Prifysgol Cymru
Y Drindod Dewi Sant
University of Wales
Trinity Saint David

ORDINANCES OF
THE UNIVERSITY OF WALES: TRINITY SAINT DAVID

July 2024

ORDINANCES OF THE UNIVERSITY OF WALES: TRINITY SAINT DAVID
("THE UNIVERSITY")

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Preamble

In accordance with Articles IV, V, and XXI of its Supplemental Charter of 2012, the Council of the University of Wales: Trinity Saint David shall have the authority to make, amend, add to or repeal Ordinances to direct and regulate the University and its members.

Ordinances shall not be interpreted in a manner that is contrary to the Charter and Statutes. If any doubt arises over the interpretation of an Ordinance, the matter shall be referred to the Chair of the Council or the Vice-Chair or another person designated by the Chair of the Council. The decision of the Chair of the Council, who will seek advice from the Vice-Chancellor and Clerk to the Council, shall be final.

All the words in the Ordinances bear the same meaning as in the Charter and Statutes unless specifically stated otherwise.

Ordinances will be made, ratified, amended or revoked by the Council in accordance with Ordinance II.1 and shall be reviewed at least once every 5 (five) years.

Ordinance I: Definitions and Interpretations

1. Definitions

"**Alumni Association**" means an organised association of Graduates of the University.

"Budget-holder" means an officer of the University with accountability for a defined function and/or area of operational activity and who receives delegated authority from the Vice-Chancellor for the management of an agreed budget consistent with the statutory instruments of the University.

"**Charter**" refers to the Supplemental Charter of 2012.

"Council" means the Council and supreme governing body of the University. University Council is a key component of the University's governance structure responsible for strategy and strategic oversight of academic character and mission, financial viability and probity and a balanced approach to risk management. It critiques, debates and ratifies the key decisions that shape the future of the University.

"**Emeritus Professor**" means a member of the Academic Staff of the University on whom the honorary title of Emeritus Professor has been conferred, on or after his or her retirement.

"Graduate" means a person upon whom a Degree, Diploma or Certificate of the University has been conferred.

"**Laws of the University**" are the Charter, Statutes, Ordinances, Regulations and all Codes of Practice.

"Independent Member" means any person appointed or elected to a University committee or board who is neither a Registered Student nor a member of Staff of the University. **"Co-opted Member"** means any person external to the University who is appointed to the Council or a Standing Committee of Council but is not an independent member.

"**Member of the University**" means a member of the University as defined in the Statutes.

"**Office**" means a particular role or responsibility in or on behalf of the University and "**Officer**" means the individual undertaking that role or responsibility.

"**Ordinary Resolution**" means a resolution passed at one meeting of the Council by a simple majority of those present and voting.

"**Postgraduate Registered Student**" means any person currently registered for the receipt of instruction on a postgraduate programme in the University.

"**President of the Students' Union**" means the sabbatical officer duly elected by the Student Body to lead the Students' Union, as established by Article XIV of the Charter.

"**Principal Academic Unit**" means a unit or other organising structure within an Institute as defined in the Ordinances.

"**Principal Regulator**" means the Higher Education Funding Council for Wales or such other body that may be determined by the Welsh Parliament or as is prescribed as principal regulator for the University by regulations made pursuant to the Charities Act 2011.

“**Redundancy**” shall have the same meaning as in section 139 of the Employment Rights Act 1996.

“Reserved item” means an item presented to Council and/or its standing committees which is confidential to the independent and co-opted members, normally because it is a matter concerning an individual member of staff or an individual student.

“Restricted item” means an item presented to Council and /or its standing committees which is confidential to members.

"**Registered Student**" means any person currently registered for the receipt of instruction in the University.

"**Senate**" means the Senate of the University, which is the supreme academic authority for the institution.

“**Special Resolution**” means a resolution of the Council passed and confirmed in accordance with Article XIX of the Charter. A resolution is normally considered to be ‘special’ when it relates to a significant or substantial change such as altering the constitution of the corporate entity, a proposal to merge with another corporation or the dissolution or winding up of the corporation. A special resolution must not hinder or otherwise impede the responsiveness of the institution, i.e. it may be necessary to pass an ordinary resolution which may need to be reaffirmed as a special resolution at a subsequent meeting of the Council.

“**Staff**” means all persons employed in the service of the University. “**Academic Staff**” means those employed on the University’s conditions of employment for Academic Teaching Staff, including Academic Staff who currently hold an appointment as Professor, Associate Professor, Reader, Senior Lecturer, Lecturer in the University or such other appointment as the Council may from time to time determine by Ordinance.

“**Statutory bodies**” refers to the Council, the Senate and the Institutes of the University of Wales: Trinity Saint David.

"**University**" means the University of Wales: Trinity Saint David.

“**University Leadership Team**” means the senior leadership team of the University as determined by the Vice-Chancellor.

“**University Session**” means the period of learning, teaching and assessment specified by the Council and as defined in the Academic Quality Handbook.

2. Interpretations

These Ordinances shall be interpreted in such a manner as not to conflict with the Charter or Statutes.

Words defined in these Ordinances shall have the same meaning as in the Charter, the Statutes and the Regulations unless specifically stated otherwise.

The Interpretation Act 1978 shall apply for the interpretation of University Legislation as it applies for the interpretation of an Act of Parliament or an Act of the Welsh Parliament.

Words importing the singular shall include the plural and vice versa.

References to specific posts may reflect current job titles but such references are to the function and not a current or future role, which is subject to change, as determined by the Vice-Chancellor from time to time.

The Charter, Statutes, Ordinances, Regulations and all Codes of Practice of the University shall apply to all members of the University, as defined in Statute V.

Ordinance II: Governance

1. General Provisions and Procedure for Making Ordinances

(i) Ordinances may be made, ratified, amended or revoked, as provided for under Statute XII, at a quorate meeting of the Council, as provided for under Statute V, provided that 14 (fourteen) days' written notice of the proposal has been given and provided that the Resolution is passed by a majority of not less than three-quarters of those present and voting.

2. Membership of the University

(i) In accordance with Article V of its Supplemental Charter of 2012, the Council of the University of Wales: Trinity Saint David shall have the authority to set out who shall be members of the University.

(ii) The following shall be members of the University:

- The Patron;
- The President;
- The Officers, namely the Vice-Chancellor, Chief Operating Officer, Pro Vice-Chancellors, and the holders of such other posts as the Council may from time to time determine;
- the Members of the Council;
- the Staff who were formerly members of the staff of the University of Wales, Lampeter; Trinity College Carmarthen; Trinity University College; or Swansea Metropolitan University;
- Honorary Fellows and others granted honorary fellowships in the University of Wales, Lampeter (and its antecedents); Trinity College Carmarthen; Trinity University College; and Swansea Metropolitan University (and its antecedents);
- Honorary Professors and others granted honorary titles in University of Wales, Lampeter (and its antecedents); Trinity College Carmarthen; Trinity University College; and Swansea Metropolitan University (and its antecedents);
- all persons holding a written contract of employment with University of Wales: Trinity Saint David; Trinity University College; or Swansea Metropolitan University;
- the Graduates of the University of Wales: Trinity Saint David;
- the Graduates of the University of Wales who were formerly members of the University of Wales, Lampeter (and its antecedents); Trinity College Carmarthen; Trinity University College; or Swansea Metropolitan University (and its antecedents); and
- the Students pursuing courses of study within the University of Wales: Trinity Saint David.

(iii) Membership of the University of Wales: Trinity Saint David shall continue for individual members as long as at least 1 (one) of the above conditions shall be met.

(iv) In addition to those categories of person designated as Members of the University, the Council may grant membership of the University to other persons or categories of persons.

(v) Proposals for such additional membership may be made to the Council provided that:

a) Any such proposal is made in writing with supporting justification to the Clerk to the Council; and

b) The Clerk to the Council seeks the views of the Senate and the Senior Leadership Team, as appropriate, before presenting the proposal to the Nominations and Governance Committee for its consideration and recommendation to the Council.

(vi) The Clerk to the Council shall maintain a formal record of all decisions of the Council on such proposals for the conferment of the status of Membership of the University.

(vii) The Council shall have power, at the request of a member, to release that person from membership of the University, subject to the agreement of that person to continue to observe the Charter, Statutes, Ordinances and Regulations of the University.

(viii) Membership of the University of Wales: Trinity Saint David has no legal significance and conveys no rights, privileges or obligations save as are set out in the Charter and the Statutes.

3. The Patron

(i) There shall be a Patron of the University appointed by the Council under such procedures as may be determined by the Council from time to time.

(ii) The Patron may officiate at any ceremonial gathering of the University. The Patron's main responsibilities are to:

a) Act as an Ambassador for the University;

b) Provide advice and direction on key strategic initiatives of national significance; and

c) Facilitate, as appropriate, the development of strategic alliances that support and contribute to the development and delivery of the University's mission.

4. The President

(i) There shall normally be a President of the University appointed by the Council under such procedures as may be determined by the Council from time to time.

(ii) The primary responsibilities of the President shall be determined by the Council.

5. The Chair of the Council (Vice-President), Vice-Chair of the Council and Chairs of the Council Committees

a) The Chair of the Council (Vice-President)

(i) There shall be a Chair of the Council who shall also be Vice-President of the University. The Chair shall be appointed by the Council.

(ii) The Chair will normally hold office for a period of not more than 4 (four) years and will normally be eligible for re-appointment for normally 1 (one) further period.

(iii) The selection of persons considered suitable for the office of Chair and Vice-President shall be made by the Nominations and Governance and Committee.

(iv) Nominations may be made in writing to the Council through the Clerk to the Council. In addition, the Nominations and Governance Committee shall consider other persons who apply following public advertisement of the vacant office.

(v) The Nominations and Governance Committee shall consider all the candidates arising from the above provisions and it shall present a report to the Council recommending 1 (one) person for appointment by the Council.

(vi) The primary responsibilities of the Chair shall be to:

a) lead the Council, ensuring that it exercises its Primary Responsibilities and conducts its business properly, efficiently and in accordance with the rules of the University and the principles of good governance;

b) act as formal representative of the University externally and at ceremonial events;

c) establish a constructive working relationship with the Vice-Chancellor, recognising the proper separation between governance and management and avoiding involvement in the day-to-day management of the University;

d) be responsible for the review of the performance of the Vice-Chancellor and the Clerk to the Council and make recommendations to the Remuneration Committee accordingly.

b) Appointment of the Vice-Chair of the Council

(i) The Clerk to the Council shall seek nominations for the role of Vice-Chair of the Council from amongst the independent members of the Council.

