

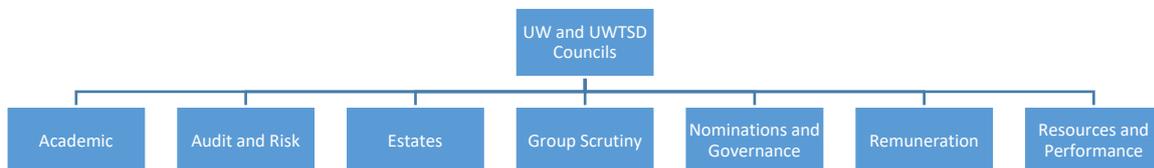
## COUNCIL STANDING COMMITTEE TERMS OF REFERENCE 2022/23

### INTRODUCTION

1. Consistent with the provisions of the Deed made between the University of Wales and the University of Wales Trinity Saint David on 18 August 2017, the Councils of both Universities have determined that, with effect from September 2019, they will be served by a single, integrated standing committee structure comprising the following committees:

- Academic Committee
- Audit and Risk Committee
- Estates Committee
- Group Scrutiny Committee
- Nominations and Governance Committee
- Remuneration Committee
- Resources and Performance Committee

The structure is shown in diagrammatic form below:



2. The terms of reference (duties, membership and rules) of the committees, approved by the two Councils in September 2019<sup>1</sup>, are set out in this document. In accordance with the principles of the integrated standing committee structure, the duties of each committee will be undertaken with the authority of both Councils. Within the terms of reference, the term 'Council' means both UWTSD and the University of Wales Councils as appropriate and the term 'University' means both UWTSD and the University of Wales as appropriate, except where specified otherwise.
3. The Schemes of Delegation of the two Councils specify the nature of the delegated authority carried by certain committees. The Ordinances specify the periods of office of committee chairs and members.
4. In accordance with the Deed, membership of the committees comprises a common core of governors. A protocol for ensuring an unconflicted quora in respect of relevant decisions is published in the *Code of Practice for Council Members*.
5. Meetings may be held in a physical location or remotely.

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<sup>1</sup> With amendments made subsequently.

6. Regular reports on the business of each committee in relation to each University will be submitted to the relevant Council.

## **ACADEMIC COMMITTEE**

1. The Council shall establish a Standing Committee of the Council to be known as the Academic Committee.

### **2. Duties**

The duties of the Committee shall be to:

1. Provide advice to Council in relation to its determination of the educational character of the University.
2. Consider the annual report from the UWTSD Senate and to make recommendations to Council in respect of the annual assurance statement from the UWTSD Council to HEFCW on academic quality and standards.
3. Consider matters pertaining to the student experience, safeguarding, the learning environment, student outcomes and student satisfaction.
4. Consider matters relating to UWTSD's strategy for promoting and developing Welsh medium and bilingual education.
5. Consider matters pertaining to international academic activities, including the identification of risk and the efficient use of resources.
6. Receive reports on the continuing dialogue between UWTSD and the UWTSD Students' Union, including the Annual Student Statement and UWTSD's response.
7. Maintain an overview of the Code of Practice on the UWTSD Students' Union and the constitution of the UWTSD Students' Union. .
8. Consider reports from external bodies on quality and standards at the University, together with any resulting action plans, and make recommendations to Council as appropriate.
9. Consider relevant strategic issues associated with the academic activities of the University of Wales, including the University of Wales Press.
10. Provide assurance to Council on the University's compliance with Welsh Language Standards.
11. Ensure a process of self-evaluation of the work of the Committee.

### **3. Membership**

The Vice-Chancellor (*ex-officio*)

Five independent members appointed by and from the Council, one of whom shall be appointed Chair of the Committee

Two staff members of the Council

A student member of the Council

Two other persons as the Committee may think fit to co-opt as members, one of whom shall normally be the Chair of the Coleg Sir Gar Learners and Standards Committee (or other representative appointed by the Chair of the Coleg Sir Gar Board)

#### **4. Quorum**

Five members, with a majority of independent members

#### **5. Frequency of meetings**

Normally three times a year

#### **6. Attendance**

Deputy Vice-Chancellors

Pro Vice-Chancellor

Principal of Coleg Sir Gar

University Secretary and Clerk to the Council

#### **7. Reporting**

The minutes of meetings of the Committee will be available to all members of Council.

