Finance & Resources Committee on the resourcing and strategic need and priority of all major schemes within the remit of Finance and Resources Committee;
3. Receive and consider reports from the University Executive Board or Infrastructure Project Steering Committees related to their:
 - (i) oversight of the design, building, supervision and implementation of all major building works, seeking to ensure that value for money, including life-cycle costs, is obtained at all times;
 - (ii) receipt and consideration of the reports of the building project groups and reporting thereon to Finance and Resources Committee;
 - (iii) provision and support of information resource needs throughout the University, which shall include investment plans for information technology, information systems and information resources.

3. Membership

a. The membership of the Estates & Infrastructure Sub-Committee is:

- the Chair of the Sub-Committee who shall be appointed from amongst the lay members of Council and shall upon appointment become an ex officio member of the Finance and Resources Committee
- the Chair of Finance and Resources Committee;
- the Chair of Council;
- President and Vice-Chancellor
- Deputy Vice-Chancellor
- two other members who may either be lay members of the Council or otherwise independent of the University appointed based on their professional experience and expertise

b. In Attendance at this Committee should be:

- Chief Operating Officer
- Director of Estates and Campus Services
- Chief Financial Officer
- Chief Information Officer

The Secretary to the Committee shall be the University Secretary or an individual nominated by the University Secretary.

4. Procedures

1. The Committee will take projects and programmes within its remit from UEB, and/or on direct instruction from Finance & Resources Committee
2. The Committee will report to each meeting of the Finance and Resources Committee to provide assurance on the progress of the programmes and projects within its purview
3. Escalate matters requiring attention by the Finance & Resources Committee and/or Council in a timely manner
4. The Committee will monitor the progress and risk management of the infrastructure projects and ensure that timely action is being taken to keep developments within cost, time and quality;
5. The Committee will ensure that the oversight and ongoing due diligence of key contractors and key suppliers for infrastructure projects is being adequately maintained by University management and act as a conduit for concerns regarding capability, capacity or performance of third parties
6. The Committee will undertake a review of business cases to be presented to Finance & Resources Committee to provide assurance and/or comment on their viability.
7. The Committee shall ensure that sustainability issues are fully considered in all matters falling within its remit.

F. EDUCATION AND STUDENT EXPERIENCE COMMITTEE

1. Composition

- 1.1 There shall be an Education and Student Experience Committee, which shall be a Sub-Committee of the Senate, composed as follows:
- (i) Pro Vice-Chancellor, Education and Students, who shall be Chair;
 - (ii) the Vice-Chancellor (ex-officio);
 - (iii) the College Dean for Undergraduate Studies of each College;
 - (iv) the College Dean for Postgraduate Studies of each College;
 - (v) the Dean for Student Employability;
 - (vi) the Dean for the Welsh Language;
 - (vii) Academic Registrar;
 - (viii) Director of Strategic Planning;
 - (ix) six members of academic staff experienced in matters related to education and student experience, appointed by the Senate.
 - (x) one member appointed by the Council who shall not be an employee or student of the University;
 - (xi) three students, appointed by the President of the Students' Union, of whom at least one shall be a postgraduate student.

2. Duties, Powers and Terms of Reference

- 2.1 The Education and Student Experience Committee 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.
- 2.2 The Committee shall:
- 2.2.1 develop and keep under review the Education and Students sub-strategy, and make recommendations thereon to the Senate;
 - 2.2.2 ensure the implementation of the Education and Students sub-strategy and evaluate its impact and effectiveness;
 - 2.2.3 promote innovation and enhancement in teaching and assessment;
 - 2.2.4 promote the opportunities for the professional development of staff to support teaching and assessment;

- 2.2.5 evaluate the outcomes of student surveys and evaluate the impact of enhancements to the student experience;
 - 2.2.6 keep under review and evaluate the impact and effectiveness of strategies relating to education and students, including the widening participation strategy;
 - 2.2.7 to provide oversight of reporting to HEFCW and WAG on matters relating to education and students.
- 2.3 The Committee shall establish, as appropriate, such Sub-Committees or other task-oriented groups as the Committee requires in order to fulfil its role
 - 2.4 The Committee shall integrate consideration of equality, diversity and inclusion in all matters falling within its remit.
 - 2.5 The Committee shall ensure that sustainability issues are fully considered in all matters falling within its remit.

ORDINANCE 11

**STANDING ORDERS GOVERNING THE COUNCIL, THE COURT, THE SENATE
AND OTHER COMMITTEES OF CARDIFF UNIVERSITY**

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1. The Force and Application of these Standing Orders

These Standing Orders shall govern the conduct of the Court, the Council, and the Senate and of their Committees and of all other internal Committees, and references herein after to “committee(s)” shall be taken to include all the aforementioned bodies unless in particular cases specifically varied by Statute or Ordinance, as the case may be, or unless inconsistent with the Charter or the Statutes.

Unless the context otherwise requires, words, references and other expressions used in this Ordinance shall have the same meaning as they have in the Charter or the Statutes.

These Standing Orders shall not apply to Examination Boards, the conduct of which shall be governed by Senate Regulation.

2. Definitions

- 2.1 A Committee shall be defined as a deliberative assembly set up by, or in accordance with, powers granted in the Charter and Statutes, with a pre-determined Constitution, which term connotes Composition, Terms of Reference, Responsibilities, Duties and Powers, as defined by Statutes, Ordinance, Regulation or Resolution as the case may be. For the purpose of these Standing Orders the term 'Committee' shall include 'Board'.
- 2.2 General Meetings of the Students' Union, and meetings of its Council and other Committees, shall operate under Standing Orders to be established under the Constitution of the Students' Union.
- 2.3 Where a Committee establishes a subordinate Committee the subordinate Committee shall be known as a Sub-Committee and the establishing Committee shall be known as a Major Committee.
- 2.4 A Committee which has permanent being shall be defined as a 'Standing Committee'; a Committee which has temporary being (normally set up to consider a specific question or questions and thereafter to cease to exist) shall be defined as an 'ad hoc Committee'.
- 2.5 A 'Panel' and a 'Working Party' shall be defined as a deliberative assembly, set up with less rigid constitution to consider and report upon a specific question or questions, and to bring forward reports or recommendations. Unless otherwise provided, such Panels and Working Parties will follow the procedure which seems to them most suitable to their objective, and will not be subject to these Standing Orders.

3. Membership of Committees

- 3.1 Unless otherwise specifically provided, the Chair of the Council and the President and Vice-Chancellor shall be ex officio Members of all Committees of the Council and of all Joint Committees of the Council and the Senate. The President and Vice-Chancellor shall be an ex officio Member of all Committees of the Senate.

3.2 Members of Committees

Members of Committees shall not be delegates of any body, section, person or interest.

- .1 A 'Standing Member' of a Committee shall be one appointed or elected thereto in accordance with Statutes, Ordinances, Regulations or Resolutions as applicable.
- .2 An 'ex officio Member' shall be one who holds membership by virtue of office or appointment.
- .3 A 'Co-opted Member' shall be one who has been invited by the Committee itself to serve, under its powers of co-option, and shall be a full member of a Committee with speaking and voting rights.
- .4 An 'Assessor Member' shall be a co-opted member without power of vote.
- .5 An 'Observer' shall be a person invited by the Committee to attend its Meetings; such persons shall not be members of the Committee, or have power of speaking (except at the invitation of the Committee) or voting and can be required at any time to withdraw from the Meeting by the Chair or by simple resolution of the Committee.

3.3 Nominations for Membership

- .1 Nominations to fill vacancies on Committees shall be made in writing to the secretary of the Committee or body empowered to make the appointment. Such nominations shall carry the name of the proposer and seconder and, where feasible, the agreement of the person nominated. All parties must be eligible to fulfil the role, being members of the relevant constituency. Nominations by email will be accepted as valid.
- .2 Where sufficient nominations to fill all vacancies have been received by the specified deadline, no further nominations shall be accepted thereafter.
- .3 If the number of nominations is equivalent to the number of vacancies the persons nominated shall be declared to be elected without further ballot.
- .4 If the number of nominations is greater than the number of vacancies, appointment shall be made by secret ballot, either at the meeting of the Committee or outside of the meeting. The ballot shall normally be on paper but electronic means or show of hands may be used.
- .5 If the number of nominations is less than the number of vacancies, those nominated shall be declared to be appointed without further ballot and further nominations shall be sought.

3.4 Terms of Office

- .1 The term of office of Members of a Standing Committee (other than ex officio and Student Members) shall be three years unless otherwise specified by Ordinance. Student Members shall normally serve for a period of one year. Subject to the provisions of the Charter and Statutes all periods of office shall begin, or be deemed to begin, on the first day of August of the calendar year of appointment. Members shall not normally be eligible to serve for more than two consecutive terms in the same capacity or for longer than a maximum of eight consecutive years, unless specified by Ordinance.