(ii) Nominations must be seconded by another independent member. If there is more than one candidate for the role, an appointment will be made by a secret ballot of members of the Council. In the event of a tied vote, the Chair of the Council will determine the outcome.

(iii) The Vice-Chair will normally hold office for a period of not more than 4 (four) years and will normally be eligible for reappointment for normally 1 (one) further period.

(iv) The primary responsibilities of the Vice-Chair shall be to:

a) provide support for the Chair in leading the Council;

b) deputise for the Chair on those occasions where the Chair is absent, which may include chairing meetings, working with the Vice-Chancellor and making decisions in accordance with the Scheme of Delegation;

c) act as formal representative of the University externally and at ceremonial events.

c) Appointment of Chairs of the Council Committees

(i) The Council will consider and approve the names of those members who are eligible and recommended by the Nominations and Governance Committee for the roles of Chairs of the Standing Committees of Council.

(ii) An independent member of the Council may be considered for the role of Chair of a Standing Committee, subject to the following:

- The Chair of Council shall not be the Chair of the Remuneration Committee.
- The Chair of the Council shall not be a member of the Audit and Risk Committee.
- The Chair of the Audit and Risk Committee may not act as Chair of any other Standing Committee and nor as a member of the Resources and Performance Committee.

(iii) In the interests of continuity a Chair of a Standing Committee of the Council will be expected to continue in that role for a minimum of 3 (three) years, but the maximum period in office shall not normally exceed 6 (six) years, excluding any period of less than a year during which the office was vacant due to the death, indisposition or resignation of the previous post holder.

(iv) The Vice-Chancellor, staff Council members and student Council members shall be ineligible for election as Chair or Vice-Chair of the Council, but they are eligible to vote in any such election.

(v) The Chair or a Vice-Chair of the Council may be removed from office by Special Resolution of the Council provided that notice of that resolution, signed by at least five members of the Council, is included with the notice of the meeting and that this is issued not less than 14 (fourteen) days before the date of the meeting, as set out in Article XIX of the Charter. The Resolution to remove a Chair or Vice-Chair of the Council must be passed by a majority of not less than three-quarters of those present and voting.

(vi) If the Chair or a Vice-Chair of the Council or the Chair of a Standing Committee resigns that position, or ceases to be a member, or is removed from office, a new Chair or Vice-Chair of the Council or Chair of a Standing Committee shall be appointed to serve for the remainder of that period of office further to a recommendation that shall be made by the Nominations and Governance Committee.

(vii) For the avoidance of any doubt, the Chair and Vice-Chair of the Council and the Chairs of Standing Committees shall remain in office until the end of their respective terms and until successors have been appointed in accordance with the aforesaid process.

6. The Visitor

(i) The Visitor of the University shall be the Right Reverend Father in God, the Lord Bishop for the time being of Saint David's or such member of the House of Lords or member or former member of the judiciary as the Lord Bishop may nominate.

(ii) The Visitor no longer has any jurisdiction with regard to student complaints, the responsibility for which was transferred to the Office of the Independent Adjudicator for Higher Education through the Higher Education Act of 2004.

(iii) The Visitor may, at the request of the Council (or Chair of the Council, or Vice-Chair of the Council acting under delegated powers), provide advice in order to clarify matters pertaining to Article III.1.c of the Charter and the Anglican heritage of the University.

7. The Council

a) Statement of Primary Responsibilities of the Council

The powers of the Council are conferred by Article IV of the Charter and Statute VI.

The primary responsibilities are:

(i) The determination of the educational character and mission of the University and for oversight of its activities;

(ii) The effective and efficient use of its resources, the solvency of the institution and the safeguarding of its assets;

(iii) Approving annual estimates of income and expenditure;

(iv) The appointment of, grading, suspension, dismissal and determination of the pay and conditions of service of the Vice-Chancellor and the Clerk to the Council, and approving the appointment of the Chief Operating Officer and the Pro Vice-Chancellors;

(v) Setting a framework of pay and conditions for all other staff;

(vi) The appointment of external and internal auditors following recommendation from the Audit and Risk Committee.

b) Size and Composition of the Council

The Council of the University shall consist of the following members:

- The Chair of the Council who shall also be the Vice-President of the University;
- The Vice-Chancellor;
- Not more than 2 (two) student members who have been elected as sabbatical officers by the Student Body;
- Not more than 3 (three) members of the Academic Staff elected by the academic staff;

- Not more than 1 (one) member of non-Academic Staff elected by the non-academic staff;
- Not more than 14 (fourteen) members or such number not being employees, students or members of the University.

The total number of the Council members shall not normally exceed 22 (twenty-two).

In accordance with the Deed made between the University and the University of Wales on 18 August 2017, the Councils of both Universities, and their Committees shall comprise a common core of governors, consistent only with the requirement under charities law to be able to hold valid and quorate meetings of the committees with unconflicted quora.

c) Appointment of Independent Members of the Council

(i) Nominations to fill any vacancies for independent members of the Council shall be based on the deliberations of the Council with regard to requisite skills, experience and constituency, as well as the timing of any appointments, not least to ensure that there is overlap between appointments such that new skills and experience are available to support the Council in line with recommended best practice.

(ii) The process for making any new appointments will be managed by the Clerk to the Council consistent with the process for managing any vacancy. Nominations and applications received will be considered through a process agreed by the Nominations and Governance Committee which will submit recommendations for approval to the Council.

(iii) In addition, individuals, either through nomination or a process of application (as appropriate to the requirement), may be co-opted on to Standing Committees. Co-opted members will be appointed based on their particular experience and/or expertise further to a need identified by the Council (or Chair or Vice-Chair acting under delegated powers) and/or a recommendation from the Vice-Chancellor, which shall be supported by the Chair and endorsed by the Council, as appropriate.

(iv) Any person who is employed at the University (whether or not as an academic) or who is a student at the University is not eligible for appointment as an independent member of the Council.

(v) A person is not normally eligible for appointment as an independent member of the Council if the person is or has been an employee of the University or one of its subsidiaries during the last five years; has or has had within the last three years a material business relationship with the University, either directly or as a partner, shareholder, director or senior employee of a company that has such a relationship with the University; has already served on the Council previously; has received or receives additional remuneration from the University apart from legitimate expenses; is in receipt of a University pension; has close family ties with any of the University's advisers, directors or senior employees; has significant professional, commercial or personal links with other members of Council; or decides to carry out paid consultancy in business relating in any way to the university whilst a member of Council.

(vi) Where a vacancy for an independent member of the Council will occur within a 12 (twelve) month period, the Council will either reappoint the current incumbent or appoint a new member of the Council, normally at least 2 (two) months but no more than 8 (eight) months before the expiry of the term of office of the current member of the Council.

(vii) Where a vacancy arises other than due to the expiry of the term of office of a Council member, the Council shall normally approve the appointment of a successor within 4 (four) months of the vacancy occurring.

(viii) It shall be for the Council to determine any question as to whether any person is qualified in accordance with the provisions of these Ordinances for appointment as a member of the Council of any description or category.

(ix) The Clerk shall ensure that independent members are provided with an appropriate induction.

d) Election of Staff Members of the Council

(i) In accordance with Statute IV, the Vice-Chancellor shall invite nominations to the Council for not more than 3 (three) members from the academic body and for not more than 1 (one) member from the non-academic body. When inviting nominations when vacancies arise, the Vice-Chancellor may, subject to the approval of the Nominations and Governance Committee, specify that nominees are based at specified campuses or learning centres.

(ii) Academic members of the Council will be nominated by the University's academic members of staff.

(iii) An electronic communication will be sent to all members of academic staff inviting nominations for election to the Council.

(iv) A ballot form, with names of all persons wishing to be considered, will be made available electronically to all members of academic staff asking for one vote to be cast in favour of one of the nominations.

(v) There will only be one vote per person with only academic members of staff eligible to vote.

(vi) Once a ballot has taken place, the Academic Staff member elected will be presented and ratified by the Council at the earliest opportunity.

(vii) Non-Academic members of Council will be nominated by the University's Non-Academic members of staff.

(viii) An electronic communication will be sent to all members of non-academic staff inviting nominations for election to the Council.

(ix) A ballot form, with names of all persons wishing to be considered, will be made available electronically to all members of non-academic staff asking for one vote to be cast in favour of one of the nominations.

(x) Provision will be made for communications and access to voting for staff with no access to a computer.

(xi) There will only be one vote per person with only non-academic members of staff eligible to vote.

(xii) Once a ballot has taken place, the non-academic staff member elected will be presented and ratified by the Council at the earliest opportunity.

(xiii) The Clerk shall ensure that staff members are provided with an appropriate induction.

e) Terms of Office of Council Members

(i) Unless otherwise determined by the Council on appointment or reappointment, and apart from the initial Council appointed as outlined above, independent members shall be appointed for a term of 4 (four) years and may subsequently be reappointed for a further term of 4 (four) years. Council may approve by Special Resolution a recommendation from the Nominations and Governance Committee that, as a special case, an independent member of Council who has served for two consecutive terms may continue to serve as a member of Council for a period to be specified by the Council, providing always that the grounds for making an exception to the normal requirements are recorded in the minutes of the meeting of the Council at which the recommendation is approved.

(ii) The Vice-Chancellor shall remain an ex-officio member of the Council for the duration of his or her tenure in office.

(iii) Any student member of the Council shall serve a term of 1 (one) year and this may subsequently be extended up to a period of 4 (four) years, or for as long as the student continues to be a member of the University.

(iv) Any staff member of the Council shall serve for 4 (four) years, with effect from the start of the University session immediately following their appointment and shall not normally be eligible for re-appointment.

f) Termination of Membership of the Council

(i) Members of the Council may at any time by notice in writing to the Clerk to the Council resign from their membership or office, which will thereupon become vacant from the date of receipt of the notice or date of resignation specified therein whichever shall be the later.

(ii) If at any time the Council is satisfied that any member of the Council:

- has been absent from meetings of the Council for a period of 12 (twelve) months without the permission of the Council, or
- is otherwise unable or unfit to discharge the functions of a member, or
- ceases to meet the legal criteria to serve as a trustee of the University, or
- in respect of independent members, ceases to qualify under the terms of Ordinance 7 c) (v);

the Council may by notice in writing to that member remove him or her from office and thereupon the office shall become vacant.

(iii) Where a member of the Council is also a member of staff or a student of the University and ceases to be employed or registered with the University before the expiry of their term of office as a member of the Council, the position will become vacant and subject to reappointment in accordance with these Ordinances.

g) Delegation of Powers of the Council

(i) The Council and its Standing Committees shall conduct their business in accordance with the University's Charter; Statutes; Ordinances; Approved Committee Structure; Approved Academic and Financial Regulations; and the Terms and Conditions of Funding of the Principal Regulator.

