

Governance Effectiveness Reviews 2019: Integrated Action Plan – as of 1 May 2021

	Recommendation	Action	Responsibility	Timescale
UW 1	Council considers its overall strategy for the management and governance of the University's subsidiaries and assets. This consideration should include whether the assets should be treated as operational units under the responsibility of a senior staff member who reports to SPRG and Council.	<p>Considered at SPRG June 2019 and Council July 2019. Agreed in principle that the assets should be treated as operational units under the responsibility of a senior staff member who reports to Council.</p> <p>Officers to take forward revised management arrangements.</p> <p>Formal resolution to implement governance changes to be put to Council via NGC; Ordinances to then be amended</p> <p>Clerk/Director of Finance to pursue dissolution of CAWCS company structure</p>	<p>Vice-Chancellor</p> <p>Clerk</p> <p>Clerk / Director of Finance</p>	<p>Sept 2019 Completed</p> <p>Nov 2019 Completed</p> <p>October 2019 Completed</p>
UW 3	The project plan for progress towards full merger and the risk register should be reviewed and thereafter should be monitored directly by Council.	<p>Updated plan and risk register to be presented to Nov 2019 joint meeting of the two Councils and thereafter reviewed biannually. Councils decided March 2021 to archive the risk register.</p>	<p>DVC (FP) / Clerk</p>	<p>Nov 2019 Completed</p>
UWTSD 1	NGC reviews the standing and sub-committee structure, with a view to having a revised and	<p>Review to be progressed by Chair of Council and Chair of NGC in consultation with the VC and standing committee chairs; preliminary</p>	<p>Chair of Council / Chair of NGC</p>	<p>June 2019 Completed</p>

	<p>reduced structure in place for the start of 2019/20.</p>	<p>recommendations approved by Council July 2019. Revised structure reviewed Spring 2021</p> <p>Terms of reference of new committees to be approved by the UW and WTSD Councils</p> <p>Ordinances changes approved by the UW and UWTSD Councils via NGC</p>	<p>Clerk</p> <p>Clerk</p>	<p>Sept 2019 Completed</p> <p>Nov 2019 Completed</p>
UWTSD 2	<p>Specific consideration is given to:</p> <ul style="list-style-type: none"> the merits of presenting specified strategic items and other key items (such as KPI reports and the Risk Register) direct to Council, with dedicated agenda time allocated to the discussion; whether the business of the three existing sub-committees might be subsumed into the business of their parent committees, particularly if the workload of the parent committees was reduced through presentation of certain items direct to Council (see above); that, notwithstanding the desirability of reducing the number of standing committees, whether there would be benefits in establishing a standing committee to provide oversight of academic matters; and the benefits of seeking higher education experience 	<p>Agreed by Council July 2019.</p> <p>Agreed by Council July 2019.</p> <p>Agreed by Council July 2019.</p>	<p>Clerk</p> <p>Clerk</p> <p>Clerk</p>	<p>July 2019 Completed</p> <p>July 2019 Completed</p> <p>July 2019 Completed</p>

	<p>as a priority for the next recruitment exercise for new Council members;</p> <ul style="list-style-type: none"> • whether greater integration with the governance structures of the University of Wales and the colleges within the UWTSD Group might be achieved; • articulating the approach to bilingualism to be adopted by Council and the standing committees; • the number of Council meetings that should be scheduled each year; • the current membership of the standing committees, to ensure that members' skills and experience are being used to best effect. 	<p>Agreed by the UW and UWTSD Councils July 2019.</p> <p>In the first instance, Clerk to ascertain language of preference of members. Further discussion to take place at Council Sept 2019. Referred to NGC Oct 2019 which agreed to extend the use of translation to all standing committees in 2019/20 and to review at the end of that period.</p> <p>Number of meetings to be increased from three to five.</p> <p>Matters to be considered and addressed through review of committee structure.</p>	<p>Clerk</p> <p>Clerk</p> <p>Clerk</p> <p>Clerk</p>	<p>July 2019 Completed</p> <p>Oct 2019 Completed</p> <p>July 2019 Completed</p> <p>July 2019 Completed</p>
UW 9	<p>Council considers reducing the size of the Audit Committee and reviewing the membership of that Committee to ensure the appropriate balance of expertise.</p>	<p>Considered by the two Councils July 2019 in the context of the proposals for a single audit committee serving both Councils. Noting historical issues of quoracy, it was agreed that no size reduction would be sought at this stage.</p> <p>Independent member with financial / accountancy background to be invited to join the new committee.</p>	<p>Clerk</p>	<p>July 2019 Completed</p>