- .2 When a Committee is first established the terms of service of the members shall be staggered to ensure rotation; this may be done either by lot or by varying the lengths of terms of service, or by other suitable means.
 - .3 Ex officio Members shall hold office for so long as they continue to occupy the position(s) by virtue of which they became members. The term of service of a Member of an ad hoc Committee or a Working Party or Panel shall be for the duration of that body.
 - .4 A Member appointed to a Committee as a representative of a specified body shall cease to be a Member of that Committee on ceasing to be a member of the body which the Member was appointed to represent.
 - .5 A Member appointed to a Committee as a representative of a constituency shall cease to be a Member of that Committee on ceasing to be a member of the constituency which the Member was appointed to represent.
- 3.5 Any appointed Member may resign at any time: a resignation shall be in writing and shall be effective when received by the Secretary of the Committee.
 - 3.6 Casual vacancies are those which arise from the resignation, retirement or death of a member or which arise from the change in status of a member resulting in ineligibility to continue in the appointment. Such vacancies shall be filled as soon as may be by the same method for appointing the Member whose place has become vacant. The person appointed to fill the vacancy shall hold office for the unexpired term of office of the member who has been replaced. Should a casual vacancy arise shortly before the end of the term of office the Committee may decide that it would be more convenient to allow the vacancy to continue until the term of office expires.
 - 3.7 Unless proscribed at its establishment, each Committee shall have power to appoint co-opted and Assessor Members. At no time, however, shall the total number of such co-opted and Assessor Members exceed one quarter of the number of the other Members.
 - 3.8 The term of service of co-opted and Assessor Members shall be as decided by the Committee, but shall in no case be longer than the term of office of Standing Members of the same Committee.
 - 3.9 Each Committee shall have power to invite persons who are not members of that Committee to attend its meetings as Observers.
 - 3.10 The attendance of a substitute for a Standing Member of a Committee shall be at the discretion of the Chair. Co-opted or Assessor members may not send a substitute.
 - 3.11 Removal of a Member
 - .1 A request may be made to the Chair of the Committee to remove a member from membership for good cause in accordance with the procedure described below:
 - (1) a request must be made by at least two members of the Committee, giving the grounds for removal;

- (2) if the Chair decides that there is a prima facie case, a Panel will be set up, comprising three members of the Committee, one of whom will be appointed as the Chair;
 - (3) the Panel will receive representations from the members lodging the request and from the member who is the subject of the request;
 - (4) the Panel shall make a recommendation to the Committee on whether to uphold the request or dismiss it;
 - (5) the matter will be considered at a meeting of the Committee under 'Reserved Business'.
- .2 Grounds for removal for good cause may include, but are not limited to, improper conduct, financial impropriety, breaches of confidentiality, failure to attend meetings, ill-health or incapacity.
- .3 Should the request to remove from membership relate to the Chair of the Committee, the matter should be referred to the Vice-Chancellor who would act in the capacity of the Chair.

4. Nominations, Elections and Ballots

- 4.1 Elections shall be by secret ballot.
- 4.2 When the vacancies to be filled are not casual vacancies, they shall normally be filled before they occur.
- 4.3 When the vacancy is due to occur or, in the case of a casual vacancy, when a vacancy has occurred, the Secretary of the Committee shall inform those entitled to vote of the existence and nature of the vacancy and shall invite nominations for the filling of the vacancy.
- 4.4 Every nomination shall be made in writing to the Secretary of the Committee so as to arrive by noon on the date specified in the invitation to submit nominations. Nominations must be accompanied by evidence of the agreement of both the nominator and the nominee. (Email notification will be accepted for this purpose).
- 4.5 If the number of nominations for the vacancies stated is not greater than the number of vacancies, the persons nominated shall be declared elected.
- 4.6 If the number of nominations for any vacancies is greater than the number of such vacancies, there shall be a single ballot paper listing all the persons nominated.
- 4.7 Each person entitled to vote shall have as many votes as there are vacancies.
- 4.8 The vacancies shall be filled by the candidates who have received more votes than the other candidates.

5. The Chair

- 5.1 The Chair, or the method of appointment of the Chair, shall be defined in the Constitution of the Committee or by Ordinance. The term of office of a Chair (other than an ex officio Chair) shall be three years, starting on the first day of August in the calendar year of appointment. The Chair shall not normally be

eligible to serve for more than two consecutive terms in the same capacity or for longer than a maximum of eight consecutive years.

- 5.2 The Chair shall preside over the meeting or in his/her absence shall arrange for another member to act as Chair for all or part of the meeting.
- 5.3 A Chair of a Committee shall have power in a matter of urgency, or when it seems to the Chair to be desirable, to act on behalf of the Committee. A report of any action taken shall be made to the Committee at its next meeting.

6. Sub-Committees

- 6.1 Unless otherwise specifically provided, each Committee (including a Sub-Committee) shall have power to establish Sub-Committees, and may delegate to such Sub-Committees any powers or functions which it is itself competent to perform. All Sub-Committees shall be empowered to make representations and recommendations to their Major Committees with regard to their own constitutions and changes therein. Where applicable the Constitution of a Committee may indicate that it is to act in accordance with specified Statutes, Ordinances, Regulations or Resolutions as the case may be.
- 6.2 Except where provided for by Ordinance, a Committee may by Resolution from time to time amend the Constitution of any of its Sub-Committees, provided that adequate notice of such changes shall be given to the Sub-Committee, and that in no case shall such changes have retrospective effect.

7. Quorum

- 7.1 Unless otherwise specified in the Charter, Statutes or Ordinances the quorum of a Committee shall be the nearest higher whole number to one-third of the membership. For this purpose, Co-opted members will not be included in the total membership.
- 7.2 In the case of Boards of Studies, the quorum shall be the lower of one-third membership or 12 members.
- 7.3 In the absence of a quorum no business shall be transacted other than the adjournment of the Meeting. If at the reconvened Meeting a quorum should still not be attained the original business may be completed.
- 7.4 At least three clear working days' notice of the calling of the reconvened Meeting shall be given.
- 7.5 If, during the course of a Meeting, the Committee becomes inquorate, and the attention of the Chair is drawn to this by a Member, Standing Order 7.(3) shall apply from that moment.

8. Meetings and Notice of Meetings

Definitions

- 8.1 Meetings of Committees arranged in accordance with these Standing Orders shall be termed Ordinary Meetings and shall be conducted in accordance with Standing Orders.
- 8.2 Meetings of Committees arranged as additional to the Ordinary Meetings shall be termed Extraordinary Meetings, and shall be conducted in accordance with Standing Orders.

- 8.3 Meetings of Committees specially arranged to deal with specific and restricted items of business shall be designated Special Meetings.
- 8.4 Dates of Ordinary Meetings of the Court, Senate, Council and all standing Committees shall be published in a calendar of meetings. Dates of meetings will normally be decided upon in the preceding session but such dates may be varied by resolution of the committee concerned. Publication of the calendar on the University website shall be deemed to be sufficient notice of meetings.
- 8.5 Council and its Committees and their sub-committees shall each meet on at least 3 occasions per academic year, unless there are circumstances where this would not be appropriate.

Ordinary Meetings of Council and Senate

- 8.6 A notice of the meeting will be sent one week prior to the Meeting, setting out the business to be transacted at the Meeting ('the Agenda'). Except when the Council or Senate, on grounds of urgency or for other good reason, resolves otherwise, business not so indicated in advance shall not be considered at that Meeting.

Special or Extraordinary Meetings of Council and Senate

- 8.7 Special or Extraordinary Meetings of Council and Senate may be called on the instructions of the Chair, or at the request of not less than ten of the members. Sufficient notice of the calling of such Special or Extraordinary Meetings shall be given to the Secretary (stating the business for which the Meeting is being called) to enable at least three clear working days' notice of the Meeting and of its business to be given. The Secretary shall call the meeting for a date within four weeks of receipt of such notice.

Ordinary Meetings of Other Committees

- 8.8 Other Committees shall meet as decided upon by the bodies setting them up or by the Committee itself, or as required by the Chair.
- 8.9 At least one week's notice of Meetings of Standing Committees shall be given by the Secretary of the Committee to each Member; a notice shall also be given setting out the business to be transacted at the Meeting ('the Agenda'). Except when the Committee on grounds of urgency or for other good reason resolve otherwise, business not so indicated in advance shall not be considered at that Meeting.