(ii) The Council of the University may delegate functions and authority providing that:

- The delegation shall not be repugnant to the terms of the Charter, Statutes, Ordinances and Regulations of the University;
- The terms of the delegated authority shall be clearly set out in a Scheme of Delegation approved annually by the Council;

(iii) The Council may not delegate any of the powers and functions specified in Article XI of the Charter.

8. Meetings of the Council

a) Frequency of Meetings

(i) The Council shall meet at least three times a year on such fixed date as the Council shall determine in advance and if no such date has been so determined on such date as to allow not less than 7 (seven) clear days' notice in writing.

(ii) A special meeting of the Council must be convened by the Clerk to the Council within 7 (seven) clear days of receipt of a written request from the Chair of the Council, or 5 (five) members of the Council, or Internal and/or External Audit, to transact only the business specified in the request.

(iii) Any meeting at which a Special Resolution is to be considered is subject to at least 14 (fourteen) days' notice of the resolution prior to the meeting, as set out in Article XIX of the Charter.

b) Quorum for Meetings of the Council and its Committees

(i) The quorum for meetings of the Council shall normally be 10 (ten) members, provided that there shall always be present and entitled to vote a majority of independent members, who are neither employees nor students of the University.

(ii) In the absence of a quorum, the Chair of the Council will close the meeting and may convene a special meeting to deal with the business fixed for the original meeting, as permitted under Statute V.

(iii) The quorum for meetings of any Committee of the Council shall be according to the Committee's Terms of Reference with a majority being independent members of Council.

c) Convening of Meetings and Order of Business for Meetings of the Council and its Committees

(i) Every meeting shall be summoned by notice in writing to each member of the Council or each member of a Committee, as appropriate, stating the place, day and hour of the meeting and the business to be transacted. Such notice shall be despatched 7 (seven) clear days before the date of the meeting unless in the opinion of the Chair the circumstances are such that the meeting must be called at shorter notice.

(ii) The convening of and proceedings of the Council or any Committee of the Council shall not be invalidated by any vacancy in the number of the Council members or by any defect then unknown in the election, appointment or qualifications of any Council members or by any accidental want of service of a notice of a meeting, or the non-receipt of a notice of a meeting, by any Council member.

(iii) The Clerk to the Council shall place upon every Agenda notice of all business to be conducted, except that in exceptional circumstances the Chair may propose that urgent business be brought before the Council or Committee and the Council or Committee may agree to consider such business.

(iv) Any member of the Council may request in writing to the Clerk that an item be included on the Agenda of the forthcoming meeting of the Council. Likewise, a member of a Committee of the Council may request in writing to the Clerk an item be included on the Agenda of the forthcoming meeting of the Committee.

(v) All matters for inclusion on the Agenda must normally be received by the Clerk not less than 10 (ten) clear days before the scheduled date of a meeting.

(vi) The Agenda for a meeting, the minutes of the previous meeting and as many of the papers as practicable shall be despatched to each member by the Clerk not less than 7 (seven) clear days before the meeting. Only in exceptional circumstances, and subject to the agreement of the meeting, shall a paper be tabled.

(vii) With the exception of urgent business brought before a meeting by agreement of the Chair and members, no business shall be transacted at a meeting other than that specified on the Agenda.

(viii) The business at ordinary meetings shall normally be:

- To choose a member to take the Chair if the Chair and Vice-Chair are absent;
- To note any conflicts of interest;
- To deal with any matters relating to the membership of the Council;
- To approve as a correct record the minutes of previous ordinary meeting of the Council and of any subsequent special meeting;

- To deal with any matters arising from the minutes of the previous meeting(s);
- To receive any report of the Chair of the Council;
- To consider any specific recommendations from any of the Committees of the Council (except items of reserved business);
- To receive any report from the Vice-Chancellor;
- To receive any report from the Clerk to the Council;
- To receive the reports of the Committees of the Council (except items of reserved business);
- Any other business specified in the Agenda;
- To review the proceedings to this point and consider if there are any conflicts of interest;
- To consider any restricted items of business; and
- To consider any reserved items of business, from which staff and student Council members are excluded.

(ix) A notice of motion submitted in writing to the Clerk at least 14 (fourteen) days before the date of the meeting of the Council and signed by 2 (two) members of the Council (the proposer and seconder respectively) will be placed on the appropriate Agenda for the Council meeting.

(x) No Resolution of the Council or any of its Committees may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.

(xi) No Special Resolution of the Council may be presented or considered unless this is conducted in accordance with Article XIX of the Charter.

(xii) Minutes shall be kept of the proceedings of all meetings of the Council and its Committees by the Clerk and shall be signed at the same, or next ordinary meeting of the Council, or the Committee, as the case may be, by the person presiding thereat, and shall then be conclusive evidence of the matters stated therein.

(xiii) The Internal Auditors and/or the External Auditors may request a meeting of the Audit and Risk Committee by writing to the Clerk who shall convene the meeting within 7 (seven) clear days of receiving such written notice.

d) Rules of Debate for Meetings of the Council and its Committees

(i) All discussions at any meeting shall be conducted through the Chair.

(ii) Members shall direct their comments to the question under discussion, to a point of information or to a point of order. The Chair shall if necessary rule on the relevance or appropriateness of any contribution to a debate.

(iii) A motion or amendment shall not be discussed unless it has been proposed and seconded either before or at the meeting.

(iv) The proposer of a motion may, with the consent of its seconder and of the meeting, alter the motion if the alteration is one which could have been moved as an amendment thereto.

(v) A motion or amendment may be withdrawn by the proposer with the agreement of the seconder and of the meeting and thereafter no member may speak upon it.

(vi) An amendment shall be relevant to, and a modification of, the motion and shall not have the effect of introducing a materially new issue or of negating the motion.

(vii) No member shall move or second more than 1 (one) amendment to a motion.

(viii) No second or subsequent amendment to a motion shall be moved until the first amendment has been disposed of; but notice of any number of amendments may be given, provided that such notice is given before the commencement of the reply to the debate on the first amendment to an original motion.

(ix) Wherever an amendment to a motion is carried, the motion shall be displaced by the amended motion which shall itself become the substantive motion to which further amendment may be moved. If no further amendment is moved, the question shall be put upon the substantive motion.

(x) When any motion or amendment has been duly put and carried, it shall be the amendment which, if carried, would substantially contradict, override or repeat the former one, or would reproduce a motion or amendment previously rejected.

(xi) A member may, at the conclusion of a speech by another member, move without comment “that the question is now put” or “that the meeting proceed to the next business” or “that the Council now adjourn”. If seconded and carried, the action sought by the motion shall take place.

(xii) Any member may at any time during a debate address the Chair on any point of order arising out of the debate. The ruling of the Chair, after advice has been sought from the Clerk to the Council, shall be binding and shall not be open to further discussion.

e) Voting at Meetings of the Council and its Committees

(i) Every question to be decided at a meeting of the Council and any of its Committees shall be determined by the majority of the members of the Council or the members of a given Committee as the case may be who are present and voting on the question.

(ii) Where there is an equal division of votes, the Chair of the meeting shall have a second or casting vote.

(iii) In all matters voting shall be by a show of hands, unless the members of the Council or the members of a Committee decide otherwise for a specific matter under consideration.

(iv) The names of those voting for, or against, any motion shall not normally be recorded, but members of the Council or of any of its Committees may request to have their vote recorded.

(v) At the request of any member of the Council or of any of its Committees made before a vote is taken, or immediately after the Chair has declared the result, the number voting for and against any motion shall be recorded in the minutes.

f) Chair's Action

(i) The Chair of the Council (or the Vice-Chair of the Council), with respect to any matter which falls to the Council or any of its Committees to determine, shall be empowered to consider any matter which in his or her opinion:

- requires immediate attention; and
- does not justify holding a special meeting of the Council or any of its Committees which would ordinarily consider the matter; or
- is of such urgency that calling a meeting is impractical.

(ii) Before exercising these powers, the Chair of the Council should consult with the Vice-Chair of the Council, the relevant Committee Chair and the Vice-Chancellor.

(iii) Any action taken by the Chair of the Council (or, in the Chair's absence, by the Vice-Chair of the Council) shall be reported to the next meeting of the Council.

g) Attendance of Officers at Meetings of the Council and its Committees

(i) The membership of all committees shall be determined by the Council but the following officers shall be entitled to attend all meetings of the Council:

- Vice-Chancellor
- Chief Operating Officer
- Clerk to the Council.

(ii) The Council shall have discretion to invite Deans of the Institutes and other officers to attend meetings.

(iii) If an item concerning his or her own position is under consideration, then the officer concerned shall withdraw from the meeting.

(iv) In the absence of the Clerk from any meeting of the Council or its Committees, the Chair of the Council or the Chair of the relevant Committee will ensure that the duties of the Clerk are undertaken by an appropriate officer.

h) Withdrawal of Student and Staff Members from the Meetings of the Council and its Committees

(i) Staff and student Council members shall withdraw from meetings where any reserved matter is being considered.

(ii) The Vice-Chancellor shall withdraw from any meeting or part thereof where his or her position is under discussion.

9. The Code of Practice and Declaration of Members' Interests

(i) On appointment Council members will be asked to sign up to a Code of Practice approved by Council and to confirm their continuing acceptance of its terms on an annual basis. The Code sets out, amongst other matters, procedures in respect of the declaration of members' interests.

(ii) If any member of the Council or any of its Committees has any pecuniary, family or other personal interest, direct or indirect, in any contract, proposed contract or other matter and is present at the meeting of the Council or any of its Committees at which the contract, proposed contract or other matter is the subject of consideration, the member shall, at the meeting and as soon as practical after commencement, disclose the fact and, unless otherwise agreed by resolution of the meeting, withdraw from the meeting before consideration of that item, not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it.

(iii) Council or Standing Committee members shall not be treated as having a pecuniary interest in any matter by reason only of their (or a close relative, i.e. parent, sibling or child) being a member of staff or a student of the Institution. The exception to this is set out in Statute XI where a benefit is conferred on a member of the Council.

(iv) Each member of the Council will be required to complete a Declaration of Interests Form, which will be recorded on the central register of interests on an annual basis.

(v) The Clerk to the Council will routinely check whether there is a conflict of interest for any member of the Council and will report the findings to the Nominations and Governance Committee and the Council as necessary.

(vi) The Register of Interests will be published and will be available for inspection by the Principal Regulator.

10. Custody and Use of the Common Seal

(i) In accordance with Article XI of the Charter, the Council shall have the custody and sole use of the Common Seal of the University.

(ii) The Clerk to the Council shall be responsible to the Council for the security of the Common Seal.