The Committee shall agree and present to Council an annual report outlining the key business undertaken by the Committee during the previous year.

## AUDIT AND RISK COMMITTEE<sup>2</sup>

1. The Council shall establish a Standing Committee of the Council to be known as the Audit and Risk Committee.

### 2. Duties

The duties of the Committee shall be to:

- 2.1 Oversee audit and risk across the University and the UWTSD Group.
- 2.2 Advise Council on the appointment of the Group external auditors, the audit fee, the provision of any non-audit services by the external auditors, and any questions of resignation or dismissal of the external auditors.
- 2.3 Discuss with the external auditors, before the audit begins, the nature and scope of the audit.
- 2.4 Discuss with the external auditors problems and reservations arising from the interim and final audits, including a review of the management letter, incorporating management responses, and any other matters the external auditors may wish to discuss (in the absence of management where necessary).
- 2.5 Review the annual financial statements in the presence of the external auditors (including the auditors' formal opinion, the statement of members' responsibilities and the statement of internal control, in accordance with HEFCW's accounts directions) and make recommendations to Council for their approval.
- 2.6 Consider and advise Council on the appointment and terms of engagement of the internal audit service (and the head of internal audit if applicable), the audit fee, the provision of any non-audit services by the internal auditors, and any questions of resignation or dismissal of the internal auditors.
- 2.7 Review the internal auditors' audit risk assessment, strategy, schedule and annual report; consider major findings of internal audit investigations and management response; and promote co-ordination between the internal and external auditors. The Committee will ensure that the resources made available for internal audit are sufficient to meet the Group's needs (or make a recommendation to Council as appropriate).
- 2.8 Monitor the implementation of agreed audit-based recommendations, from whatever source.
- 2.9 Monitor annually the performance and effectiveness of the external and internal auditors, including any matters affecting their objectivity, and make recommendations to Council concerning their reappointment, where appropriate.
- 2.10 Receive any relevant reports from HEFCW, the National Audit Office and its equivalents in Scotland, Wales and Northern Ireland, and other relevant organisations.
- 2.11 Approve the Financial Regulations of the University following review by the Resources and Performance Committee, including the internal system of control contained in the Financial Regulations.

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<sup>2</sup> The terms of reference of the Audit and Risk Committee are based on the model terms of reference set out in CUC's *Higher Education Audit Committees Code of Practice* (May 2020).

- 2.12 Keep under review the Group and University Risk Registers and provide assurance to Council on the effectiveness of risk management, control and governance arrangements.
- 2.13 Ensure that all significant losses have been properly investigated and that the internal and external auditors, and where appropriate HEFCW's accounting officer, have been informed.
- 2.14 Oversee the University's policy on fraud and irregularity, including being notified of any action taken under that policy.
- 2.15 Oversee the University's overall arrangements for assurance and compliance, and provide assurance to Council that suitable arrangements are in place to ensure the sustainability of the institution and to promote economy, efficiency and effectiveness (value for money).
- 2.16 Provide assurance to Council that the management and quality assurance of data is adequate and effective, and that arrangements are in place to ensure that appropriate and accurate data returns are made to external stakeholders and regulatory bodies.
- 2.17 In the event of the merger or dissolution, ensure that the necessary actions are completed, including arranging for a final set of financial statements to be completed and signed.
- 2.18 Receive regular reports of the Accountable Officer.
- 2.19 Consider an annual report on whistleblowing prior to its submission to Council.
- 2.20 Receive UWTSD Student Union Financial Statements and Management Reports and support the Student Union with regard to reputational risk to the University.
- 2.21 Monitor the University's responses to circulars issued by HEFCW and other key external bodies, and the submission of returns to the Charity Commission and Companies House.
- 2.22 Report annually to Council in accordance with the requirements of HEFCW's Financial Management Code and the Terms and Conditions of Funding.
- 2.23 Ensure a process of self-evaluation of the work of the Committee.