Extraordinary and Special Meetings of Other Committees

- 8.10 Special or Extraordinary Meetings of other Committees may be called on the instructions of the Chair, or at the request of not less than ten of the members. Sufficient notice of the calling of such Special or Extraordinary Meetings shall be given to the Secretary (stating the business for which the Meeting is being called) to enable at least three clear working days' notice of the Meeting and of its business to be given. The Secretary shall call the meeting for a date within four weeks of receipt of such notice.
- 8.11 The Court shall not have the power to call Special or Extraordinary Meetings by this procedure.
- 8.12 Minutes and Reports of Special Meetings shall be submitted to the next Ordinary or Extraordinary Meeting of the Committee and shall be subject to

the procedure for Minutes and Reports of Sub-Committees as detailed in Standing Order 12.

9. Participation by video/telephone conferencing

- 9.1 Where necessary, and with the agreement of the Chair, a Committee meeting may utilise telephone or video conferencing technology to allow members to participate in meetings. This may be for the whole meeting or just for specific items.

10. Order of Business

- 10.1 The order in which Business shall be discussed at a meeting shall usually follow the order of the agenda and shall always include the ability:
- .1 to read and approve as a correct record (or otherwise deal with) the Minutes of the previous Meeting of the Committee; provided that, if a copy of the Minutes has been circulated to each Member of the Committee not later than the last day approved for the circulation of documents relevant to the Meeting, they shall be taken as read;
 - .2 to deal with matters arising from Minutes of the previous Meeting if not otherwise Agenda;
 - .3 to receive, read, consider and appropriately deal with Minutes, Reports, etc., of Sub-Committees and Officers; provided that, if a copy of those Minutes or Reports has been circulated to each Member of the Major Committee not later than the last date approved for the circulation of documents relevant to the Meeting, they shall be taken as read.
- 10.2 If there is a reason to vary the order of business, the Chair should put this request to the meeting to agree and it will be recorded in the Minutes.

11. Reserved Business

- 11.1 Reserved areas of business may include:
- (i) matters of commercial or business sensitivity;
 - (ii) matters relating to the physical safety or security of individuals, property or buildings;
 - (iii) the setting of examinations;
 - (iv) the appointment, promotion discipline and personal affairs of any individual employee of the University other than those employed directly by or on behalf of the Students' Union;
 - (v) the admission, academic assessment or personal affairs of any individual Student of the University and the discipline of individual Students.
- 11.2 Reserved business will be regarded as highly confidential and treated as such by all members. Student Members may be required, at the discretion of the Chair, to leave a meeting where reserved business is being discussed. This would be more likely where the reserved business covered matters outlined in 11.1 (iii – v). In these cases agenda documents and the record of discussion of such business shall not be made available to Student Members.

- 11.3 Student Members of Council, in their role as governors and trustees, shall not be required to leave that part of the meeting during which reserved business is discussed. They may also receive documents relating to such business and have access to the record of discussion. There may be exceptions to this but these will be discussed and agreed by the Chair of Council.

12. Minutes and Reports

- 12.1 It shall be the duty of the Secretary of a Committee to prepare the Minutes or Reports of that Committee.
- .1 The Minutes shall be the authoritative record of the proceedings of the Committee and shall detail the Resolutions and Agreements of that Committee;
- .2 A "Report" (which term includes "Recommendation") of a Committee shall not (of necessity) record the proceedings of a Committee but shall record only those points which the Committee decides shall be so recorded. A single report may be the outcome of several meetings of that Committee.
- 12.2 No record of defeated Amendments to Motions shall be entered in the Minutes unless this be resolved by the Committee.
- 12.3 No record of votes cast for or against the Motion by a Member or Members shall be entered in the Minutes unless this be resolved by the Committee.
- 12.4 The Minutes of each meeting shall be signed by the Chair of the meeting at which the minutes are confirmed. The Chair shall put the question "that the Minutes of the Meeting of the (Committee) held on (date) be signed as a correct record".
- 12.5 The Minutes, with the exception of any confidential Minutes or File Copies, shall be made available under the University's Publication Scheme, after they have been confirmed.
- 12.6 Questions on accuracy shall be addressed, in writing, to the Secretary of the Committee prior to the Meeting of the Committee. If no written amendments have been received by the Secretary by noon on the last working day previous to the Meeting, the Minutes shall be accepted as correct. If no such question is raised, or if raised, as soon as disposed of, the Chair shall sign the Minutes.
- 12.7 As soon as the Minutes have been signed, matters arising from the Minutes which are not otherwise Agenda shall be dealt with seriatim, except that matters listed in the Agenda as "matters arising" shall be dealt with in the first instance. In the case of "matters arising" not listed in the Agenda as continuing or new business, only questions or reports shall be permissible: no further discussion shall be allowed.
- 12.8 Minutes and Reports of the Senate
- .1 In respect of any matter which the Senate has power to regulate or decide subject to the approval of the Council, when the Regulation or decision is placed before the Council, the Council may: (1) approve the Regulation or decision; or (2) reject the Regulation or decision; or (3) refer the Regulation or decision back, with or without suggestion for amendment.

- .2 The Senate may approve, with or without amendment, refer back or reject any recommendation made to it.

12.9 Minutes and Reports of Sub-Committees

- .1 A Major Committee shall decide whether its Sub-Committee is to present to it the full Minutes of the proceedings of the Sub-Committee, or is to present a report (which term shall be deemed to include recommendations).
- .2 If, because of the juxtaposition of dates, Minutes are presented before confirmation by the relevant Sub-Committee, they shall be presented as "Unconfirmed Minutes". The presenter of such unconfirmed Minutes may draw the attention of the Major Committee to any errors, etc. in the unconfirmed Minutes, or amendments subsequently agreed by the Sub-Committee, which have not been corrected, or incorporated, in the Minutes being presented.
- .3 Reports of Sub-Committees shall have been (or shall be deemed to have been) confirmed by the Sub-Committee before presentation to the Major Committee, and shall be dealt with as such by the Major Committee.
- .4 Minutes and Reports of Sub-Committees shall be presented to the Major Committee by the Chair of the relevant Sub-Committee, or in the Chair's absence by any Member of the Sub-Committee if present, otherwise by the Chair of the Major Committee. The Chair of the Major Committee shall thereupon put to the Major Committee any recommendations contained in the Minutes or Reports. If the Major Committee adopt such recommendations, the same shall forthwith become a resolution(s) of the Major Committee (subject to any statutory provision requiring the Major Committee to consider a report or recommendation of some other Committee before it can take any such action).
- .5 If any recommendation be not so adopted it shall not become a resolution of the Major Committee. However, in cases of urgency, or at the discretion of the Chair, it shall be in order for any Member of the Major Committee to move a resolution on the subject matter of the recommendation not adopted, without previous notice, which shall then become a substantive motion.
- .6 Where a Sub-Committee has presented more than one report to a Major Committee and has in a later report varied any recommendation of an earlier, the Major Committee's decision shall be made on the later or latest recommendations.

13. Deputations

- 13.1 Deputations wishing to be received by a Committee, including a deputation from the Court to the Council, shall be required in the first instance to submit a memorandum in writing to the Secretary of the Committee which shall be brought to the attention of the Chair. If the Chair is then of the opinion that the matter is one on which a Deputation should be received, the Deputation shall be invited to attend, but not otherwise. The Chair may refer the memorandum to a Sub-Committee of not less than three members for detailed consideration and report, before such a decision is made, or the Chair may require a Sub-Committee to receive the Deputation and to act on behalf of the Committee. In

the case of a deputation to Council any sub-committee appointed must have a majority of lay (independent) members.

- 13.2 A Deputation shall not exceed three in number and, other than with the express consent of the Committee, only one Member thereof shall be at liberty to address the Committee (except in reply to questions from members of the Committee). The matter brought forward by the Deputation shall not be considered by the Committee until the Deputation shall have withdrawn.
- 13.3 The decision of the Committee which has received the Deputation shall be conveyed to the Deputation in writing by the Secretary of the Committee.

14. Voting at meetings

- 14.1 Where it is necessary to vote on an item before the meeting [a Motion], a simple majority of members of the Committee present and voting, except where otherwise specified. Voting shall be by show of hands, save when a secret ballot shall be called for by an absolute majority of the members.
- 14.2 In the case of equality of votes the Chair shall have a second or casting vote. The Chair shall not be obliged to exercise this casting vote. Where the Chair declines so to vote the Motion shall be declared "not carried".
- 14.3 When all Members vote for a Motion it shall be carried "unanimously".
- 14.4 When a majority of Members votes for a Motion, and none votes against but any abstain from voting, the Motion shall be carried "Nemine contradicente" ("nem. Con.").
- 14.5 A Motion carried by the votes of two-thirds or more of the Members present shall be carried by an absolute majority.
- 14.6 A Motion carried by the votes of less than two-thirds of the Members present shall be carried by a "Simple Majority".