(iii) The Common Seal shall be used only to seal documents upon which the Seal is required by law or by accepted custom and usage. Within these terms, the following uses of the Common Seal are authorised:

a) Degree, Diploma and Other Certificates;

b) Legal Contracts; and

c) Conveyances.

(iv) The Clerk may authorise the affixing of the Common Seal to these documents. Otherwise, the Seal shall be affixed only pursuant to a resolution of the Council or of the Senate or by authority of the Chair of the Council.

(v) Every instrument to which the Common Seal is affixed shall only be signed by:

- The Vice-Chancellor; or
- The Chief Operating Officer acting on behalf of the Vice-Chancellor

with 1 (one) other signature, at the same time, from:

- The Chair of the Council (or the Vice-Chair of the Council acting on behalf of the Chair);
- The Chief Operating Officer;
- A Pro Vice-Chancellor; or
- The Clerk to the Council.

(vi) A Sealing Register shall be kept by the Clerk, in which shall be entered the date of each occasion on which the Common Seal of the University is affixed, the nature of the instrument and the names of the members of the Council or other University Officers who sign the instrument.

(vii) The Common Seal shall be that approved by the Council of the University.

(viii) Normally, the sealing and approval of a document shall take place as soon as circumstances demand, but exceptional circumstances, to be determined by the Clerk, may warrant the authorisation of the sealing to take place at a Council meeting.

11. The Senate: Constitution and Powers

(i) Subject to the provisions of the Charter and Statutes, the Senate is responsible for advising the Vice-Chancellor, as the Chief Executive of the University, on all academic matters pertaining to the work and mission of the University. The Senate is chaired by the Vice-Chancellor, or the Vice-Chancellor's nominated deputy, normally meets at least 3 (three) times each academic year and reports to the University Council.

a) Powers of the Senate

(i) Senate is the primary academic decision-making body within the University. As such, it is responsible for ensuring the good standing of the University and for maintaining and enhancing the standard of provision made at the University and in collaboration with partner institutions, both in the UK and overseas. It is responsible for advising the Vice-Chancellor on all academic matters pertaining to the work and mission of the University.

(ii) The terms of reference are detailed annually in the University's Academic Quality Handbook

12. Standing Committees of the Council

(i) The Council will establish the following Standing Committees:

a) Academic Committee;

b) Audit and Risk Committee;

c) Group Scrutiny Committee;

d) Nominations and Governance Committee;

e) Remuneration Committee; and

f) Resources and Performance Committee.

(ii) The Council may establish, from time to time, such other Standing or ad hoc Committees, or Sub-Committees of its Standing Committees, as it deems fit.

(iii) The Council shall approve the initial terms of reference for each Committee, which will be considered by the Committee at its inaugural meeting, or any subsequent meeting where an amendment is considered advisable. All amendments to the terms of reference of Committees will be considered by the Nominations and Governance Committee before a recommendation for approval is made to the Council.

(iv) The Committees will consider and make recommendations to the Council with regard to policies of relevance to their specific remits. Committees will be responsible for maintaining oversight of these policies and for supporting decisions associated with the implementation of these policies.

(v) Any Committee of the Council may have co-opted members who are not members of the Council of University.

(vi) The Audit and Risk Committee will normally consist of the Council members with no executive responsibility for the management of the University. A staff or student member of the Council may not be a member of the Audit and Risk Committee.

(vii) Common membership of the Audit and Risk and the Resources and Performance Committees is not permitted, other than in exceptional circumstances, which will only be confirmed following approval of the Chair of the Council in consultation with the Vice-Chancellor and the Clerk to the Council.

(viii) The members of each Standing Committee shall be appointed annually by the Council on the recommendation of the Nominations and Governance Committee and such appointments shall take effect immediately. In the interests of continuity, the normal expectation is that a member of the Council will serve for 3 (three) years on a Standing Committee. Co-opted members shall normally serve for four years or such shorter period as the Nominations and Governance Committee may decide.

(ix) Where a Standing Committee is established during a financial year, the requisite appointments to membership of such a Committee can occur either at the Council meeting at which the Standing Committee is established or at the next meeting of the Council.

(x) Where a vacancy occurs in the membership of any Standing Committee, the necessary appointment(s) will be made at the next meeting of the Council.

(xi) With respect to ad hoc Committees, the Chair of a specific ad hoc Committee, in consultation with the Clerk to the Council, will request available Council members to become members of the ad hoc Committee on a given occasion taking account of any members of the Council who are not able to be members of that ad hoc Committee at that time. In doing so, as far as is practicable, every attempt will be made to vary the membership of such ad hoc Committees on a rotational basis.

(xii) The Chair of the Council, the Vice-Chair of the Council and the Vice-Chancellor may be invited to attend any of the Standing Committees of the Council of which they are not members. Each shall be entitled to speak at such Standing Committee meetings, but not vote.

(xiii) The terms of reference, membership, quorum, frequency of meetings, officer attendance and reporting requirements of each Standing Committee shall be set out in a supplement to these Ordinances. The supplement may be amended from time to time with the approval of Council.

13. Procedures for the Council, the Senate and their Standing Committees

a) Committee Scheduling

(i) The dates of meetings of the Council and the Senate for the year ahead shall be published prior to the commencement of the academic year on the University's website.

(ii) In every instance it shall be the responsibility of the Clerk/Secretary of each committee to inform members of the dates, times and venues of meetings.

(iii) Notification of the date, time and venue of each meeting and the agenda and papers for each meeting of a committee shall be sent by the Clerk/Secretary of the committee to every member not less than 7 (seven) days before each meeting.

(iv) Except where otherwise stipulated, a special meeting of a committee may be convened by the Chair of that committee, or by the Clerk/Secretary on receipt of a written request signed by no less than one-third of the members of the committee. The meeting shall be held within a minimum of 10 (ten) days and a maximum of 21 (twenty-one) days from the date of receipt of the request by the Clerk/Secretary. The Clerk/Secretary shall notify all members of the date, time and venue of any special meeting. No business shall be transacted at a special meeting of any committee except that for which it has been convened.

(v) Agendas and papers for any meeting relating to reserved items of business shall be circulated only to those members of the meeting entitled to receive them. Such matters shall be recorded separately in a reserved minute.

b) Attendance at Meetings

(i) Only duly appointed members are entitled to attend meetings. Substitutes will not normally be permitted. In exceptional circumstances and with the prior agreement of the Committee's Chair a substitute may be permitted to attend a meeting but will not be permitted to vote and may only contribute to a committee's deliberations when invited to do so by the Chair.

(ii) A committee's terms of reference may provide for University Officers to attend meetings. The Chair may also permit other officers to attend individual meetings where they are required to provide advice or guidance to the Committee. Officers in attendance will not be permitted to vote and may only contribute to a committee's deliberations when invited to do so by the Chair.

(iii) Any member who is absent from committee meetings for 12 (twelve) consecutive calendar months shall cease to be a member of that Committee unless the Committee decide otherwise.

c) Order and Conduct of Debate

(i) Any formal proposal or recommendation which appears on the agenda or in a paper submitted to the meeting shall be put to the meeting for resolution.

(ii) No proposal or motion proposed during the course of a meeting shall be put to the meeting for resolution without the approval of the Chair.

d) Minutes

(i) Minutes of every meeting shall be kept by the Clerk/Secretary, who shall be responsible for maintaining a master file of all minutes and papers and subsequently archiving them.

(ii) The Clerk/Secretary shall circulate the unconfirmed minutes to all members as soon as reasonably practical after each meeting.

(iii) The minutes of each meeting shall, after confirmation, be signed by the Chair at the succeeding meeting.

14. Appointment of the Clerk to the Council

(i) The Clerk to the Council is appointed to that post by the Council itself.

(ii) Irrespective of any other responsibilities the appointee may hold, in relation to responsibilities as Clerk, the Clerk is responsible solely to the Council, reports direct to the Chair of the Council in relation to Council business as defined below, and is appraised in accordance with a process established by the Council.

(iii) The Council shall ensure that the Clerk has appropriate level of seniority and independence to undertake the role effectively.

(iv) The Clerk may combine the function of Clerk with the role of University Secretary and shall exercise care in separating these two functions. The Council shall review, at least every three years, whether the independence of the Clerk's position is at risk of being compromised.

(v) If the Clerk perceives any conflict of interest between the separate functions, the Clerk shall report it forthwith to the Council. If the Council believes it has identified a conflict of interest of this nature, the Clerk and the Vice Chancellor shall be offered an opportunity to respond to any such question.

(vi) The Clerk may be removed from this role by resolution of the Council, except in the case where the Clerk is also an employee of the University when removal will be for good cause.

15. Duties and Responsibilities of the Clerk to the Council

(i) The Clerk is required to provide the Council with authoritative guidance about its responsibilities under the charter, statutes, articles, ordinances and regulations to which it is subject, including legislation and the requirements of the Principal Regulator and other relevant regulators, and on how these responsibilities should be discharged.

(ii) The Clerk shall ensure that new or revised responsibilities for the Council are drawn to the Council's attention.

(iii) The Clerk has a responsibility to alert the Council if any proposed action would exceed the Council's powers or be contrary to legislation or to the requirements of the Principal Regulator or other regulators.

(iv) The Clerk shall be responsible for advising the Council in relation to formal serious incident reporting to the Charity Commission and other regulators as appropriate.

(v) The Clerk shall manage Public Interest Disclosures on behalf of the Council.

(vi) The Clerk has sole responsibility for providing legal advice to or obtaining it for the Council and shall be provided with a budget for that purpose, and for advising the Council on all matters of procedure.

(vii) The Clerk shall (working with the Senior Leadership Team) ensure that all information and documentation provided to members of the Council is concise and its content are appropriate.

(viii) The Clerk shall also act as Clerk to Committees of the Council or be responsible for ensuring that adequate clerical support is provided to Council Committees and shall be provided with a budget for that purpose.

(ix) The Clerk shall maintain the Register of the Interests of the members of the Council and of any other persons from whom the Council requires a statement of interests. Whilst members and others are responsible for declaring their conflicts and or potential conflicts, the Clerk shall be responsible and accountable for highlighting issues of independence or conflict to the Chair of the Council.

(x) The Clerk shall be responsible for the custody of the University Seal and for its proper use.

(xi) The Clerk shall be responsible for arranging an induction programme for new members of the Council and shall draw the attention of Council members to training activities arranged internally and by appropriate external providers.

(xii) The Clerk shall arrange for the re-imbursement to Council members of the expenses they incur in carrying out Council business and shall be provided with a budget for the purpose.

(xiii) The Clerk shall be required to form effective working relationships with the Chair of the Council and the Vice Chancellor. The Clerk shall consult and inform the Vice Chancellor about any appropriate matter relating to Council business.

