

**MINUTES OF THE MEETING OF CARDIFF UNIVERSITY GOVERNANCE
COMMITTEE HELD ON 15 MARCH 2021, BY ZOOM, AT 10:00-13:00**

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

Attendees: Orosia Asby [Director of Biological Services and Standards] for minute 834, Rashi Jain [General Counsel and University Secretary], Vari Jenkins [Minute-taker], Andrew Lane [Senior Assurance Advisor] for minute 830, Dr Jonathan Nicholls [External Consultant], TJ Rawlinson [Director of Alumni and Development] for minute 839, Ruth Robertson [Head of Corporate Governance], Claire Sanders [Chief Operating Officer], Chris Shaw [Acting Head Research Integrity, Governance and Ethics] for minute 835, Greg Spencer [Deputy Director for Alumni and Development] for minute 839

826 PRELIMINARIES

NOTED

826.1 that Dr Jonathan Nicholls, an External Consultant for the Governance Effectiveness Review, was welcomed to the meeting as an observer;

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

827 MATTERS ARISING

Received and considered paper 20/470, which reported progress against the matters arising from the previous meeting on 22 January 2021.

NOTED

that the Adoption and Definition of Antisemitism and Islamophobia paper was to be paused to allow further discussion and consideration including whether a recommendation should be made to Council at a later date.

828 DECLARATIONS OF INTEREST

NOTED

828.1 that the Chair would recuse herself from the item considering the renewal of her term.

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

Received and considered paper 20/471, 'Report from Equality, Diversity and Inclusion Sub-Committee'. Professor Karen Holford, Chair of the Equality, Diversity and Inclusion Sub-Committee, was invited to speak to this item.

NOTED

- 829.1 that the Sub-Committee had considered the Strategic Equality Plan 2019-20, which included the staff and student data report for the 2019-20 academic year. The professional services staff data demonstrates there should be greater diversity given our cultural environment and work continues to address this;
- 829.2 that the Sub-Committee had approved the formation of a Disability Steering Group. The University is working towards recognition of being a Disability Confident employer and the Steering Group will be supporting this work;
- 829.3 that the Sub-Committee debated the paper on Adoption and Definition of Antisemitism and Islamophobia. Following strong discussion at the Sub-Committee, the decision was put to a vote and it was decided to recommend the adoption of the definitions to the Governance Committee. However it was noted that the vote had not been unanimous.

830 STRATEGIC EQUALITY PLAN ANNUAL MONITORING REPORT 2019-20

Received and considered papers 20/472, 'Strategic Equality Plan Annual Monitoring Report 2019-20', 20/484 'Annual Equality Report Appendix 1 Progress Report', 20/485 'Annual Equality Report Appendix 2 Student Data' and 20/486 'Annual Equality Report Appendix 2 Staff Data'. Andrew Lane, Senior Assurance Advisor, was invited to speak to this item.

NOTED

- 830.1 that the impact of COVID-19 has resulted in necessary changes to services which have impacted both positively and adversely upon Equality, Diversity and Inclusion (EDI) issues. The annual report provides details on the EDI impact of COVID-19 and how progress against our SEP objectives have been impacted;
- 830.2 that Equality Impact Assessments have been carried out to determine EDI impact and mitigate against adverse impact and further information

on the impact of COVID-19 will be forthcoming from a “COVID stories” project delivered by the Gender Equality Steering group;

830.3 that due to the COVID-19 pandemic, the University had made a necessary move towards a virtual learning and working environment which has resulted in necessary improvements to systems that provide virtual learning and meeting environments. There is more to do in order to ensure a fully accessible learning and working environment;

830.4 that there has been a noticeable increase in attendance for EDI networks and EDI contact/officer groups. Due to the increased interest, networks and EDI groups have run more regular meetings focussed on Disability and Accessibility, Recruitment and Race Equality within a few months;

830.5 that some students who were not eligible for the Hardship Fund were still struggling to access online learning due to the low specification of their IT hardware or internet access. An Equality Impact Assessment had been completed with Student Support Services to review the Hardship Fund and minimum IT specification issues would be considered when determining the next action plan;

830.6 that Council would like to receive a high level summary of the developments made during 2019/20 and plans for next year;

830.7 that completion of mandatory training had increased since staff were working remotely, but there were still improvements to be made. The Professional Services Board and the University Executive Board are reviewing how to support staff to complete training requirements, to include the use of Personal Development Reviews.

RESOLVED

830.8 to recommend the Strategic Equality Plan Annual Monitoring Report 2019-20 to Council for approval;

831 **REPORT FROM THE HEALTH, SAFETY AND ENVIRONMENT SUB-COMMITTEE**

Received and considered paper 20/491, ‘Report from Health, Safety and Environment Sub-Committee’. Professor Karen Holford, Chair of the Health, Safety and Environment Sub-Committee, was invited to speak to this item.