15. Items before the Meeting - Motions

- 15.1 In addition to Motions contained in papers or reports considered through the Committee agenda, a Motion may be proposed by a Member of the Committee and seconded by another Member of the Committee. A motion may only be proposed if it is within the Committee's competence to do so. Any Motion not seconded shall immediately lapse, shall not be further discussed, and shall not be again moved at that meeting. Normally, notice of intention to propose a Motion should be given to the Secretary prior to the meeting, with sufficient time to be listed on the Agenda, and circulated with the papers relevant to the business of the Meeting.
- 15.2 A Motion may be proposed without notice from the Chair and without being seconded become the Motion before the Committee.
- 15.3 A Motion once formally approved by a Committee shall immediately become an executive resolution of that Committee.

16. Rescission of Previous Resolution(s)

- 16.1 No Motion to rescind any Resolution passed within the preceding six months shall be put to the Council, Court or Senate, and their Committees; or within the preceding three months to other Committees; and no Motion to the same

effect as one which has been negated within the same time limits shall be proposed unless the notice thereof given under Standing Order 12 bear the names of at least a sufficient number of the Committee to form a quorum of that Committee.

- 16.2 When any such Motion has been disposed of by the Committee, it shall not be open to any member to propose a similar Motion within a further period of six months or three months as appropriate.
- 16.3 This Standing Order shall not apply to Motions moved in pursuance of Reports or Recommendations of a Sub-Committee or of the Officers.

17. Rules of Debate

- 17.1 When speaking, a Member shall address the Chair. The speech shall be directed to the question and discussion or to an explanation or to a question of order. No speech shall exceed five minutes except by the consent of the Chair.
- 17.2 A Member shall indicate the desire or intention to speak by the raising of a hand. If two or more Members so indicate their intention simultaneously, the Chair shall determine the order in which the members shall speak.
- 17.3 The Chair shall also signal when there has been sufficient debate of the issue and put the item to a vote.

18. Adjourned Meetings

18.1 Adjournment for Absence of Quorum

The procedures for adjournment owing to the absence of a quorum are set out in Standing Order 7.

18.2 Other Cases of Adjournment

- .1 When a meeting is adjourned temporarily for a brief period, for convenience, unruly behaviour, emergency or other cause, no special procedures are required when the meeting resumes. The remaining business is dealt with as if the meeting had been continuous.
- .2 When a meeting is adjourned to continue on another day, at least three clear days' notice of the calling of the reconvened meeting shall be given. At the adjourned meeting only the unfinished business for which the original meeting was called shall be transacted.
- .3 At the discretion of the Chair, when there are no matters of urgency to be resolved, the unfinished business may be referred to the next Ordinary Meeting of the Committee.

19. Disorderly Conduct and Suspension of Sitting

- 19.1 If at a Meeting any Member of the Committee persistently disregards the rulings of the Chair or behaves irregularly, or improperly, or offensively, or wilfully obstructs the business of the Committee, it shall be competent for a Member to move "that the Member named be not further heard" or "that the Member named leave the Meeting" and the Motion, if seconded, shall be put and determined without discussion.

19.2 If the misconduct or obstruction is continued and in the opinion of the Chair renders the due and orderly dispatch of business impossible, the Chair in addition to any other powers vested in the office, may without question put, adjourn, or suspend the sitting of the Committee for such period as may be considered expedient

20. Interest of Committee Members in Contracts and other Matters

20.1 If any Member of a Committee has any pecuniary or other interest, direct or indirect, in any Contract or proposed Contract or other matter involving financial transaction, that interest shall be disclosed to the Committee as soon as practicable and the Member shall take no further part in the consideration or discussion of, or vote on, any position with respect thereto. A Member of any Committee is not considered to have a pecuniary or personal interest in matters under discussion merely because he/she is a member of staff or student of the University.

20.2 Register of Interests

A Register of Interests of all Council and Audit and Risk Committee members will be maintained by the Secretary to Council and will be made available publicly on the University website.

21. Delegation of Duties, and Powers and Functions

21.1 Unless otherwise specifically provided, a Committee may delegate to Officers, Sub-Committees, or other persons, any duties, powers and functions which it is itself competent to perform.

21.2 Action thereafter taken by the Officers, Sub-Committees or the person so delegated within such limits shall be deemed to be the action of the Committee which has delegated those powers.

ORDINANCE 12
ACADEMIC STAFF

I DEFINITION OF ACADEMIC STAFF

1. Statute 1 'Interpretation and General' 2 (1) provides the following definition of academic staff.

- (i) 'Academic Staff' means the academic staff of Cardiff University and shall include such categories of employee or other individual employees as the Council may from time to time determine.

In addition Statute XV 'Academic Staff' 3 (1) provides that This Statute shall apply –

- (i) to Professors, Readers, Senior Lecturers and Lecturers; and such research staff and such other categories of employee or other individual employees as the Council may from time to time determine;
- (ii) to the President and Vice-Chancellor, to the extent and in the manner set out in the Annex to the Statute.

2. Council has determined that the term 'academic staff' will also cover the following:

- .1 those employees who on who either held the status of academic staff or were paid on academic related pay scales;
- .2 those employees who are appointed after 1 August 2004 and who are paid on contracts on Grades 5 and above of the University pay scales

II COMPLAINTS AND DISCIPLINE

4. Preamble

4.1 This Ordinance sets out the processes which shall normally be followed in dealing with complaints against staff and disciplinary matters, and on the operation of procedures as required by Statute XV (the Statute). The Statute requires that procedures be defined by Ordinance in relation to:

- (a) The procedure to be followed in respect of the preparation, hearing and determination of charges by a Tribunal instituted in accordance with paragraphs 15 and 16 of the Statute. (Paragraph 17 – Provisions concerning Tribunal procedures).
- (b) The procedure to be followed in respect of the preparation, consolidation, hearing and determination of appeals as defined in Part V of the Statute. (Paragraph 29– Provisions concerning appeal procedures and powers refers).

(c) The procedure to be followed in the consideration and determination of grievances. (Part VI – Grievance Procedures refer).

4.2 Paragraph 7 (1) of the Statute specifies that ‘In the case of any conflict, the provisions of this Statute shall prevail over those of any other Statute and over those of the Ordinances and Regulations and the provisions of any Ordinance made under this Statute shall prevail over those of any other Ordinance’. This Ordinance is made under the Statute.

Article XI paragraph 4 of the Supplemental Charter of 2013 determines that any provision of an Ordinance, Regulation or standing order ‘which is inconsistent with this Our Charter or with the Statutes shall, to the extent of the inconsistency, be void’.

It is therefore imperative that anyone making use of this Ordinance does so with access to the relevant parts of the Statute.

4.3 The Ordinance shall be construed to give effect to the guiding principles as set out in paragraph 1 of Part 1 of the Statute.

4.4 Cardiff University and each member of staff, as parties to an employer: employee relationship, have an obligation in law to maintain mutual trust and confidence.

Cardiff University is obliged by the Supplemental Charter of 2004 to promote the objects of the Institution and to construe benevolently the requirements of that Charter.

4.5 Throughout the operation of any of the procedures for dealing with complaints against staff and disciplinary matters, whether formal or informal, the principles of natural justice shall be observed as far as is reasonably practicable and the person who is the cause for concern shall have the right to be accompanied by a person who may be either a work colleague or a trade union representative.

III PROCEDURE FOR DEALING WITH COMPLAINTS AGAINST STAFF AND DISCIPLINARY MATTERS OTHER THAN THOSE CONSIDERED BY A TRIBUNAL

5. Initial Considerations

5.1 When situations arise or allegations are made that question the appropriateness of a member of the academic staff’s performance or conduct and that have the potential to lead to disciplinary action, the Head of School/Directorate or anyone acting in this capacity shall take action to establish the key facts as far as reasonably practicable. In the following paragraphs this potential shall be referred to as ‘the cause for concern’.

5.2 Where the Head of School/Directorate is the subject of the cause for concern, or where the involvement of the Head of School/Directorate in taking such action would result in an actual or potential conflict of interests, an appropriate senior officer, appointed by the Vice-Chancellor, shall substitute for the role of

Head of School/Directorate in taking such action. Hereafter all references to Head of School/Directorate shall be deemed to include references to the appropriate senior officer where necessary appointed by the Vice-Chancellor.

- 5.3 Where the cause for concern involves allegations of misconduct in research, the facts shall be established in accordance with the University's Procedures for Dealing with Allegations of Misconduct in Academic Research.
- 5.4 Where the cause for concern is initially raised via the University's Code of Practice on Public Interest Disclosure or the Student Complaints Procedure any investigation shall be conducted under this Ordinance.
- 5.5 Where it appears to the Head of School/Directorate that there is no prima facie case to answer he/she shall dispose of the matter.
- 5.6 Where it appears to the Head of School/Directorate that there is a prima facie case to answer he/she shall consider whether the matter can be dealt with formally or informally.
- 5.7 'Minor Faults' shall be dealt with informally (paragraph 13.1 of the Statute) as far as reasonably practicable. Where the matter is to be dealt with informally the Head of School/Directorate shall take such steps as he/she thinks fit to resolve the situation.
- 5.8 Where it appears that the matter is more serious or 'Minor Faults' are repeated and/or not informally resolved, the Head of School/Directorate shall take advice from the Director of Human Resources or appropriate officer and conduct an investigation in accordance with Part IV below.