### **3. Membership**

Five independent members appointed by and from the Council, one of whom shall be appointed Chair of the Committee. Neither the Chair of Council nor members of the Resources and Performance Committee shall be members of the Audit and Risk Committee.

Up to four other persons as the Committee may think fit to co-opt as members, normally to include the Chair of the Audit and Risk Management Committee of Coleg Sir Gar (or other representative appointed by the Chair of the Coleg Sir Gar Board)

### **4. Quorum**

Three members, with a majority of independent members

### **5. Frequency of meetings**

Normally four times a year

## **6. Attendance**

Vice-Chancellor

Deputy Vice-Chancellors

Director of Financial Services /Director of Resources and Business Planning

Executive Director of Finance: Coleg Sir Gar

University Secretary and Clerk to the Council

External auditors

Internal auditors

## **7. Reporting**

The minutes of meetings of the Committee will be available to all members of the Council.

The Committee will prepare separate annual reports to the UW and UWTSD Councils. The reports will cover the financial year and any significant issues up to the date of preparing the reports. The reports will be presented to the Councils before the financial statements are signed. In accordance with HEFCW requirements, the reports will summarise the activity for the year and will give the Committee's opinion of the adequacy and effectiveness of the University's arrangements for the following:

1. Risk management, control and governance (the risk management element includes the accuracy of the statement of internal control included with the annual statement of accounts);
2. Economy, efficiency and effectiveness (value for money).

The UWTSD annual report will be submitted to HEFCW.

## **8. Authority**

The Committee is authorised to approve all audit planning documents on behalf of the Council.

The Committee will review the audit aspects of the draft annual financial statements. These aspects will include the external audit opinion, the statement of members' responsibilities, the statement of internal control and any relevant issue raised in the external auditors' management letter. The Committee should, where appropriate, confirm with the internal and external auditors that the effectiveness of the internal control system has been reviewed and comment on this in its annual report to Council.

## **ESTATES COMMITTEE**

1. The Council shall establish a Standing Committee of the Council to be known as the Estates Committee.

### **2. Duties**

The duties of the Committee shall be to:

1. Provide oversight, on behalf of the UWSTD Council and the CSG Board, of the development of an integrated Group Estates Strategy, with particular reference to the development of a dual sector Carmarthen campus, bridging the potential of Pibwrlwyd and the Carmarthen university campus.
2. Provide advice to the UWTSD and UW Councils on:
  - (a) the resourcing and delivery of major capital projects; and matters relating to estates acquisitions, disposal and change of use, including the purchase or mortgaging of property and the selection of contractors, within any limits from time to time prescribed by Council;
  - (b) the operational management of the estate, including the preparation of plans (within agreed spending limits) for the refurbishment and maintenance of property, and the effectiveness and efficiency of space utilisation;
  - (c) estates maintenance and compliance, including health and safety.
3. Consider estates projects and initiatives specific to Coleg Sir Gar and its subsidiaries that have a cost or value in excess of £500k, in accordance with requirements of the Operating Protocol between the University and the College.
4. Consider an annual report on estates prior to its submission to the Council.
5. Ensure a process of self-evaluation of the work of the Committee.