NOTED

- 831.1 that the report provides assurance of work undertaken to meet and exceed health and safety management standards ISO45001 and ISO14001;
- 831.2 that the University aspires to achieve global standard ISO45003 as part of its wellbeing strategy and is currently considering how best to achieve this;
- 831.3 that the Sub-Committee had approved the environmental sustainability strategy to reflect the climate emergency and the University's commitment to achieve carbon net zero.

832 HEALTH, SAFETY & ENVIRONMENT AND WELLBEING POLICY STATEMENT

Received and considered paper 20/474, 'Health, Safety & Environment and Wellbeing Policy Statement'. Professor Karen Holford, Chair of the Health, Safety and Environment Sub-Committee, was invited to speak to this item.

NOTED

- 832.1 that the annual Health, Safety & Environment and Wellbeing Policy Statement reflects the commitment to climate change. The University is committed to working towards achieving all of the United Nations' Division for Sustainable Development Goals (DSDG);
- 832.2 that the University is committed to obtaining data which identifies if staff and students are engaging in the wellbeing support provided in response to COVID-19, with a pulse staff survey on this topic being conducted this week. Care First have been asked to provide an anonymised report on the number of staff that have been supported whilst on sick leave to return to work;
- 832.3 that the main cause of staff absence was not necessarily work-related and that there had been an increase in the number of absences related to matters outside work;

RESOLVED

- 832.4 to approve the Health, Safety & Environment and Wellbeing Policy Statement;
- 832.5 that the results of the staff pulse survey be presented to Council as part of the staff survey update.

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

Received and considered paper 20/475C, 'Report from Biological Standards Sub-Committee'. Orosia Asby, Director of Biological Services and Standards, was invited to speak to this item.

NOTED

833.1 REDACTED;

833.2 that the Committee were assured that processes were in place and working effectively to manage the issue of project licences.

834 REPORT FROM OPEN RESEARCH INTEGRITY AND ETHICS SUB-COMMITTEE

Received and considered paper 20/476, 'Report from Open Research Integrity & Ethics Sub-Committee'. Chris Shaw, Acting Head Research Integrity, Governance and Ethics, was invited to speak to this item.

NOTED

834.1 that the roll out of the revised School Ethics templates had been delayed until September 2021 due to the impact of COVID;

834.2 that completion rates for mandatory training on research integrity had increased in the last month and work continued to encourage completion, utilising the REF submission process, networks and Personal Development Reviews. Consideration would be given to the timings of communication to academic staff within the business cycle;

834.3 that the European Commission had confirmed that the transfer of Personal Data to and from the EU could continue unchanged for the time being.

835 GOVERNANCE EFFECTIVENESS REVIEW

Ruth Robertson, Head of Corporate Governance, was invited to speak to this item.

NOTED

835.1 that the external consultant was conducting a number of meetings with stakeholders as part of the Governance Effectiveness Review, to include one-to-ones with key chairs of committees and senior post holders, meetings with Council members, members of the University's Executive Board, Senate, and students across different disciplines and levels of study. A number of the Governing Body's Committees have been observed and a summary of findings is due to be presented to the

Task and Finish Group, prior to communication of the final report scheduled for 21 May 2021.

836 RECRUITMENT OF CHAIR OF COUNCIL - UPDATE

Rashi Jain, General Counsel and University Secretary, was invited to speak to this item.

NOTED

- 836.1 that the Privy Council have approved the change to Statute to enable the University to widen the pool of candidates to include external recruitment for a Chair of Council and the procurement process is underway to appoint an agency to conduct the search;
- 836.2 that the terms of reference for a Nominations Committee are currently being considered;
- 836.3 that the Nominations Committee membership may vary to the Selection Committee. For the Chair of Council recruitment process both would be chaired by the Vice-Chair of Council;
- 836.4 that consideration should be given to an academic member of Senate or a Senate member of Council as a member of the Nominations Committee.

837 SKILLS MATRIX, MEMBERSHIP AND PROPOSED TIMEFRAME FOR REDUCTION IN LAY MEMBERS

Received and considered paper 20/477C 'Skills Matrix, Membership and Proposed Timeframe for the Reduction in Lay Members. Rashi Jain, General Counsel and University Secretary, was invited to speak to this item.

NOTED

- 837.1 that the Chair of Council's end of term is 31 December 2021, not 31 January 2022 as stated in the paper;
- 837.2 that consideration had been given to the skills required across the Governing Body to align with the University's strategies. It was determined that expertise in digital infrastructure and property law would be advantageous;
- 837.3 that Perett Laver had invited applications for a national governance apprenticeship programme which aimed to create opportunities to address the imbalance of members' age within governance structures.