(xiv) The Clerk shall be required to advise the Chair in respect to any matters where conflict, potential or real, may occur between the Council and the Vice Chancellor.

(xv) The Clerk shall be required to form effective working relationships with other senior managers in the University to facilitate the effective conduct of Council business. Irrespective of the Clerk's wider role within the University, it is expected that the Clerk's involvement in strategic discussions within the University will be sufficient to enable the Clerk to provide guidance for the Council as required.

(xvi) The Clerk shall make a full and timely disclosure of personal interests in the Register.

(xvii) The Council shall safeguard the Clerk's ability to carry out role.

(xviii) The Clerk shall act in accordance with accepted standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership, and maintain confidentiality as appropriate.

(xix) The Clerk shall participate in procedures established by the Council for the regular appraisal/review of performance. These procedures will be separate from procedures for the appraisal/review of any other responsibilities the Clerk may hold and should be reported to the appropriate Council committee.

(xx) The Clerk shall engage proactively in appropriate professional development activities and in sector networks relevant to the role and will be appointed by the University a member of the Association of Heads of University Administration.

Ordinance III: Academic

1. The Institutes and Academic Units

(i) Under the provisions of Articles IX and XI of the Charter and Statutes VI and XII the Vice-Chancellor is empowered to determine the overall organisational structure of the University.

(ii) The organisational structure shall comprise:

- Institutes, which shall contain the Principal Academic Units of the University;

  Research Institutes and specialist centres, which may operate within or across Institutes; and collaborate externally. Such institutes shall include those that were historically part of the University of Wales, such as the Centre for Advanced Welsh and Celtic Studies; and

- Non-academic functions, which shall operate across the campuses of the University.

(iii) The overall management of the University will be overseen by the Senior Leadership Team.

(iv) Each Institute shall consist of:

- The Vice-Chancellor;
- The Dean of the Institute;
- Heads of the Principal Academic Units;
- Other full-time and part-time members of the academic staff engaged in teaching and/or assessment of undergraduate or taught postgraduate students within the Institute; and
- Full-time or part-time registered students of the Institute.

(v) Each Institute will be managed through an Institute Board, which shall be chaired by the Dean of that Institute. The Institute Board will comprise the Heads of the Principal Academic Units and student representatives appointed via the Students' Union, the number of which shall be agreed annually by the Institute and the Students' Union. The Students' Union shall ensure that the student representatives shall be reasonably representative of the subjects taught within the Institute and of the various years of study. Such other persons as the Senate may from time to time determine shall also attend the Institute Board.

(vi) The Deans of the Institutes shall monitor and ensure maintenance of academic quality and standards and present to the Senate and other University bodies the views of their Institute on matters of academic quality and standards.

(vii) Subject to the provisions of the Charter and Statutes, each Institute shall have the powers and functions determined by the Senate and set out annually in the University's Academic Quality Handbook.

(viii) Subject to the approval of the Senate, Institutes, Research Institutes and specialist centres shall be empowered to establish stakeholder and other appropriate groups to support them in their work

a) Duties and Responsibilities of the Heads of the Institutes and Schools

(i) Deans of the Institutes

- The Deans of the Institutes will be appointed in accordance with University procedures and shall be permanent appointments.
- The Deans of the Institutes will chair Institute Board Meetings, which will be held termly.
- The Deans of the Institutes will perform such duties and have such powers as shall be delegated to them by the Vice-Chancellor.
- Assistant Deans may be appointed to provide assistance in the fulfilment of the duties of Deans of the Institutes. Where appointed, Assistant Deans will be members of the Institute Board.

2. Degrees and Other Awards Granted by the University

(i) Article IV of the Charter of the University confers the power to award degrees and other awards of the University. The processes of assessment and award are described in the University's Academic Quality Handbook, which is updated annually.

3. Honorary Degrees and Fellowships of the University

(i) The Council may confer any degree of the University on any person honoris causa (hereinafter referred to as 'honorary degrees') and may elect as Fellows persons of distinction and persons who have, in the opinion of the Council, rendered significant services to the University or community. The Council may also award the University of Wales: Trinity Saint David Medal to such persons or organisations that have, in the opinion of the Council, rendered exceptional service to the University.

(ii) Election as a Fellow of the University is intended to recognise persons who are of outstanding distinction in their own fields and have rendered exceptional service to the University. The Fellowship of the University of Wales: Trinity Saint David may be awarded:

a) To members or former members of the Council, or to former members of the Council of any predecessor institution, or to members or former members of the Council of a constituent College, or to former members of staff or former students of the University and its predecessor institutions, who have achieved distinction in appropriate fields or have rendered exceptional services to the University or community;

b) To other persons not members of the University who are of outstanding distinction in appropriate fields or have rendered exceptional services in areas of interest to the University or its community.

(iii) An honorary degree may be conferred on persons of conspicuous merit, who are outstanding in their field. Such persons will normally have made a major and sustained academic contribution in a field relevant to the University, or have been recognised at

national or international level for their outstanding achievements, or have rendered outstanding services as a member of staff or as a member of the Council of the University.

(iv) An honorary degree shall not, save in exceptional circumstances, be conferred in absentia.

(v) An honorary degree shall not be conferred posthumously. However, where the Council has formally resolved to confer an honorary degree on a person, and the death of that person occurs before the conferment takes place, the honorary degree shall be deemed to have been conferred, the date of the conferment being deemed to be the day preceding the date of death.

(vi) An honorary degree conferred by the University shall be cited in the following form: Title of degree (UWTSD) honoris causa, e.g. DD (UWTSD) honoris causa.

(vii) The Council shall prescribe the form of the diploma for those upon whom an honorary degree has been conferred and shall determine the procedures for inviting and considering nominations and the arrangements for conferring the degrees. It may also develop the criteria for the conferment of honorary degrees more fully, if it sees fit.

(viii) The University of Wales: Trinity Saint David Medal may be awarded to such persons or organisations, whether members of the University or not, as may be deemed eligible by reason of their having rendered exceptional or outstanding service to the University or having otherwise acted over a period of time to enhance its reputation, mission and/or objectives.

(ix) All Honorary Degrees, Honorary Fellowships and other Honorary Awards shall be made on the recommendation of the Council, following consideration by the Nominations and Governance Committee.

(x) Honorary Degrees, Honorary Fellowships and Honorary Awards shall be conferred at the Degree Congregations and other Awards Ceremonies of the University and may, with the approval of the Vice-Chancellor, also be conferred on other occasions.

(xi) Exceptionally, and for good cause (and subject to the rules of natural justice and the right of appeal to the Vice-Chancellor), Honorary Degrees, Honorary Fellowships and other Honorary Awards may be removed on the joint recommendation of the Council and the Senate.

(xii) “Good cause” for the purpose of this Ordinance shall mean conduct of an illegal, immoral, scandalous or disgraceful nature and as deemed by the Council and the Senate as incompatible with the holding of an Honorary Award of the University and as defined in Statute II.

4. Congregations

(i) Congregations of the University shall be held at least annually to confer degrees, at such time and place as the Council shall determine. The Vice-Chancellor or her/his nominee shall preside.

(ii) Recipients of Honorary Degrees shall be presented for admission by the Patron or the President or a person appointed by the Vice-Chancellor.

Ordinance IV: Finance

1. Financial Matters

(i) Under the Terms and Conditions of Funding with the Principal Regulator, the University is required to have a sound system of internal financial management and control.

(ii) Pursuant to Statutes III (Audit), VI 2(vi - xi) (Powers), and XI (Benefits), the Council is responsible for ensuring that there is adequate provision for the proper control of the financial business of the University. The Ordinance applies to the conduct of all financial business of the Trinity Saint David University Group, including the Trinity College Charitable Scheme, the Students' Union and all Subsidiary Companies. It applies irrespective of the source of funding.

(iii) This Ordinance sets out key responsibilities for financial matters within the Trinity Saint David University Group. Anyone who deals with financial matters must observe it.

(iv) Breach of this Ordinance may result in disciplinary action being taken against the person concerned under the terms of their employment contract with the University or a Subsidiary Company or, in the case of students, under the University's Disciplinary Procedure for Students.

(v) It is the duty of the Vice-Chancellor and the Clerk to the Council to ensure that this Ordinance is reviewed periodically and modified where necessary to reflect organisational or other changes within the University.

(vi) The University's Senior Leadership Team is empowered by this Ordinance to devise Financial Regulations to ensure the efficient management and good conduct of all of the University's finances and to comply with the requirements of the Principal Regulator. The system of internal control contained in the University's Financial Regulations will be considered by the Audit and Risk Committee, further to an appropriate recommendation from the Vice-Chancellor, for approval by the Council.

(vii) The Trinity College Charitable Scheme Board is expected to adopt the University's Financial Regulations, subject to any necessary amendments required pursuant to the Charities Act 2011.

(viii) The President of the Students' Union and the Directors of each Subsidiary Company are required to adopt the University's Financial Regulations, subject to any specific requirements to suit the needs of their parts of the Trinity Saint David University Group, such amendments to be approved by the Audit and Risk Committee further to an appropriate recommendation from the Vice-Chancellor.

(ix) In the event of conflict between this Ordinance and any such subordinate Regulations this Ordinance shall prevail.

2. Risk Management

(i) The University acknowledges the risks inherent in its business and is committed to managing those risks that pose a significant threat to the achievement of its business objectives and financial health. The University publishes detailed guidance on the

management of risk in a policy document with which all Members of the University are required to comply.

3. Delegation of Powers and Responsibilities

The following principles apply to all delegated authorities within the University:

(i) Authority may be delegated downwards, but on the understanding that adequate controls are to be put in place by delegators to ensure that delegates fully understand their obligations. The main elements of the matters delegated must be recorded in writing, for the avoidance of doubt between delegators and delegates. Although the responsibility for carrying out certain duties may be delegated, together with the authority and resources to carry them out, the person making the delegation is not absolved by this from his overarching responsibility and the delegator continues to bear managerial responsibility.

(ii) Where Members of the University delegate their powers to third parties, it is the duty of delegators to ensure continuing compliance with this Ordinance.

4. Financial Planning

(i) The Council has overall responsibility for long and short-term planning and allocation of resources to all parts of the University Group and for producing plans in accordance with the Principal Regulator's requirements. This responsibility is delegated to the Vice-Chancellor as Chief Accounting Officer.

(ii) The Vice-Chancellor is responsible for advising the Council on all aspects of the University's Strategic Plan and its implications for the University's financial well-being, as is the Chair of the Trinity College Charitable Scheme on behalf of the Charitable Scheme and the President of the Students' Union for the Students' Union.