UW 2	Council considers adopting a scheme of delegation that explicitly states the primary purposes, scope of authority and responsibility for decision making of all standing committees and individuals acting with the authority of Council.	Comprehensive schemes of delegation to be produced for both Councils	Clerk	Sept 2019 Completed
UWTSD 3	Council's schedule for 2019/20 includes specific slots for planning and briefing events.	Two briefing days to be included in committee schedule for both Councils. Clerk to include pre-meeting presentations in Council work plans. (Priority areas already identified: FE context; strategic policy context; understanding league tables). Some post-meeting Council lunches to be 'sit-down', to allow members more time for conversation. Nominations and Governance Committee agreed in May 2020 not to proceed with this recommendation at the present time.	Clerk Clerk Clerk	July 2019 Completed Sept 2019 Completed Sept 2019 Completed
UWTSD 4	NGC considers whether there would be benefit in articulating more formally the ways in which Council members might, or should, be involved in the wider work of the University.	Clerk to draft paper for initial consideration by NGC. This matter was addressed through the approval of a new, comprehensive role specification for independent members.	Clerk	May 2020 Completed
UWTSD 5 UW 5	Council and standing committee agendas and supporting papers are organised so as to: <ul style="list-style-type: none"> • differentiate between matters for discussion and those that will 		Clerk	Sept 2019 Completed

	<p>normally be approved without discussion;</p> <ul style="list-style-type: none"> introduce each agenda item through a cover sheet which clearly: <ul style="list-style-type: none"> provides a summary of the accompanying documentation (with reference to the location of any additional sources of information where appropriate); sets out the decision required of Council. wherever possible, provide a written report in relation to each item, allowing members more time to absorb information in advance and refer to it after the meeting; in relation to Council, wherever possible commence each session with presentations, which are not a formal part of the meeting but provide opportunities for members to learn more about, and debate, developments in key areas of the University. 	<p>Clerk to modify agenda format to group 'approved without discussion' items in a single location on the agenda.</p> <p>Coversheet template to be amended to capture these areas, and to make it clearer that authors should identify the key points for consideration by governors.</p> <p>Coversheet to make clear that papers longer than four pages may be provided only where the coversheet provides an executive summary.</p> <p>Papers to be circulated at least 7 days in advance of meeting; Clerk to be empowered to reject papers submitted after the deadline</p> <p>Written reports from Chair and Vice-Chancellor to be introduced.</p> <p>Covered in response to Recommendation 3.</p>	<p>Clerk</p> <p>Clerk</p> <p>Clerk to notify officers</p> <p>Clerk / Chief of Staff</p>	<p>Sept 2019 Completed</p> <p>Sept 2019 Completed</p> <p>Sept 2019 Completed</p> <p>Sept 2019 Completed</p>
UWTSD 6	<p>NGC considers whether, in the context of Recommendation 5, it would wish to:</p> <ul style="list-style-type: none"> specify a maximum length for papers; 	<p>Covered in response to Recommendation 5.</p>		<p>Sept 2019 Completed</p>

<p>UW 6</p>	<ul style="list-style-type: none"> • adopt a system for high volume agendas whereby specific areas of scrutiny are allocated in advance to individual members. <p>Council reviews the timing and frequency of meetings against the flow of business, with a view to ensuring that papers can be made available in good time.</p>	<p>To be a matter for Chair's discretion.</p> <p>To be taken forward in the context of the introduction of an integrated committee structure and the drafting of new work plans</p>	<p>Clerk</p>	<p>July 2019 (meetings schedule) Completed</p> <p>Nov 2019 (work plans) Completed</p>
<p>UWTSD 7</p>	<p>NGC considers whether, in due course, an Ordinance amendment may be required to enhance the membership opportunities for staff from other locations.</p>	<p>To be considered in the context of future arrangements for staff governor appointments.</p> <p>Paper to NGC October 2019.</p>	<p>Clerk</p>	<p>October 2019 Completed</p>
<p>UWTSD 8</p>	<p>NGC considers ways in which the contributions of staff members of Council might be further encouraged and supported.</p>	<p>Discussed at NGC and to be taken forward by Chairs. Seating at Council meetings to be arranged to ensure that staff and independent governors do not sit separately.</p>		<p>June 2019 Completed</p>
<p>UWTSD 9</p>	<p>Linked to Recommendation 8 above and as part of the review of the standing and sub-committee structure, NGC considers the merits of creating opportunities for staff members of Council to become members of key standing committees.</p>	<p>Agreed by Council July 2019.</p>	<p>Clerk</p>	<p>August 2019 Completed</p>