### **3. Membership**

The Chair of Council (*ex-officio*)

The Chair of the Coleg Sir Gar Board (*ex-officio*)

The Chair of the Resources and Performance Committee (*ex-officio*)

The Vice-Chancellor (*ex-officio*)

The Principal of CSG (*ex-officio*)

Two independent members appointed by and from the Council, one of whom shall be appointed Chair

A staff member of the Council

A student member of the Council

Two independent members appointed by and from the CSG Board

**4. Quorum**

Five members, with a majority of independent members

**5. Frequency of meetings**

Normally six times a year

**6. Attendance**

Vice-Principal, Coleg Sir Gar  
Director of Resources and Business Planning, UWTSD  
Executive Head of Property & Estates Development, UWTSD  
Executive Head of Capital Projects, UWTSD  
Executive Director of Finance, Coleg Sir Gar  
University Secretary and Clerk to the Council

**7. Reporting**

The minutes of meetings of the Committee will be available to all members of Council.

Minutes relating to the Group Estates Strategy and/or Coleg Sir Gar shall be submitted to the Resources, Resilience and Partnerships Committee of the Coleg Sir Gar Board.

The Committee shall agree and present to Council an annual report outlining the key business undertaken by the Committee during the previous year.

## **GROUP SCRUTINY COMMITTEE**

1. The Council shall establish a Standing Committee of the Council to be known as the Group Scrutiny Committee.

### **2. Duties**

The duties of the Committee shall be to:

1. Have oversight, on behalf of Council, of the subsidiary companies of the University.
2. Receive and consider any recommendations concerning the formation, expansion and/or dissolution of Council's subsidiary companies, and to report to Council thereon.
3. Recommend to Council approval of the annual Strategic Intent Statement between UWTSD and Coleg Sir Gar and monitor progress in the achievement of the targets set out in that Statement.
4. In the context of the Strategic Intent Statement, monitor the development of Group activities and consider opportunities for closer collaboration.
5. Ensure a process of self-evaluation of the work of the Committee.

### **3. Membership**

The Chair of Council (*ex-officio*)

The Chair of the Board of Coleg Sir Gar (*ex-officio*)

The Vice-Chancellor (*ex-officio*)

Two independent members appointed by and from the Council, one of whom shall be appointed Chair of the Committee

A member of the Board of Coleg Sir Gar appointed by the Chair of the Board

A staff member of the Council

A student member of the Council

### **4. Quorum**

Five members, with a majority of independent members of the Council

### **5. Frequency of meetings**

Normally once a year

### **6. Attendance**

Deputy Vice-Chancellors

Principal of Coleg Sir Gar

Director of Financial Services/Director of Strategic Financial Planning and Business Analysis

University Secretary and Clerk to the Council

Company Secretary and Clerk to the CSG Board

## **7. Reporting**

The minutes of meetings of the Committee will be available to all members of the Council and Further Education College Boards.

The Committee shall agree and present to Council an annual report outlining the key business undertaken by the Committee during the previous year.

## **NOMINATIONS AND GOVERNANCE COMMITTEE**

1. The Council shall establish a Standing Committee of the Council to be known as the Nominations and Governance Committee.

### **2. Duties**

The duties of the Committee shall be to:

1. Determine criteria to measure the effectiveness of Council and its Standing Committees.
2. Review and monitor Council's corporate governance capability, governance arrangements and practices and make recommendations to the Council in relation to these matters.
3. Monitor, oversee and make recommendations to Council on proposed changes to the University's constitutional structure and related statutory instruments.
4. Monitor Nominations and Governance matters for the wider UWTSD Group in line with the Protocol for the operation of the relationship between the University and Coleg Sir Gâr.
5. Review, for recommendation to Council, the role specifications for the offices of Chair, Vice-Chair and other members of Council.
6. Determine criteria for the appointment of Chair, Vice-Chair and other members of Council and recommend to Council suitable candidates.
7. Review and monitor the composition and membership needs of Council and its Committees and solicit, receive and review names of potential members for recommendation to Council, having due regard to:
  - a) the balance of skills, knowledge and experience required on Council and its Committees;
  - b) equality and diversity legislation;
  - c) the requirements of the HEFCW Terms and Conditions of Funding.
8. Monitor, oversee and make recommendations to the Council on training and development of members.
9. Make recommendations on members to serve on other bodies as representatives of the University.
10. Oversee the process for identifying, considering, and nominating persons on which honorary degrees, fellowships and other distinctions of the University may be conferred, and approve such nominations on behalf of Council.
11. Maintain an overview of complaints made to the University, reporting annually to Council.
12. Ensure a process of self-evaluation of the work of the Committee.