5. Financial Reporting, Accounting Records and Information

(i) University officers shall produce, in accordance with the Terms and Conditions of Funding of the Principal Regulator and no later than 6 (six) months after the end of the University's financial year, group accounts for that year, which shall be presented to the Council after review by the Resources and Performance Committee and confirmation by the Audit and Risk Committee.

(ii) University officers shall also provide the Council and Resources and Performance Committee with management accounts, trading accounts and such other information relating to the financial affairs of the University as they may from time to time require.

(iii) University officers shall establish and document accounting policies for the Trinity Saint David University Group to be agreed by the Audit and Risk Committee. All accounting systems and records within the Trinity Saint David University Group shall be maintained in accordance with the requirements of the Financial Regulations. The Accounting Policies shall comply with, and will be amended as required in line with changes in, generally accepted accounting principles for the UK ("UK GAAP") and any relevant Statement of Recommended Practice ("SORP").

6. Budgets and Allocation of Resources

(i) The Council shall determine the Budget for the University annually before the commencement of the financial year. It is the duty of the Vice-Chancellor to report to the Council and the Resources and Performance Committee any material variations to the expected outcome which come to their notice during the course of the year. The appropriate action for dealing with any material variation is set out in the Financial Regulations.

(ii) The Council delegates responsibility for the allocation of budgets to the Vice-Chancellor. Anyone to whom budgetary responsibility is delegated is known, for the purposes of this Ordinance, as a "Budget Holder". In every case, Budget Holders are answerable to their line managers for financial control of their budgets, in accordance with directions given from time to time.

7. Response to Allegations of Fraud, Bribery and associated Irregularities

(i) The University derives much of its income from public funds and is a registered charitable organisation, so has a particular responsibility to ensure that income and resources are used solely for the purposes intended.

(ii) For the purposes of this Ordinance, “fraud” is as defined in the Fraud Act 2006 and “bribery” is as defined in the Bribery Act 2010. “Associated Irregularities” refers to those offences currently defined by the Proceeds of Crime Act 2002 and Money Laundering Regulations 2007.

(iii) Fraud and corruption are a serious matter and the University is committed to investigating all cases of suspected fraud or corruption. Any member of staff, regardless of their position or seniority, against whom prima facie evidence of fraud or corruption is found, will be subject to disciplinary procedures that may result in dismissal. The University will normally involve the police and may seek redress via civil proceedings. This Ordinance will apply to all members of the University.

(iv) The processes to be followed and associated actions are detailed in the University’s Fraud/Bribery Response Procedure, which is contained in the University’s Financial Regulations.

(v) The Audit Code of Practice of the Principal Regulator includes a requirement that universities must notify the Principal Regulator of any attempted, suspected or actual fraud or irregularity where:

- The sums involved are, or potentially are, in excess of £20,000;
- The particulars of the fraud are novel, unusual or complex; and/or
- There is likely to be public interest because of the nature of the fraud or the people involved.

(vi) Any attempted, suspected or actual fraud or irregularity matching the criteria in the Audit Code of Practice of the Principal Regulator will be reported to the Chair of the Council, the Chair of the Audit and Risk Committee and the External Audit Partner.

(vii) Any request for a reference for a member of staff or a student who has been disciplined or prosecuted for fraud or other financial irregularities must be referred to the Vice-Chancellor for advice.

(viii) This Ordinance will be reviewed annually for fitness of purpose. Any recommended change will be reported to the Audit and Risk Committee for consideration and to the Council for approval.

8. Group Treasury Management

(i) The University and its Subsidiary Companies may 'pool' or share their financial working capital resources, on a short-term basis, to assist good Group treasury management and to make best use of such resources between Group members on a day to day basis.

(ii) Authority for the approval of such pooling rests with the University Council and the Board of Directors of the relevant Subsidiary Company. Requests for the short-term transfer of funds shall be put to the relevant bodies for approval. In the interests of planning and to expediate processing, it is expected that notification of a forthcoming request will be put to the relevant body as soon as anticipated, together with details of the approximate and maximum amount. Where appropriate, the relevant body will authorise officers to draw down the specified amount when the request is formally received.

(iii) If, exceptionally, notification of a forthcoming request for transfer of funds has not been given, and where no meeting of the relevant body is scheduled to take place, an extraordinary meeting shall normally be called in accordance with the provisions of the relevant statutory documents.

(iv) No transfer of funds will be extant at the financial year end of either the University or the Subsidiary Company.

(v) No interest will be charged on such transfers of funds but the transferor may request the transferee to meet any costs incurred by the transferor in making the transfer (including loss of interest otherwise earned). The transferee will meet all such costs that are reasonably incurred by the transferor.

(vi) Requests for such transfers of funds will be made in writing by the Vice-Chancellor or nominee (in the case of the University) or by the Chief Executive/Managing Director/Principal (in the case of the Subsidiary Company) and will specify:

i. amount of the transfer;
ii. purpose of the transfer;
iii. requested date of transfer; and
iv. proposed date of repayment.

(vii) The arrangements above apply to short term treasury management transfers only. Any other transfer in the form of loans between the University and its Subsidiary Companies or vice versa will be appropriately documented in a formal loan agreement subject to the approval of University Council and the Board of the Subsidiary Company and in line with relevant regulator guidance / bank facility agreements.

Ordinance V: Staff

1. University Officers

a) Vice-Chancellor

The Vice-Chancellor is designated as the Chief Executive, Chief Accounting Officer and Principal Academic and Administrative Officer and shall have the power to confer degree awards and other academic distinctions of the University of Wales: Trinity Saint David. The Vice-Chancellor will also be the Chief Executive of the Trinity Saint David University Group. The Vice-Chancellor has delegated responsibility from the Council for: the development of all strategic and operational plans; the stewardship of all financial resources, capital and revenue, within limits prescribed by Ordinance; and the organisation and management of all staff resources. The Vice-Chancellor is appointed by the Council.

b) Chief Operating Officer

The Chief Operating Officer is appointed by the Council.

c) Pro Vice-Chancellors

The Pro Vice-Chancellors are appointed by the Council.

d) Deans of the Institutes

The Deans of the Institutes are appointed primarily to establish and lead the academic Institutes. The Deans are appointed in accordance with University procedures.

e) Campus Provosts

The Campus Provosts are to be regarded as 'ambassadors' for the cultural identities of each campus community. They will work with the Vice-Chancellor to develop a strong student and collegiate identity.

f) Appointment of the Vice-Chancellor

(i) The Vice-Chancellor will be appointed by the Council and will hold office until retirement or completion of contract as determined by the Council, or resignation or removal, as described in the Annex to Statute X.

(ii) The Council will agree the appointment process and procedure for the Vice-Chancellor and will establish an Appointment Committee.

(iii) The Appointment Committee will take such steps as it thinks fit to make known the vacancy by advertisement and any other means. It will have the power to confirm a job description for the post, select a short list of candidates and interview them. It may also invite any person to become a candidate.

(iv) The Appointment Committee may consult any other person about the appointment and may, at its discretion, co-opt not more than 2 (two) persons to act as external assessors who will not be eligible to vote.

(v) The Appointment Committee will propose 1 (one) candidate for appointment by the Council. The details of the qualifications of the candidate selected by the

Committee will be provided to the members of the Council, which may, at its discretion, invite the candidate to attend for a further interview before confirming the appointment.

(vi) If the Appointment Committee fails to agree on 1 (one) candidate and submits more than 1 (one) such candidate, then the Council will make the appointment in such manner as it may determine, being cognisant of legal requirements.

g) The Role of the Vice-Chancellor

The Vice-Chancellor is the Chief Accounting Officer of the University.

The Vice-Chancellor, as the Chief Executive Officer of the University, shall be responsible to the Council for the efficient and effective functioning of the University. The key functions of the role are as follows:

(i) The Vice-Chancellor shall have the power to confer degrees of any rank and other academic distinctions of the University of Wales: Trinity Saint David.

(ii) The Vice-Chancellor shall chair the Senate.

(iii) The Vice-Chancellor shall be an ex-officio member of the statutory bodies of the University and of all University committees with the exception of the Audit and Risk Committee and the Remuneration Committee. The Vice-Chancellor may attend the Remuneration Committee by invitation but will withdraw when any matter relating to his or her own terms and conditions is discussed.

(iv) Subject to the provisions of the Regulations, the Vice-Chancellor may refuse to admit or may suspend or may withdraw any student from their studies and may exclude any student from any part of the University.

(v) Subject to the provisions of the Statutes, the Ordinances and the Regulations, the Vice-Chancellor may suspend on full pay, dismiss or remove from office any member of the staff.

The Vice-Chancellor may delegate any of the functions listed above in clauses (ii), (iii) and (iv) to the Chief Operating Officer or a Pro Vice-Chancellor.

h) Appointment of the Chief Operating Officer

(i) The Chief Operating Officer shall be appointed by the Council.

(ii) The employment arrangements of the Chief Operating Officer shall be determined by the Council.

(iii) The duties and functions of the Chief Operating Officer shall be prescribed by the Council and shall be exercised as determined by the Vice-Chancellor.

(iv) In the absence of the Vice-Chancellor, the Chief Operating Officer shall be responsible for the efficient and effective functioning of the University.

i) Pro Vice-Chancellors

(i) The Pro Vice-Chancellors shall be appointed by the Council.

(ii) The employment arrangements of the Pro Vice-Chancellors shall be determined by the Council.

(iii) The duties and functions of the Pro Vice-Chancellors shall be prescribed by the Council and shall be exercised as determined by the Vice-Chancellor.

2. Staff of the University

(i) Appointment of staff other than the Vice-Chancellor, Chief Operating Officer, Pro Vice-Chancellors and the Clerk to the Council is made according to the Recruitment and Selection Policy and Procedure of the University as confirmed by the Council.

(ii) Provisions for the Dismissal of staff are made in Statute X and Ordinance V (6).

(iii) Except as provided by Statute, all the functions of the Council in relation to the appointment and promotion of staff of the University shall be exercised by committees established for this purpose by the Vice-Chancellor.

(iv) The committees shall have power to delegate, upon such conditions as the Council may determine, any of their functions to committees or sub-committees formed from their own number or otherwise appointed by them, or to persons within the University.

(v) The duties of a Dean, Campus Provost, Director, or Head of an Institute, Department, Division, Centre or other unit, and for the direction and administration of such entities, shall be determined by the Vice-Chancellor.

(vi) The University aims to provide a well-planned and executed recruitment and selection process that is timely and merit based, that results in the appointment of high quality staff who meet the needs of the post and that supports the strategic direction of the University.

(vii) The University is committed to a comprehensive policy of Equality of Opportunity in Employment consistent with Article V.1 of the Charter and in which all individuals are treated on the basis of their relevant merits and abilities. The University seeks to promote good and fair recruitment and selection practices.