UWTSD 10	That as part of the review of the standing and sub-committee structure, NGC creates opportunities for student members of Council to become members of key standing committees.	Agreed by Council July 2019.	Clerk	August 2019 Completed
UWTSD 11	That Council permits an SU staff member to accompany student members of Council to Council and committee meetings (noting that the staff member would be permitted to attend only when a student member was also present).	SU to be invited to nominate a staff member to take on this role, for a one-year trial period in first instance.	Clerk / SU CEO	Sept 2019 Completed
UWTSD 12	NGC considers whether there would be benefit in scheduling more opportunities for members to hold discussions without officers present for appropriate items.	No action required. NGC considered the recommendation and felt that there was good openness and transparency between officers and members. Members agreed that the current practice whereby officers could be asked to leave a meeting for discussion of a specific matter should continue as present at the discretion of the chair, but that no formal policy was required.		June 2019 Completed
UWTSD 13	Unrestricted Council minutes are published from 2019/20 onwards.	Clear definition of 'restricted' and 'unrestricted' to be produced for both Councils. Clerk to modify agenda format to group 'restricted' and 'unrestricted' items separately on the agenda for a trial period. Office to produce minutes for publication from September 2019 (subsequently delayed until July 2020)	Clerk	Sept 2019 Completed Completed

UWTSD 14 UW 7	Members are asked, at the start of each meeting, to identify any agenda items for which they have a duality of interest.	Cover sheet for duality of interests item to be amended to require specific declarations at start of meeting.	Clerk	Sept 2019 Completed
UW 8	Council develops written policies on the management of potential conflicts of interest in relation to overlapping roles of members of Council and the boards of ‘assets’, and also in relation to the possibility of ‘conflicted quora’.	Written statement on the management of potential conflicts of interest and ‘conflicted quora’ to be produced for both Councils via NGC (noting that the ‘overlapping roles’ in relation to the assets will cease as result of the implementation of UW Recommendation 1).	Clerk	Oct 2019 Completed
UWTSD 15	Council considers incrementally reducing its size over time and through the planned retirements of current members, mindful always of the need to maintain a balanced skillset and to increase diversity.	Two independent governors will cease to be members of the UWTSD Council in July 2019. NGC is recommending to Council that replacements are not sought at this stage. Future strategy for recruitment of independent and staff governors to be considered by NGC in October 2019	Clerk / NGC	October 2019 Completed
UWTSD 16	The next major effectiveness review is scheduled for academic year 2021/22, and on a three-year cycle thereafter; and that progress against review recommendations is considered by the Nominations and Governance Committee at its first meeting in each academic year.	Schedule to be written into work plans for the two Councils and NGC. Progress reviews to be written into the work plans for NGC.	Clerk	Oct 2019 Completed
UW 10	Progress against the review recommendations is considered by SPRG at its first meeting in each academic year.			
UW 11	Noting that the next major effectiveness review of the UWTSD Council is scheduled for academic year 2021/22, the UW Council			

	considers at that stage whether a further effectiveness review of UW governance arrangements is necessary or appropriate.			
UWTSD 17	The biennial questionnaire-based self-evaluations by the standing committees are replaced by more holistic discussion focusing on the annual report drafted by the Clerk, with the outcomes and any recommendations reported in the final version of the reports prepared for Council.	Holistic discussions to be written into the standing committee work plans / annual report discussions.	Clerk	Nov 2019 Completed
UW 4	A dynamic and user-friendly source of current information for Council members is developed.	To be taken forward in the context of MyDay development for both Councils and amendments to the UW website. Governance websites and My Day information for both Councils completed summer 2020.	Clerk / Chief of Staff	October 2019 Completed