IV PROCEDURE RELATING TO THE HEAD OF SCHOOL'S/DIRECTORATE'S INVESTIGATION OF ALLEGATIONS CONCERNING ACADEMIC STAFF BEHAVIOUR/PERFORMANCE OR DISCIPLINARY MATTERS (paragraph 13.2 of the Statute)

6. Investigation

- 6.1 The Head of School/Directorate having taken advice from the HR Directorate shall appoint an individual to conduct a formal investigation into the cause for concern. That individual shall be a senior member of academic staff of the University drawn from outside the relevant School/Directorate.
- 6.2 The Head of School/Directorate shall ensure that the member of staff under investigation is informed in writing as soon as reasonably practicable of the cause for concern and the name of the individual carrying out the investigation.
- 6.3 The person investigating the cause for concern is responsible for ensuring that all the relevant facts are obtained promptly, as far as reasonably practicable and that the person who is the subject of the cause for concern is given the opportunity to state his/her case as part of the investigation.

- 6.4 An investigation report shall be compiled by the person investigating the matter for consideration by the Head of School/Directorate.
- 6.5 At the conclusion of the investigation, and without undue delay, the Head of School/Directorate shall decide upon an appropriate course of action in accordance with paragraph 13 or 14 of the Statute.
- 6.6 The Head of School/Directorate shall notify
- a) the Director of Human Resources; and
 - b) the person who is the subject of the cause for concern
- of the outcome of his/her consideration of the investigation and of his/her decision made in accordance with 6.5 above.

7. Hearing

- 7.1 Where after investigation under 6 above the cause for concern appears more serious than Minor Faults or it appears that Minor Faults have been repeated but not resolved, but the cause for concern appears to fall short of constituting possible good cause for dismissal, the Head of School/Directorate shall advise the person who is the subject of the cause for concern in writing that a hearing shall be held.
- 7.2 The written notification to the person who is the subject of the cause for concern shall contain the following:-
- (a) details of the nature of the cause for concern;
 - (b) supporting evidential material;
 - (c) details of the date of the hearing, which shall not be less than 10 working days from the issue of the written notification, together with details of the time and venue of the meeting;
 - (d) the possible outcomes of the meeting;
 - (e) a statement of the right to be accompanied by a work colleague or trade union representative at the meeting;
 - (f) details of those to be present at the meeting.
- 7.3 The date of the hearing may be rearranged by the Head of School/Directorate and the reasons for the new date, which shall normally be within 10 working days of the original date, shall be notified to the member of staff who is the cause for concern. The member of staff who is the cause for concern may request of the Head of School/Directorate that the date be rearranged if the original date is unsuitable for him/her, such a request including an explanation as to why a re-arrangement is necessary and suggesting alternative dates, which shall normally be within 10 working days of the original date.

- 7.4 A member of the HR Directorate shall be present at the hearing in an advisory capacity.
- 7.5 The person who is the subject of the cause for concern shall be given the opportunity to state his/her case before any decision is made.
- 7.6 If the person who is the subject for the cause for concern:
- (i) has indicated that he/she will not attend the hearing; and
 - (ii) fails to attend the hearing, having given no good reason for failing to attend the hearing may be held in that person's absence.
- 7.7 At the conclusion of the hearing, and without undue delay, the person responsible for making the decision (usually the Head of School/Directorate) shall decide upon an appropriate course of action in accordance with the Statute and inform in writing the person who was the subject of the cause for concern:
- (a) that the cause for concern is not established and that accordingly no further action shall be taken;
 - (b) that the cause for concern is established and that either:
 - (i) no further action shall be taken;
 - (ii) informal action shall be taken;
 - (iii) a Stage 1 – Oral Warning is issued (this shall be in accordance with paragraph 13.2 of the Statute);
 - (iv) a Stage 2 – Written Warning is issued (this shall be in accordance with paragraph 13.2 of the Statute); or
 - (v) that there has been no satisfactory improvement following a prior Stage 2 - Written Warning, or that the cause for concern may constitute good cause for dismissal or removal from office, and (in either case) that a complaint shall be lodged in accordance with paragraph 14.1 of the Statute.

Where a Stage 1 - Oral Warning or Stage 2 - Written Warning is issued the person responsible for making the decision shall also notify the person who is the subject of the Warning of the right to appeal against it (in accordance with paragraph 13.2 of the Statute).

- 7.8 The Head of School/Director shall advise the Director of Human Resources of his/her decision.
- 7.9 Where the cause for concern was raised as part of a formal complaint brought under the Student Complaints procedure, the Head of School/Directorate shall

ensure that his/her responsibilities under the relevant procedure are subsequently fulfilled.

- 7.10 Where the cause for concern was raised under the University's Code of Practice on Public Interest Disclosure the Head of School/Directorate shall report on the outcome to the Audit and Risk Committee, in accordance with paragraph 11.1 of the Code.

V. APPEALS AGAINST A STAGE 1 ORAL WARNING OR STAGE 2 WRITTEN WARNING (Paragraph 13.2 of the Statute)

8. Preliminary

- 8.1 The subsequent provisions of this Part only apply to appeals against Oral Warnings and Written Warnings viz (paragraph 13.2 of the Statute)

"A member of the academic staff who wishes to appeal against a disciplinary warning shall inform the Director of Human Resources Management or other appropriate member of the administrative staff designated by the Vice-Chancellor within two weeks. The Pro Vice-Chancellor nominated by the Vice-Chancellor shall hear all such appeals and his/her decision shall be final."

9. Provisions concerning appeal procedures and powers

- 9.1 The Pro Vice-Chancellor nominated by the Vice-Chancellor shall:

- (a) determine the procedure to be followed for the preparation for and the conduct of the appeal hearing so that it shall be heard and determined as expeditiously as is reasonably practicable;
- (b) conduct the hearing as he/she sees fit, including, where appropriate, limiting evidence or the questioning of witnesses; and
- (c) ensure that so far as reasonably practicable the principles of natural justice are observed.

10. Decision

- 10.1 The Pro Vice-Chancellor's decision shall be final, (paragraph 13(2) of the Statute).
- 10.2 The Pro Vice-Chancellor shall notify the Appellant of the decision.

VI. TRIBUNAL PROCEDURE AS REQUIRED BY PARAGRAPH 17 OF THE STATUTE

11. Tribunal

- 11.1 The provisions of Part VI of this Ordinance must be read in conjunction with the Statute.

11.2 Where it appears following investigation under 6 or at the conclusion of a hearing under 7 that there may be possible good cause for dismissal and following a complaint being lodged in accordance with paragraph 14.1 of the Statute and a direction of the Vice-Chancellor in accordance with Paragraph 15 of the Statute, a Tribunal shall be appointed by Council in accordance with Paragraph 16 of the Statute.

12. Preparation

12.1 The Secretary of the Tribunal, as defined by paragraph 15.2 of the Statute, (“the Secretary”) shall ensure that the charge(s) together with any documents which will be relied upon in support of the charges, and any other documents referred to in the charges, are forwarded within 20 working days of the appointment of a Tribunal by the Council to the members of the Tribunal and to the member of staff who is the cause for concern, as provided in paragraph 15.4 of the Statute. The Secretary shall inform the member of staff that a hearing is to be convened for consideration of the charges and that he or she is entitled to be represented in connection with and at the hearing of the charges by the Tribunal, shall specify the proposed date for the Tribunal hearing, and shall require the member of staff to specify the name, address, and designation of the person (if any) who will act as his or her representative, including information on whether or not the person is qualified or is practising in law, and if so in what capacity.

12.2 The Secretary shall also inform the member of staff that he/she and their representative, and the University, are entitled to call witnesses to the hearing and to question any witness who attends the hearing in relation to the evidence upon which the case against the member of staff is based. The Secretary shall also indicate in accordance with paragraph 19 of the Statute the possible outcomes should the charge(s) be upheld.

12.3 The member of staff shall be required to give his or her response to the enquiry regarding representation within 10 working days of the date of the letter inviting the response.

12.4 The University reserves the right to engage the service of a person, including one who is legally qualified, to present the charge or charges to the Tribunal and to question witnesses as appropriate. Otherwise the case may be presented by the Head of the relevant School/Directorate or by some other person on behalf of and selected by the University. The person presenting the charges to the Tribunal shall be known hereafter as the “University Representative”.