(viii) All who are involved in the recruitment and selection of staff are expected to observe the University's Recruitment and Selection policy and procedures and to ensure that their actions are consistent with the principles of these procedures. All members of each Selection Panel, as appropriate to the post and consistent with the policy, must have undertaken training in recruitment and selection.

(ix) Anyone who has been granted sabbatical leave for a period of time will not undertake any of the duties associated with his/her substantive post within the University during the period of such sabbatical leave, unless required to do so as directed by the Vice-Chancellor.

3. Probationary Period

(i) It will be normal practice for all new appointees to be required to serve a probationary period in respect of employment with the University. In most cases the successful completion of a probationary period will be a condition of employment. The University approaches the probationary period as a positive measure designed to assist new appointees to make an effective transition into a new job in as smooth a manner as possible.

(ii) The aims and purpose of a probationary period are to:

- Monitor, assess and regulate where necessary the conduct and performance of an employee;
- Ensure that employees have the maximum opportunity to adapt to the duties commensurate with the post or role to which they have been appointed; and
- Enable an employee and the University to determine mutual compatibility within the workplace context.

(iii) The procedure to be followed during and at the end of the probationary period is set out in the Probation Policy, as amended from time to time.

(iv) The provisions of Statute X and this Ordinance are without prejudice to the legislation relating to the protection of employees.

4. Professors, Associate Professors and Readers

(i) The University is able to award the titles of Professor, Associate Professor and Reader to members of staff of the University of Wales: Trinity Saint David who can demonstrate outstanding achievement in the advancement of knowledge, advancement of learning, through professional recognition and standing or through academic leadership and management. The full process and selection criteria for the award of these titles are laid down in the Appendix.

(ii) The title of Emeritus Professor may be awarded to former members of staff providing they meet the criteria that shall be determined by the Senate and the Council.

5. General Principles of Construction and Application

(i) Any Ordinances or Regulations shall be applied and construed to give effect to the guiding principles set out in Statute X, clause 2. Where a member of staff invokes Statute X, clause 2, that claim shall be considered by the person or persons dealing with the matter.

(ii) The University will have regard to sections VI and VII of the Recommendation concerning the Status of Higher-Education Teaching Personnel adopted by the General Conference of the United Nations Educational Scientific and Cultural Organisation (UNESCO) in Paris on 11 November 1997.

6. Dismissal, Grievance Procedures and Related Matters (Statute X, Part I)

a) Dismissal for Good Cause

(i) Dismissal of members of staff shall be for good cause, as defined in Statute II, and consistent with section 98 of the Employment Rights Act 1996.

(ii) The procedure governing the dismissal of members of staff, with the exception of the Vice-Chancellor and of staff within their probationary period, is set out in the Disciplinary Policy, as amended from time to time.

(iii) Statute X – Annex: Provisions as to the Vice-Chancellor, sets out the procedure for the removal from office of the Vice-Chancellor.

b) Dismissal within Probationary Period

The procedure for the dismissal of staff within their probationary period is set out in the Probation Policy, as amended from time to time.

c) Dismissal through Redundancy (Statute X, Part II)

(i) The University wishes to avoid, wherever possible, the necessity of dismissing staff by reason of redundancy. In the event that redundancy is unavoidable the University will ensure that it warns and consults affected employees, adopts a fair selection procedure and considers alternative employment as a means of avoiding dismissals. Dismissal by reason of redundancy – Statute X, 1, Part II (other than the non-renewal of a fixed-term contract) shall be handled in accordance of the procedures set out in the University's Change Management Policy, as amended from time to time.

(ii) Redundancy shall have the same meaning as in section 139 of the Employment Rights Act 1996.

(iii) The University will consult with appropriate representatives in accordance with and to the extent required by section 188 of the Trade Union and Labour Relations (Consolidation) Act 1992 and discussion with the staff concerned.

(iv) The power to dismiss, and the procedures prescribed, under this Part shall not apply to those staff defined in sub-sections (3) to (6) of section 204 of the Education Reform Act 1988 (staff appointed prior to, and not promoted after, 20 November 1987), who shall for this purpose continue to be subject to such powers, if any, as applied to them prior to the introduction of the Statute made by the University Commissioners in the exercise of their powers under sections 203 and 204 of the Education Reform Act 1988.

(v) This Part shall not apply to the non-renewal of a fixed-term contract, which shall be dealt with under clause 6.f below.

(vi) An employee subject to dismissal by reason of redundancy shall have the right to appeal to an appeals subcommittee of the University Council. The appeals subcommittee shall be entitled to review all aspects of the matter. The procedure

for appointing the appeals subcommittee of the University Council is detailed in an appendix to the Change Management Policy.

d) Dismissal on Grounds of Disciplinary Action (Statute X, Part III)

(i) It is fully acknowledged that employees of the University generally behave in an appropriate and reasonable manner. However, it is essential for the conduct of the University's affairs and for the safety and well-being of all its employees that appropriate procedures are in place for the discipline of members of staff on grounds of misconduct and unsatisfactory performance.

(ii) The Disciplinary Policy, as amended from time to time, applies to all staff, with the exception of staff within their probationary period.

e) Dismissal on Grounds of Health or Incapability (Statute X, Part IV)

(i) The University seeks to ensure that all employees are able to perform their contracted duties effectively within the workplace and to receive appropriate support where there are any issues with performance.

(ii) The procedure applied by the University to all staff, with the exception of staff within their probationary period, is set out in the Capability Policy, as amended from time to time.

(iii) Incapability as defined in Statute X refers to skill, aptitude, health (whether physical or mental) or any other physical or mental quality and is consistent with section 98 of the Employment Rights Act 1996.

(iv) The Sickness Absence Management Policy, as amended from time to time, supports the Capability Policy by setting out procedures for dealing with both short term and long term sickness absence. The Policy is applicable to all staff, with the exception of staff within their probationary period.

(v) No member of staff may be dismissed where that dismissal would contravene the Equality Act 2010.

(vi) Provision for removal of the Vice-Chancellor for incapacity on medical grounds follows the procedure set out in the Sickness Absence Management Policy subject to the modifications set out in Statute X – Annex: Provisions as to the Vice-Chancellor.

f) Dismissal on any other Grounds (Statute X, Part V)

(i) Section 98 of the Employment Rights Act 1996 sets out the fair reasons for dismissal.

(ii) The Change Management Policy, as amended from time to time, in addition to the procedures to be followed in relation to potential redundancies, also sets out procedures which the University will follow in relation to other dismissals. The procedure for the termination of a fixed-term contract is set out in a specific policy. The provisions of this Ordinance will have regard to the Fixed-Term Regulations (Prevention of Less Favourable Treatment) Regulations 2002 ("the Fixed-Term Regulations").

7. Disciplinary and Grievance Procedures

a) Code of Practice

In drawing up Disciplinary and Grievance policies and procedures the University has had regard to section 1 and section 2 of the Code of Practice on Disciplinary and Grievance Procedures (as may be amended or replaced from time to time) issued by the Advisory Conciliation and Arbitration Service (ACAS), issued under section 199 of the Trade Union and Labour Relations (Consolidation) Act 1992 and which came into effect by order of the Secretary of State on 6 April 2009.

b) Disciplinary Policy

(i) The University Disciplinary Policy, as amended from time to time, offers informal and formal procedures relative to the allegations being made. Staff are afforded the right to be accompanied as clarified within the policy.

(ii) If appropriate, the member of staff may be suspended while the matter is being considered. The reason or reasons for suspension and requirements during the suspension should be discussed at a meeting with the member of staff. The arrangements will be confirmed in writing. If it is not possible to meet with the member of staff, written notification will be sent to the member of staff and a meeting date will be set up to discuss the reasons for the suspension and arrangements during the period of suspension.

(iii) The member of staff will have the right of appeal as stipulated in the Disciplinary Policy.

c) Investigations into Allegations of Research Misconduct

(i) Investigations into allegations of research misconduct will be undertaken according to University procedures, as amended from time to time.

(ii) Allegations of research misconduct may be brought to the attention of the University internally or externally by an individual or by an organisation. Whatever the source of the allegation, the University will endeavour to ensure that justice is done, and also is seen to be done, to both the complaining and the accused parties. Bona fide complaints will be pursued with integrity and confidentiality and every attempt made to ensure that the investigation proceeds without detriment to the complainant or the accused. Staff are entitled to expect that their research work will be regarded as being honest, until shown to be otherwise, and that they will be protected against ill-founded, frivolous, mischievous or malicious complaints; this principle will guide the University's procedures.

(iii) The University will ensure that, as far as possible, the proceedings of any investigation are treated as confidential. However, where there is a conflict between the need for confidentiality and the need to seek the truth, the latter must prevail.

d) Grievance Policy (Statute X, Part VI)

(i) The University aims to provide a positive and supportive work environment but recognises that issues may arise between colleagues or with work requirements, or with regard to the expectations of employees.

(ii) The University seeks to promptly resolve any individual grievances raised by members of staff informally wherever this is possible but recognises that certain grievances will require a more formal approach. The Grievance Policy, as amended from time to time, sets out the procedures for resolution and redress of grievances. The Policy is applicable to all staff.

8. Public Interest Disclosures

(i) The University is committed to the highest standards of openness, probity and accountability. It seeks to conduct its affairs in a responsible manner, taking into account the requirements of the funding bodies and the standards in public life set out in the reports of the Committee on Standards in Public Life. The University's policy and procedure for Public Interest Disclosure or 'Whistle Blowing' constitutes part of the Financial Regulations of the University.

Ordinance VI: Students

1. Students of the University

a) Matriculation

(i) Matriculation is the formal enrolment of a student in the University to pursue a course of study leading to a named award.

(ii) Candidates for matriculation shall be, for an initial degree, at least 17 (seventeen) years of age on the first day of October in the first year of their candidature and shall have passed an examination approved by the Senate as a qualification for matriculation or been exempted therefrom by the Senate under conditions prescribed by Regulation. The Vice-Chancellor shall have the power to relax the condition as to age in exceptional cases.

(iii) Students upon matriculation with the University shall pay the fee prescribed by Regulation and provide the University with all personal data necessary to comply with the statutory requirements of the funding bodies and other government agencies, including their date of birth. Use of this data is governed by the terms of the University's registration under the Data Protection Act.

(iv) Matriculation shall confer the privileges of student membership of the University as appropriate to the respective classes of student and shall carry the obligation to conform to the rules of the University and to submit to the jurisdiction of the Senate.

b) Registered Students

(i) The registration as a student of any student who fails to satisfy the examiners in any examination prescribed in the Academic Regulations or by the Senate for the course of study being pursued may be terminated.