RESOLVED

- 837.4 that the skills matrix be updated to capture the skills of the governing body required to align with the University's strategies;
- 837.5 that the number of lay Council members would be reduced from 15 to 13 over the next two years, in line with the Powell Review recommendations; reducing to 14 in 2021/22 and 11 in 2022/23, which would enable the recruitment of two further lay members;
- 837.6 REDACTED;
- 837.7 that the other individuals eligible for re-appointment on the University's Committees would be consulted, and recommended to Council, should they wish to serve a second term;
- 837.8 REDACTED;
- 837.9 REDACTED;

The Chair left the meeting.

- 837.10 REDACTED;

The Chair re-joined the meeting.

- 837.11 REDACTED;
- 837.12 REDACTED;
- 837.13 to present proposals for the implementation of the changes to the Senate/academic staff categories of Council membership at the June meeting;
- 837.14 that the University Secretary would explore the opportunity presented by the governance apprenticeship programme with the EDI Sub-Committee.

838 CODE OF EXTERNAL FUNDING PRACTICE

Received and considered paper 20/478 'Code of External Funding Practice'. TJ Rawlinson, Director of Development and Alumni Relations, was invited to speak to this item.

NOTED

- 838.1 that the Council had delegated responsibility for the membership of the Funders Advisory Panel to Pro Chancellor Reverend Canon Gareth Powell.

RESOLVED

- 838.2 to recommend the Code of External Funding Practice to Council for approval.

839 SUMMARY OF GOVERNANCE REVIEWS AND RECOMMENDATIONS - PROGRESS REPORT

Received and considered paper 20/479 'Summary of Governance Reviews and Recommendations - progress report'. Ruth Robertson, Head of Corporate Governance, was invited to speak to this item.

NOTED

- 839.1 that there had been five significant reviews of governance since 2017 with actions pending;
- 839.2 that actions from the HEFCW Institutional Review 2018 were underway and planned to be completed this year academic year;
- 839.3 that recommendations from the Powell Review 2019 had all commenced, with the Scheme of Delegation being a priority for completion by the end of this academic year;
- 839.4 that the progress against actions set out in the Governance Charter Commitment to Action is an annual reporting requirement to HEFCW.

RESOLVED

- 839.5 to address the shared set of standards (Governance Effectiveness Review 2017) via the actions for the Commitment To Action;
- 839.6 to suspend the Digital Governance Map (Governance Effectiveness Review 2017);
- 839.7 to address work to support all members of Council to be supported in engaging actively with the life of the University (Governance Effectiveness Review 2017) as part of the Commitments to Action;
- 839.8 to prioritise the Commitments to Action that must be specifically referenced in the University's Annual Report, together with those that add the most value;

- 839.9 to review progress against the recommendations at the Governance Committee in September 2021.

840 STATEMENT OF INDEPENDENCE

Received and considered paper 20/488 'Statement of Independence'. Ruth Robertson, Head of Corporate Governance, was invited to speak to this item.

NOTED

- 840.1 that the Governance Charter requires the University to adopt a robust approach to managing independence and conflicts of interest. The Welsh Secretaries and Clerks Group had circulated guidance incorporating a definition of independence and principles of independence. They had also published procedural guidance on ensuring independence however this was not entirely consistent with the phrasing of the principles.

RESOLVED

- 840.2 to adopt the Definition of Independence, the Principles of Independence and the amended process for Ensuring Independence.

841 CHANGES TO ORDINANCES

Received and considered paper 20/481 'Changes to Ordinances'. Ruth Robertson, Head of Corporate Governance, was invited to speak to this item.

NOTED

- 841.1 that Senate was advised of changes to Ordinance 8 at its meeting on 24 February.

RESOLVED

- 841.2 to recommend to Council the approval of changes to Ordinance 8.

842 ANY OTHER BUSINESS

Reporting of progress on sustainability within the curriculum

NOTED

- 842.1 that sustainability within the curriculum is reported through the Pro Vice-Chancellor for Education and Students, who has been working closely with the Dean of Sustainability.

RESOLVED

- 842.2 to request that the Pro Vice-Chancellor for Education and Students considers how sustainability within the curriculum shall be reported via ASQC and/or Senate, and whether a standing agenda item may support focus in this area.

Governance Review of Environmental Sustainability

NOTED

- 842.3 that an update will be provided to the Governance Committee on the White paper to Council to consider a carbon net zero panel.

843 MINUTES OF PREVIOUS MEETING

Members were invited to review the minutes of the meeting held on 22 January 2021 and to comment or suggest amendments as appropriate.

RESOLVED

- 843.1 that the minutes of the meeting held on 22 January 2021 were agreed to be a true and accurate record of the meeting.

844 AGENDA FOR THE NEXT MEETING

Received and considered paper 20/482, 'Agenda for Next Meeting'. Judith Fabian, Chair of the Committee, spoke to this item.

NOTED

- 844.1 that the agenda for the Governance Committee scheduled for 16 June 2021 was agreed.