12.5 The date of the hearing shall be set as expeditiously as reasonably practicable, and the arrangements must be made within 20 working days of the appointment of the Tribunal by Council with the hearing scheduled to take place as soon as reasonably practicable and in any event normally within 50 working days of the appointment of a Tribunal.

12.6 The date set may be rearranged by the Chair of the Tribunal, normally for a new date which is within 20 working days of the original. The grounds for

rearrangement and the proposed new date for hearing the charges will be notified to the member of staff. The member of staff may also request of the Secretary that the date be rearranged if the original date is unsuitable for themselves or their representative. In so doing the member of staff must explain why a rearrangement is requested and suggest alternative dates falling within 20 working days of the original.

- 12.7 The member of staff or their representative and the University Representative must inform the Secretary no later than 15 working days prior to the date set, of the names of any persons they wish to call as witnesses and the availability of such witnesses to attend the hearing.
- 12.8 Members of staff of the University, employees and students may be requested to attend a hearing as witnesses. Outside parties may be invited to attend as witnesses where relevant and appropriate. Exceptionally, at the discretion of the Chair of the Tribunal, any witness unable to attend on the set date may supply a signed and witnessed written statement, to be received by the Secretary no later than 10 working days prior to the date of the hearing
- 12.9 The exchange of statements relating to the case must be made 5 working days prior to the date of the hearing. Following exchange, the Secretary shall ensure that a copy of each statement is sent to the members of the Tribunal. Evidence contained in statements exchanged after this deadline shall only be admitted to the hearing at the discretion of the Chair of the Tribunal.

13. Hearing

- 13.1 The Tribunal has the right to regulate its procedures in any way it sees fit which is consistent with the provisions of the Statute and with the principles of natural justice, and has the right at any time to adjourn or postpone the hearing, to correct accidental errors, to remit the case to the Vice-Chancellor for further consideration, or to dismiss the charges for want of prosecution.
- 13.2 The parties and their representatives are entitled to be present for the presentation to and hearing of all evidence by the Tribunal. The Secretary of the Tribunal shall be present throughout the hearing and is responsible for ensuring that a record is kept of the proceedings.
- 13.3 Either party may request an adjournment of the hearing at any stage, provided there are good grounds to do so. Whether or not to grant an adjournment and of what length shall be determined by the Tribunal.
- 13.4 At the hearing, the member of staff shall be entitled to call any witnesses whose evidence has been disclosed or admitted in accordance with 12 above and may question any witnesses similarly called by the University Representative. The Tribunal shall govern the hearing as it sees fit, including where appropriate limiting evidence or questioning of witnesses.

14. Decision

- 14.1 Once the Tribunal has heard all the evidence it shall adjourn the hearing to consider the case. The University Representative, the member of staff and their representative if applicable, shall not be present during the deliberations of the Tribunal.
- 14.2 The Tribunal is required to determine the case as expeditiously as possible (paragraph 17.2.iv(b) of the Statute), and shall send its decision, together with an outline of its findings of fact, and the reasons for its decision regarding the charge and its recommendation, if any, as to the appropriate penalty, (in accordance with paragraph 18.1 of the Statute) to the Vice-Chancellor and to the member of staff and the University Representative.
- 14.3 The Tribunal may, without limitation, dismiss the charges, remit them for further consideration by the Vice-Chancellor or correction of accidental errors, or uphold the charges and recommend dismissal or a lesser disciplinary penalty.
- 14.4 The Tribunal, when communicating its decision, shall, if appropriate, draw attention to the period of time within which any appeal may be made by ensuring that the Secretary provides a copy of Part V of the Statute (Appeals) with each copy of its decision sent to each party to the proceedings.

VII PROCEDURES TO BE FOLLOWED IN RESPECT OF THE PREPARATION, CONSOLIDATION, HEARING AND DETERMINATION OF APPEALS ALLOWED UNDER PART V OF THE STATUTE

15. Preliminary

- 15.1 The subsequent provisions of this Part only apply to appeals as defined in paragraph 25 of the Statute and only when the requirements of paragraph 26 of the Statute as to time limits for appeals have been satisfied. When such time limits have not been complied with, the subsequent provisions of this Ordinance apply when, in accordance with paragraph 27 of the Statute, the “person appointed” by Council under paragraph 28 of the Statute to hear and determine an appeal taking account of paragraph 25 and paragraph 27, decides to permit the appeal to proceed.
- 15.2 The provisions of this Ordinance do not apply to appeals arising in relation to Warnings issued under paragraph 13 of the Statute, (Section V of this document refers).

16. Preparation and Consolidation

16.1 The Council shall appoint a person not employed by the University, holding or having held judicial office or being a barrister or solicitor of at least 10 years' standing, to hear and determine the appeal, who shall be the Appointed Person. The Appointed Person shall sit alone unless he or she considers that justice and fairness will best be served by sitting with two other persons who shall be:

- (a) one member of the Council not being a person employed by the University.
- (b) one member of the academic staff nominated by the Senate

Those person(s) appointed to hear and determine the appeal shall be asked to confirm that their appointment involves no actual or potential conflict of interest.

16.2 The Vice-Chancellor shall designate an Administrative Officer, who shall normally be a member of the HR Directorate. The Administrative Officer shall in accordance with paragraph 29 of the Statute:

- (i) Bring any notice of appeal received (and the date when it was served) to the attention of the Council and to inform the Appellant that he or she has done so;
- (ii) Forward the grounds of appeal to the Appointed Person;
- (iii) Appoint a date for the appeal hearing, which shall be as soon as reasonably practical after identification of the Appointed Person and in any event normally within 50 working days thereafter;
- (iv) Under the instruction of the Appointed Person make any necessary administrative arrangements for the summoning of witnesses, the production of documents and generally, the proper presentation of the case before the appeal panel and shall write to the Appellant at least 20 working days before the hearing to advise the Appellant that a hearing is to be held to consider the appeal and in doing so:
 - (a) advise the Appellant of the date of the hearing of the appeal;
 - (b) inform the Appellant that he or she is entitled to be represented in connection with and at the hearing, and require the Appellant to specify 15 working days before the hearing the name, address and designation of the person (if any) who will act as their representative, including information on whether or not that person is qualified or is practising in law, and if so, in what capacity; and
 - (c) require the Appellant to identify 15 working days before the hearing any witnesses he/she wishes to call, subject to the approval of the Appointed Person, such letter to be copied to all members of the appeal panel.

- 16.3 Appeals shall be made in accordance with paragraph 25 of the Statute. In accordance with paragraph 25.2 of the Statute, no appeal shall be against the findings of fact of a Tribunal under paragraph 18(1) of the Statute save where, with the consent of the Appointed Person, new evidence is called on behalf of the Appellant. In appeals based on these grounds, the Appellant must show good reason why such new evidence was not made known to the Tribunal at its hearing. This will be one of the factors considered by the Appointed Person in deciding whether to allow witness evidence.
- 16.4 The date set for the appeal hearing may be rearranged by the Appointed Person, normally for a new date which is within 20 working days of the original. The grounds for rearrangement and the proposed new date for hearing the appeal shall be notified to the Appellant. The Appellant may also request of the Administrative Officer that the date be rearranged, if the original date is unsuitable for themselves or their representative. In so doing, the Appellant must explain why a rearrangement is requested and suggest alternative dates falling within 20 working days of the original.
- 16.5 The University may appoint a person to present the case on its behalf, such a representative may be legally qualified. There shall be no bar to this person having had prior involvement in the case.
- 16.6 All parties to the proceedings including members of the appeals panel, with consent of the Appointed Person, may call witnesses. The exchange of statements relating to the case must be made no later than 10 working days prior to the date of the hearing. Evidence contained in statements exchanged after this deadline shall only be admitted to the hearing by the Appointed Person.
- 16.7 The Appointed Person shall determine the procedure to be followed for the conduct of the hearing (including where appropriate limiting evidence or questioning of witnesses) to the intent that the appeal shall be heard and determined as expeditiously as reasonably practicable.
- 16.8 Either party may request an adjournment of the hearing at any stage but must specify the grounds for the request, for consideration by the Appointed Person.

17. Decision

- 17.1 The Appellant and his/her representative and the University's representative shall not be present during the deliberations of the Appointed Person and any other persons sitting with him/her.
- 17.2 The Appointed Person shall send a reasoned decision to the Vice-Chancellor in accordance with paragraph 29.3 of the Statute and to the parties to the appeal as soon as may be reasonably practicable following the conclusion of the appeal.

VIII PROCEDURES GOVERNING THE CONSIDERATION AND DETERMINATION OF GRIEVANCES, PURSUANT TO PART VI OF THE STATUTE

18. Preamble

18.1 The method used to seek to redress individual grievances shall be as defined in paragraph 33, 34, 35 and 36 of the Statute. The application of this Ordinance and those paragraphs of the Statute, is as defined under paragraph 32 of the Statute.