(ii) Termination of registration as a student on academic grounds other than failure in any examination shall be in accordance with a procedure laid down by the Senate which shall provide an opportunity for the student to make representations.

(iii) The Vice-Chancellor, acting in accordance with Academic Regulations approved by the Senate, may suspend or terminate the registration as a student, or not confer the award of a degree, diploma or certificate and withhold the certificate in respect of that award from any student who is in debt to the University.

(iv) The Senate shall establish procedures to confer or revoke any degree, diploma, certificate or other award, qualification, prize or distinction granted by the University and all privileges connected therewith, if at any time it shall be discovered and proved to the satisfaction of the Senate that there was any material irregularity in the events or circumstances leading to the grant of the degree, diploma, certificate or other award, qualification, prize or distinction.

2. The Students' Union

(i) The University's Supplemental Charter provides for a Students' Union. The Students' Union shall determine its identity in accordance with its Constitution.

(ii) The constitution of the Students' Union shall be subject to approval by the University Council at intervals of not less than 5 years.

(iii) The object of the Students' Union is the advancement of education of students at University of Wales: Trinity Saint David for the public benefit by:

a) Promoting the interests and welfare of students at University of Wales: Trinity Saint David during their course of study and representing, supporting and advising students;

b) Being the recognised representative channel between students and University of Wales: Trinity Saint David and any other external bodies; and

c) Providing social, cultural, sporting and recreational activities and forums for discussions and debate for the personal development of its Students.

3. Code of Student Discipline

(i) Article IV of the Charter of the University conveys the power of the University to prescribe disciplinary provisions to which students of the University or other persons using any facilities of the University shall be subject.

(ii) For disciplinary purposes, there are six jurisdictional areas or activities:

a) Students' Union premises and Students' Union activities, whether on or off University premises;

b) The residences and residence activities whether on or off University premises;

c) Departmental buildings and departmental activities including field trips;

d) Other University areas;

e) Misconduct of a nature which is likely to affect the good name and standing of the University with any of its stakeholders and/or the wider community; and

f) Misuse of computer facilities or activities.

(iii) The procedure relating to the discipline of students is published on the University's website.

4. Procedure for Dealing with Complaints by Students

(i) The University aims to provide the highest standards of teaching and to provide the fullest experience of University life; furthermore the University strives to achieve a standard of overall administrative performance, in terms of service quality and operating efficiency, which complements and reinforces the excellence of its teaching and research. The University recognises, however, that if students consider they have

grounds for complaint about either academic or administrative services, a clear, consistent procedure should be available through which these complaints can be investigated and considered.

(ii) The procedure for dealing with complaints by students is set out in the Academic Quality Handbook.

(iii) This Ordinance does not cover:

a) Academic Appeals;

b) Public Interest Disclosure; or

c) Complaints about the admissions process.

Procedures for dealing with these matters are prescribed in the Academic Quality Handbook or the University's website.

(iv) Once a student has completed the University's internal complaints procedures, the University will issue a Completion of Procedures Letter. If the student is still dissatisfied, he or she may submit a complaint to the Office of the Independent Adjudicator for Higher Education, subject to the timescales and in accordance with the procedures specified by that Office.

(v) The University reserves the right to reject a complaint when it is submitted:

a) more than three (3) months after a student has completed, withdrawn from or been withdrawn from his or her programme of study; and / or
b) more than three (3) years after the substantive event(s) to which the complaint refers.

5. Associations of Former Students

(i) The name of the Association of former students of the University shall be Prifysgol Cymru: Y Drindod Dewi Sant Cymdeithas Cyn-fyfyrwyr / University of Wales: Trinity Saint David Alumni Association. There shall be dedicated alumni links that shall have regard to the historical association with the Lampeter Society, the alumni of Trinity College Carmarthen, Trinity University College and the alumni of Swansea Metropolitan University.

(ii) Under the umbrella of the University of Wales: Trinity Saint David Alumni Association and for the foreseeable future, there shall be 3 (three) campus-based alumni associations to reflect the history and traditions of each campus.

(iii) The objectives of the Association are:

a) to promote a beneficial relationship between the University, alumni and other stakeholders;

b) to promote and support alumni groups and their activities;

c) to promote the interests and reputation of the University;

d) to represent the views of alumni and advise the University;

e) to encourage and assist with effective communications between the University, alumni groups and individual alumnus; and

f) to help the University raise funding from alumni and others.

(iv) Members of the Alumni Association shall be:

- Members of the Lampeter Society;
- Members of the alumni of Trinity College Carmarthen;
- Members of the alumni of Trinity University College;
- Members of the alumni of Swansea Metropolitan University
- Former students of the University who have completed a recognised course or a period of study;
- Current and former staff of the University and its antecedent colleges, including visiting staff and fellows;
- Current and former members of the University Council;
- Honorary graduates; and
- Individuals as determined by the Alumni Association Board.

(v) The Constitution of the Organisation of the Alumni Association shall be subject to approval by the University Council at intervals of not less than 5 (five) years.

Appendix

1. Process for the Appointment of Professors, Associate Professors and Readers

An Appointment Committee will be established to consider applications for these awards. All recommendations made by this Committee will be reported to the Senate and Council for confirmation.

a) Process: Professors and Associate Professors

(i) Stage one

Members of staff who wish to submit an application for the conferment of the title of Professor or Associate Professor shall first consult the Vice-Chancellor. The first step will be the submission of a letter of application supported by curriculum vitae.

The Vice-Chancellor shall determine whether there is a prima facie case for submission of the application to an Appointment Committee.

If the Vice-Chancellor considers that a prima facie case has not been established the applicant shall be informed of the reasons. There will be an opportunity for further feedback on the applicant's personal development.

If an applicant is aggrieved at a decision by the Vice-Chancellor not to submit the application to an Appointment Committee, he or she may request the Vice-Chancellor to obtain an independent report from an external assessor and to give the application further consideration. Any decision reached after external independent review shall be final.

Applicants may nominate 5 (five) referees.

(ii) Stage two

An Appointment Committee will be established.

b) Award Criteria

(i) For the Title of "Professor"

The title of Professor may be awarded to staff of the University who may be considered outstanding in at least 1 (one) of the following categories and have a high level of achievement in at least 1 (one) other:

1. Significant contribution to the advancement of knowledge through research, scholarship, publication, knowledge transfer or professional practice which would be expected to be international in its scope.

2. Significant contribution to the advancement of learning by the leadership of teaching and curriculum development.

3. Professional recognition and standing amongst peers.

4. Strategic academic leadership and management.

(ii) For the Title of "Associate Professor"

The title of Associate Professor may be awarded to staff of the University who may be considered outstanding in at least 1 (one) of the following categories and have a high level of achievement in at least 1 (one) other:

1. Contribution to the advancement of knowledge through research, scholarship, publication, knowledge transfer or professional practice which would be expected to be national in its scope.

2. Contribution to the advancement of learning by the leadership of teaching and curriculum development.

3. Professional recognition and standing amongst peers.

4. Academic leadership and management.

c) Appointment Process

The Appointment Committee will consist of:

- Vice-Chancellor (Chair);
- Pro Vice-Chancellors;
- 1 (one) Professor, external to the University of Wales: Trinity Saint David, to act as a permanent member (nominated by the Vice-Chancellor and, if possible, to be an external member of the Research Committee). This member may be requested to provide judgment by correspondence; and
- 3 (three) external persons, nominated by the Chair, who shall be persons of appropriate standing who possess expert knowledge of the subject in question or a cognate subject, 1 (one) of whom shall normally be a member of the professorial staff at another institution. These external persons may be nominated from the list provided by the candidate but would not include those whose references were taken up in Stage I. This second set of external persons will be requested to provide judgment on the candidates by correspondence and if the candidates are interviewed at least 1 (one) of the external persons (nominated by the Vice-Chancellor) will join the interviewing panel.

A clerk will be appointed to support the work of the Appointment Committee. He or she shall provide all members of the Committee with copies of all the available evidence:

1. Statement from the candidate in support of the application;

2. Curriculum vitae of the candidate;

3. List of publications;

4. Referees' reports;

The Committee may also consider applications for a Readership or Personal Chair by correspondence, although a formal meeting may be arranged at the discretion of the Vice-Chancellor or at the request of any other member of the Committee.

The criteria to be used by the Committee when considering applicants are set out in the Academic Quality Handbook. The balance of these criteria may vary in individual cases, particularly in the case of outstanding scholars and researchers.

The Committee should agree, either unanimously or by an overall majority, that an application should be approved. The recommendation shall then be submitted to the Senate and the Council for confirmation.

If the Committee agrees, either unanimously or by a majority, that an application should not be approved, the Vice-Chancellor shall talk to the applicant and give the Committee's reasons and comments.

If an applicant is aggrieved at a decision of the Committee not to recommend promotion, he or she may ask the Vice-Chancellor to obtain further independent assessments. In this event, the Vice-Chancellor shall refer the additional evidence to the Committee for further consideration. The Committee's decision shall then be final.

An applicant who has unsuccessfully submitted an application for the conferment of the title of Reader may not submit a further application within a period of 24 (twenty-four) months from the date of the decision made about the earlier application.

d) Evidence Relating to Student Learning and Teaching

Evidence of competence or excellence in one's own teaching could include a number of the following:

- Feedback from students;
- Peer observations by other colleagues;
- Reports of external examiners;
- Development of teaching materials;
- Introduction of innovative teaching and assessment methods (with a demonstration of their success);
- Successful supervision of a number of research students;
- Consistently carrying a heavier than average teaching load (both in volume and in breadth);
- Availability to students beyond formal contact hours and office hours;
- Self-evaluation; or
- Participation in staff development activities.

Evidence of involvement or leadership in the departmental development of learning and teaching could include:

- Acting as a co-ordinator for a module involving a number of teachers;
- Acting as a programme director or co-ordinator;
- Introducing a new module or modules or significantly revising an existing module;

- Introducing a new programme or programmes or significantly revising an existing programme;
- Introducing innovative teaching methods which are adopted by colleagues;
- Developing and promoting innovative teaching materials;
- Acting as a mentor for newly appointed colleagues; or
- Playing an active role in a departmental committee concerned with learning and teaching.

Evidence of involvement or leadership in the development of learning and teaching across the University could include:

- Leading seminars on teaching and learning or assessment;
- Organising University activities likely to enhance learning and teaching or assessment;
- Serving on the EPSC or the Senate;
- Speaking on learning and teaching developments at other institutions;
- Acting as an external examiner;
- Publishing a student textbook, teaching materials or teaching aids; or
- Involvement with the Academy for Higher Education, the QAA or other appropriate external bodies concerned with learning and teaching.