### **3. Membership**

The Chair of Council (*ex-officio*)

The Chair of the Board of Coleg Sir Gar (*ex-officio*)

The Vice-Chancellor (*ex-officio*)

Four independent members appointed by and from the Council, one of whom shall be appointed

Chair of the Committee

A staff member of the Council

A student member of the Council

### **4. Quorum**

Three members, with a majority of independent members

### **5. Frequency of meetings**

Normally twice a year

### **6. Attendance**

University Secretary and Clerk to the Council

### **7. Reporting**

The minutes of meetings of the Committee will be available to all members of the Council.

The Committee shall agree and present to Council an annual report outlining the key business undertaken by the Committee during the previous year.

## **REMUNERATION COMMITTEE**

1. The Council shall establish a Standing Committee of the Council to be known as the Remuneration Committee.

2. **Duties**

The duties of the Committee shall be to:

- 2.1 Review and determine on an annual basis the salaries, terms and conditions and, where appropriate, the severance conditions of the Vice-Chancellor, Deputy Vice-Chancellors, the Pro Vice-Chancellors, the Clerk to the Council and such other senior members of staff as the Council deems appropriate. The Committee shall take into account comparative information on salaries and other emoluments and conditions of service in the higher education sector and elsewhere as appropriate.
- 2.2 Ensure a process of self-evaluation of its work.

3. **Membership**

The Chair of Council (*ex-officio*)

Four independent members appointed by and from the Council, one of whom shall be the Chair of the Committee

One staff member of the Council

One student member of the Council

One other person as the Committee shall co-opt as a member

4. **Quorum**

Three members, with a majority of independent members

5. **Frequency of meetings**

Normally twice a year

6. **Attendance**

Executive Director of Human Resources

University Secretary and Clerk to the Council

The Vice-Chancellor shall be invited to advise the Committee in respect of other officers within the remit of the Committee. The Clerk shall withdraw when his or her own salary, terms and conditions or severance pay are under consideration. The Committee will consider its recommendations in the absence of any executive member, although the Executive Director of Human Resources will remain in attendance to provide advice, as required.

7. **Reporting**

The unreserved minutes of meetings of the Committee will be available to all members of the Council.

The Committee shall agree and present to Council an annual report outlining the key

business undertaken by the Committee during the previous year.

## **RESOURCES AND PERFORMANCE COMMITTEE**

1. The Council shall establish a Standing Committee of the Council to be known as the Resources and Performance Committee.

The Committee may establish time-limited task and finish groups to undertake any of its duties on its behalf. The membership and reporting arrangements of such groups shall be determined by the Chair of the Committee in consultation with the Chair of Council and the Vice-Chancellor, according to business demands.

### **2. Duties**

The duties of the Committee shall be to:

- 2.1 Oversee the arrangements for the preparation of the University's Strategic Plan and supporting strategies, including those for the UWTSD Group, and provide advice to Council on approval and progress with implementation.
- 2.2 Identify and monitor strategic Key Performance Indicators for approval by Council.
- 2.3 Oversee the preparation of the University's information management strategy, which shall include investment plans for information technology, information systems and information resources.
- 2.4 Oversee the preparation of the University's strategy for the promotion of research, enterprise and innovation and monitor progress in the delivery of that strategy.
- 2.5 Oversee applications for Fee and Access Plans, monitor the achievement of targets within approved Fee and Access Plans, and review the effectiveness of the planning process.
- 2.6 Receive reports on student recruitment activity and enrolment forecasts, and advise Council on the implications for the University's financial position.
- 2.7 Advise and make recommendations to Council on the University's annual revenue and capital budgets and forecasts.
- 2.8 Advise Council on actions required to ensure:
  - a. the financial viability of the University;
  - b. that the decision-making requirements of Council are supported by appropriate advice on major financial issues underpinning the delivery of institutional strategic objectives;
  - c. that the requirements of the HEFCW Terms and Conditions of Funding are met, including the requirement to maintain financial solvency;
  - d. that the University's investments are managed in a proper manner and within the policy guidelines laid down by Council and relevant legislative provision with regard to the law for the investment of trust funds, after receiving advice from the University's appointed Investment Advisers; and