19. Informal procedures

19.1 Remedies for individual grievances to be pursued within the employee's School/Directorate or other relevant area, including the raising of the grievance with the Head of School or other relevant area (paragraph 33.1 of the Statute), shall be taken to include a requirement that the complaint be made in writing, that the complainant be given the opportunity to meet with the Head of School/Directorate and that the outcome of that meeting be confirmed in writing and the complainant notified of the right to raise the matter with the Vice-Chancellor, in writing, if he or she is not satisfied with the outcome.

19.2 Dismissal of a grievance by the Vice-Chancellor in accordance with paragraph 33. (3) of the Statute because it is trivial or invalid or has been finally determined under any of Parts III, IV or V of the Statute shall only be undertaken following a meeting with the complainant to discuss the matter and shall be confirmed to the complainant in writing. If he/she considers the grievance to be malicious, the Vice-Chancellor shall, having dismissed the grievance, notify the relevant Head of School/Directorate, who in turn shall consider the matter under the disciplinary procedures in respect of the person making the grievance, in accordance with Part IV of this Ordinance.

19.3 If the person making the grievance instigates legal proceedings in respect of the grievance, upon being advised of such legal proceedings, all action under this Part may be stayed and the University shall have the right to take suitable steps to ensure that its legal position is fully protected.

19.4 Informal disposal of a grievance by the Vice-Chancellor in accordance with paragraph 33 (5) of the Statute shall only be undertaken following a meeting with the complainant to discuss the matter and shall be confirmed to the complainant in writing.

19.5 Where the Vice-Chancellor considers that the grievance gives cause for concern, as defined by Part III of this Ordinance, about a member of staff he/she shall refer the matter to the relevant Head of School/Directorate, who in turn shall if appropriate invoke appropriate disciplinary procedures in accordance with Part IV of this Ordinance

20. Grievance Committee Procedure

- 20.1 Where a grievance is referred by the Vice-Chancellor in accordance with paragraph 34 of the Statute to a Grievance Committee, the procedure in connection with the consideration and determination of a grievance shall be as defined herein.
- 20.2 The Grievance Committee shall be comprised as defined in paragraph 35 of the Statute.
- 20.3 The Chair of Council shall designate an Administrative Officer to support the Grievance Committee.
- 20.4 Where the matter has been referred to the relevant Head of School/Directorate under 19.5 above, the Committee shall receive the report from the Head of School/Directorate on the outcome of any disciplinary proceedings and the grievance shall not normally progress until the disciplinary proceedings are concluded.
- 20.5 In cases where the matter has not been referred to the relevant Head of School/Directorate under 19.5 above or once disciplinary proceedings are concluded:
- (i) The Chair of Council shall ensure that the parties to the particular grievance, including the complainant and persons against whom a complaint has been made, are invited to attend a hearing, each with the opportunity to be accompanied by a Trade Union representative or a friend or representative, and that where appropriate a person to represent the interests of the University as the employer, (“the University Representative”), shall be invited to attend the hearing.
 - (ii) The Chair may set appropriate time limits at any stage of the procedure (including at the Grievance Committee itself) to the intent that the grievance shall be heard and determined as expeditiously as reasonably practicable.
 - (iii) The Committee has the authority to adjourn the proceedings or to dismiss the case at any time. Subject to ensuring that the principles of natural justice and the rights of the complainant are observed as far as reasonably practicable, the Committee shall control the hearing as it thinks fit, including where appropriate limiting evidence or questioning of witnesses.
- 20.6 The parties shall not be present when the Committee deliberates, but may be recalled if the Committee seeks to explore the possibility of a settlement, and will otherwise be notified by the Administrative Officer of the Committee decision as soon as is reasonably practicable.
- 20.7 The Committee shall notify Council of its decision in accordance with paragraph 37 of the Statute.

ORDINANCE 13

THE STUDENTS' UNION

PREAMBLE

Subject to the provisions of the Charter of the University, Statutes may provide for a Students' Union. Statute XVI of the University provides:

In accordance with the educational purposes of the Cardiff University there shall be for the benefit of the students a Students' Union.

- (i) The functions and privileges of the Students' Union and other matters relating thereto shall be prescribed by Ordinances. Subject to the provisions of such Ordinances, the Students' Union shall have the power to manage its own affairs and funds.
- (ii) An Ordinance made under this Statute may provide for the benefits of the Students' Union to be available, whether by way of membership or otherwise, to persons, other than students, who are studying at Cardiff University or who have such other connection with the Institution as renders it appropriate that those benefits should be made available to them.

1. Title and Objects

1.1 There shall be a Students' Union of the University to be called "Cardiff University Students' Union" and, as an abbreviated title "Students' Union" shall be used (hereinafter referred to as "the Union"). The objects of the Union are the advancement of education of Students at Cardiff University for the public benefit by:

- .1 promoting the interests and welfare of Students at Cardiff University during their course of study and representing, supporting and advising Students;
- .2 being the recognised representative channel between Students and Cardiff University and any other external bodies; and
- .3 providing social, cultural, sporting and recreational activities and forums for discussions and debate for the personal development of its Students.

2. Definitions of Terms

- 2.1 'the University' shall mean Cardiff University.
- 2.2 References to 'the Council', 'the Statutes', 'the Ordinances', 'the Court', 'the Finance and Resources Committee' and 'the Senate' will be to those of the University.
- 2.3 'Session' shall mean one academic year.

2.4 'Self-defining' shall mean anyone who can categorise themselves as members of a particular group.

2.5 'Bilingual' shall mean English and Welsh.

3. Mission Statement

3.1 The Union seeks to enhance the student experience by providing representation, welfare services, recreational facilities and opportunities for student development within the Union, the University and the local community. The Union exists to provide an efficient and accountable service for all students at the University. In particular:

- .1 to afford a recognised and representative channel of communication between the Union's membership, the University and other bodies;
- .2 to meet the intellectual, welfare, social, cultural, sporting and recreational needs and further the activities of all its members;
- .3 to invest in staff development and training in order to enhance the services provided;
- .4 to contribute to the overall corporate life of the University;
- .5 to move towards a more ethical and environmentally friendly union;
- .6 to contribute to its 'all-Wales' responsibilities.

4. Meetings

4.1 Definitions

- .1 'Quorum' shall mean the least number of Ordinary Members whose presence at a meeting, or participation in a Referendum, is necessary to make valid decisions. In a Student Members' Annual General Meeting the number present shall be determined by a show of University Identity cards. In a Referendum the quorum shall be determined by a count of votes cast for, against and in abstention, but shall not include spoilt papers.
- .2 'Simple majority' shall mean the greater number of votes cast, excluding abstentions.
- .3 'Two-thirds majority' shall mean at least two-thirds of the votes cast, excluding abstentions.

5. Sabbatical Officers and Trustees

- 5.1 There shall be a maximum of seven Sabbatical Officer Trustees, including the President, and the remainder shall be as provided in the Bye-Laws as hereinafter defined.
- 5.2 The Sabbatical Trustees shall be elected from registered students of the University who are also members of the Union. Provided that they have not previously been expelled after disciplinary proceedings by the University, the Union or the Company they shall be registered as students and they shall be permitted to serve in office.
- 5.3 The Director of Student Services and Governance or his/her nominee shall be present when votes are counted in sabbatical elections.
- 5.4 In the absence of the President, another Sabbatical Trustee shall be appointed by the President to serve as acting President for the duration of the absence.
- 5.5 A Sabbatical office shall last one session only. No student shall hold Sabbatical office for more than two sessions.
- 5.6 There shall be not more than fifteen other Officers who shall be Non-Sabbatical as provided in the Bye-Laws as hereinafter defined.
- 5.7 The Office of a Sabbatical Trustee shall be vacated if:
- (i) a motion of no confidence in the Sabbatical Trustee is passed by a simple majority of Student Members voting in a Referendum, provided that at least 1,500 Members cast a vote in the Referendum. Such a motion shall only be triggered by a Secure Petition of no confidence signed by at least 500 Student Members; or
 - (ii) a motion of no confidence in the Trustee is passed by a 75% majority in a vote of the Student Council.

Provided that, in the case of a Sabbatical Trustee, such removal shall be subject to the Union having first carried out any steps it is required to take under the Sabbatical Trustee's contract of employment and/or the applicable disciplinary procedure and otherwise in accordance with good employment practice.

6. Student Members of the Council and Senate of the University

- 6.1 The Student Members of the Council shall comprise one student representing undergraduates and one student representing postgraduates, one of whom shall be the President of the Students' Union. The terms of office of the Student Members of the Council shall be the terms of office of their election.

- 6.2 The Student members of Senate shall be:
- (i) the President of the Students' Union and one other Sabbatical Officer, who shall also be members of Council, and shall hold office for one year from 1st July;
 - (ii) the Post Graduate Students' Officer of the Students' Union, or in the absence of an elected Postgraduate Students' Officer, another postgraduate student elected by the Student Council;
 - (iii) one student nominated or elected by and from the students of each of the three Colleges of the University, providing that no student may be excluded from nomination on the grounds that they have exercised their right to opt-out of Students' Union membership.

7. Finances, Fees and Accounts

- 7.1 The University will set out in a Financial Agreement the terms and conditions under which it will make payments to the Union.
- 7.2 The University will make an annual block grant to the Union, calculated on a basis to be determined by the Council from time to time provided:
- .1 that estimates for the following year by way of financial forecasts for both the Union and the Company be prepared and submitted to the Finance and Resources Committee by the end of the Spring Semester.
 - .2 that finalised budgets for the following year for both the Union and the Company be prepared and submitted to the Finance and Resources Committee for approval at its first meeting in the Autumn Semester each year.
 - .3 the draft annual accounts for both the Union and the Company be prepared and submitted to the Finance and Resources Committee at its first meeting in the Autumn Semester each year.
- 7.3 Membership fees for Non-ordinary members of the Union may be applied from time to time, as the discretion of the Board of Trustees.
- 7.4 Reciprocal, Honorary and Associate members shall not be required to pay fees to access activities and services provided by the Union, other than those activities and services that attract membership or participation fees.
- 7.5 The books and accounts of the Union shall be audited annually by auditors who shall be Chartered Accountants appointed by the Union's Board of Trustees. The Auditors shall be paid by the Union, and the Union shall provide the Auditors with all information required by them in the discharge of those functions. The audited accounts for each academic year shall be submitted to the Finance and Resources Committee and the Council not later than the end of the first semester of the following session, together with the audited accounts of the Company.

7.6 The signatory for the annual financial statements of the Union and the Company, shall be the President, or any other person, as determined by the Board of Trustees.

8. Students' Union Company

8.1 There shall be a Students' Union Company which for the time being shall be known as Cardiff Union Services Ltd ("The Company") limited by guarantee which shall perform these duties and functions as are required by the Union and agreed from time to time between the Union and the Company provided that such duties and functions will be subject to the provisions of any Agreement between the Union and the University and shall not be inconsistent with these Ordinances, the Memorandum and Articles of Association or the Bye-Laws of the Union as hereinafter defined.

8.2 For the avoidance of doubt such duties and functions shall include:

- .1 the management of and the provision of ancillary services in relation to the Union building.
- .2 the employment of such staff as shall be considered necessary by the Company to perform its duties and functions and to operate services and activities for the Union's members.

8.3 All matters relating to the performance of the Company's duties and functions (including the manner of their exercise) shall be the prerogative of the Company. There shall be a Board of Directors for the Company, whose membership shall be the Trustees of the Union.

8.4 The Board of Directors will appoint a Chief Executive who shall be responsible for all branches of the routine administration of the Union and the Company, the control of the staff, accounting and secretarial services and such other duties as the Board of Directors shall from time to time decide. The conditions of service of the Chief Executive including remuneration shall be determined by the Board of Directors. The Staff Senior Management Team shall be responsible to the Chief Executive, who shall report to the Board of Directors for matters relating to the management of the Company and to the Board of Trustees for matters relating to the management of the Union.

9. Amendments to this Ordinance relating to the Students' Union

9.1 Amendments to this Ordinance proposed by the University shall be first submitted jointly to the Board of Trustees and the Student Council for consideration. The recommendations of the Board of Trustees and the Student Council shall be regarded by the Senate when making its recommendation to the Council and the Council shall have regard to the recommendations of the Board of Trustees and the Student Council before approving such amendments.

9.2 Amendments to this Ordinance proposed by the Board of Trustees must be approved by at least two-thirds of the Members of a quorate meeting of Student Council and shall also require the approval of the Council, which

must fully consider the views of the Senate before approving such amendments.

10. Amendments to the Memorandum and Articles of Association of the Students' Union

10.1 Amendments to the Memorandum and Articles of Association shall require the consent of the Student Members, the University Council and shall require a special resolution of the Trustees of the Union, as stated within section 9 of the Memorandum and Articles of Association.

11. Bye-Laws

11.1 The Trustees and the Student Council shall have the power from time to time to jointly make, repeal or amend Bye-Laws as to the management of the Union and its working practices provided that such Bye-Laws shall not be inconsistent with the Memorandum and Articles of Association or these Ordinances.

11.2 Bye-Laws and amendments to Bye-Laws shall be of immediate and binding effect upon all Members of the Union unless and until such time as they are amended. Amendments shall only be binding upon Members if ratified jointly by the Board of Trustees and the Student Council, provided that such amendments are not repugnant to the Charter, Statutes and Ordinances of the University, the Memorandum and Articles of Association or the general law.

11.3 Amendments to the Bye-Laws which are adopted in accordance with the Ordinances, Memorandum and Articles of Association and the Bye-Laws shall be adopted immediately, unless otherwise stated within the amendment.

12. Compliance and Administration

12.1 The Trustees shall ensure that the Union complies with its responsibilities, according to this ordinance, the Memorandum and Articles of Association and the Bye-Laws. The Union should also ensure that accurate and up-to-date copies of these documents are kept and made freely available to Student Members and Council upon request.

ORDINANCE 14

THE EXECUTION OF DOCUMENTS BY THE UNIVERSITY

1. When the Council, or any person or body of persons authorised by the Council, generally or in respect of a particular transaction, has determined to execute a document by deed, the Common Seal of the University shall be affixed to the document at the direction of the University Secretary. Documents which are to be executed under hand (and not as a deed) shall be signed on behalf of the University in accordance with the delegation of authority approved by the Council generally or in respect of a particular transaction.

2. When the document has been approved for execution as a deed in accordance with section 1 above, the Common Seal shall be affixed to the deed in the presence of two members of Council or one member of the Council and the University Secretary/Chief Finance Officer/Chief Operating Officer under the following form of words:

Executed as a deed by affixing the Common Seal of Cardiff University in the presence of:

Signature of Council Member: _____

Signature of Council Member and the University Secretary/Chief Finance Officer/Chief Operating Officer: _____

The signatories under sub-section (1) above by their signatures confirm the authenticity of the seal, that they have seen the authority of the Council for the execution of the document by deed and that the Common Seal was affixed in their presence.

3. Except in the case of a document executed at a meeting of the Council, every use of the Common Seal shall be reported by the University Secretary to the next meeting of the Council.
4. The Common Seal shall remain in the custody of the University Secretary or such other person as the Council may direct, and the University Secretary or that other person shall maintain a register of documents to which the Common Seal has been affixed.

ORDINANCE 15

AWARDS OF CARDIFF UNIVERSITY

1. The degrees of the University shall be designated in a list to be approved and maintained by the Senate.
2. In order to qualify for the award of a degree of the University every candidate must have:
 - (i) pursued and successfully completed, subject to the Statutes and in accordance with the appropriate academic regulations or procedures, a programme of research or study leading to a degree;
 - (ii) complied with the requirements of such Statutes and Ordinances and academic regulation or procedures as may be relevant.
3. The period of study and all other requirements necessary to qualify persons for the grant of diplomas, certificates and other academic awards of the University shall be prescribed by academic regulation or procedures.
4. Notwithstanding the above provisions aegrotat or posthumous awards may be authorised, under conditions prescribed by the University in academic regulation or procedures.
5. The University reserves the right not to confer a degree, diploma or certificate upon any person who has not fulfilled all his/her financial obligations to the University.
6. Persons may be admitted to degrees of the University or granted diplomas, certificates or other academic awards of the University only on the authority of the Council, on the recommendation of Senate. This authority relating to admission to degrees shall be delegated to the Awards and Progress Committee, a Joint Sub-Committee of Senate and Council as prescribed by Ordinance, and subject to report to Council and Senate.
7. The procedure and ceremonial of Congregations shall be determined by the Council on the advice of the Senate.
8. In accordance with the Statutes, the Council may by resolution, on the recommendation of Senate and the advice of the Awards and Progress Committee, deprive any person of a degree, diploma, certificate or other academic award of the University.
9. No such person shall be so deprived by the Council unless he or she shall have been given a reasonable opportunity of being heard. Council will establish a Panel, with a lay Chair, to hear the recommendation of Senate and to receive representation from the person. The Panel will determine whether there is good cause for deprivation of an award and make a recommendation to Council accordingly.
10. The Council may by resolution, on the recommendation of Senate, at any time restore any such degree, diploma, certificate or other academic award to any person so deprived.