- e. that such other University funds, including trust funds, gifts and bequests and investments in any trading activities or operations in which the University has an interest in, are managed in a proper manner.

2.9 Advise Council on:

- a. any new investment and the borrowing of funds, within any limits from time to time prescribed by Council;
  - b. the selection of contractors, and proposed contractual obligations with financial implications, within any limits from time to time prescribed by Council and except when overseen by the Estates Committee;
  - c. matters pertaining to the financial performance of the relevant pension schemes, including the provision of any such advice and support to the trustees considered necessary in accordance with agreed employer-obligations and corporate governance requirements; and
  - d. relevant matters which may have been raised with Council by the auditors and the financial plans and forecasts.
- 2.10 Make recommendations to Council on the writing off of debts in accordance with the Financial Regulations.
- 2.11 Oversee the necessary arrangements in connection with the University's bank accounts, insurance, borrowing, investment, professional advisers and other such matters.
- 2.12 Consider and review on a regular basis the Financial Regulations of the University and amend them as appropriate for ratification by the Audit and Risk Committee.
- 2.13 Review the financial performance against forecasts, budgets, and longer term plans; and to monitor and regulate the finances, accounts and investments of the University within the overall policy and parameters laid down by Council; and to ensure that the appropriate internal management systems are in place for the exercise of budgetary control and proper stewardship of the University's resources.
- 2.14 Prepare and scrutinise the annual Financial Statements and management accounts of the University and advise Council accordingly.
- 2.15 Consider proposals in respect of the allocation of funds to the UWTSD Students' Union and advise Council accordingly.
- 2.16 Oversee human resources matters.
- 2.17 Make recommendations to Council for new or revised human resource strategies, policies and practices to support overall human resource objectives, and approve procedures in respect of human resource matters.
- 2.18 Consider on an annual basis a summary of the pay structure and terms and conditions of staff (other than those under the remit of the Remuneration Committee); approve annual pay and salary settlements for all staff on standard scales: and recommend to Council for approval salary and pay settlements not part of a national agreement.
- 2.19 Consider proposals for any restructuring of the University's staffing establishment and advise Council accordingly.

- 2.20 Approve applications for premature retirement within the policy laid down by Council.
- 2.21 Consider reports on individual cases being managed under the University's formal HR processes including discipline and grievance matters.
- 2.22 Ensure a process of self-evaluation of the work of the Committee.

### **3. Membership**

The Chair of Council (*ex-officio*)

The Chair of the Coleg Sir Gar Board (*ex-officio*)

The Vice-Chancellor (*ex-officio*)

The Chair of the Estates Committee (*ex-officio*)

Three independent members appointed by and from the Council, one of whom shall be appointed Chair

One staff member of Council

One student member of Council

Up to two other persons as the Committee may think fit to co-opt as members, one of whom shall normally be the Chair of the Coleg Sir Gar Resources, Resilience and Partnerships Committee (or other representative appointed by the Chair of the Coleg Sir Gar Board)

### **4. Quorum**

Five members, with a majority of independent members

### **5. Frequency of meetings**

Normally four times a year

### **6. Attendance**

Deputy Vice-Chancellors

Executive Director of Human Resources

Director of Financial Services/ Director of Resources and Business Planning

Executive Director of Finance, Coleg Sir Gar

University Secretary and Clerk to the Council

### **7. Reporting**

The minutes of meetings of the Committee will be available to all members of the Council.

The Committee shall agree and present to Council an annual report outlining the key business undertaken by the Committee during the previous year.