

Joint Meeting of the Councils

UNRESTRICTED Minutes of the Virtual meeting held at 9.30 on Thursday 26 November 2020 via Microsoft teams

Present:

Venerable Randolph Thomas (Chair)
Tony Ball
Pam Berry
Andrew Curl
Tania Davies
Margaret Evans
Andrew Gibson
Eifion Griffiths
Emma Hughes
Dr Gareth Hughes
Professor Medwin Hughes

Rowland Jones
Arwel Ellis Owen
Victoria Provis
Stuart Robb
Geraint Roberts
Nigel Roberts
Dr Liz Siberry
Maria Stedman
Georgia Thomas

In attendance:

Sarah Clark, Clerk to Council
Steve Baldwin Director of Strategic Financial Planning and Business Analysis
Gavin Bessant Director of Financial Services
Dr Andrew Cornish, Principal, Coleg Sir Gar
Shône Hughes, Chief of Staff
Professor Dylan Jones, Deputy Vice-Chancellor
Professor Catrin Thomas, Deputy Vice-Chancellor (Academic)
Ray Selby, Registrar
Margaret Williams (Secretary)

Minute	Main discussion points	Action/decision
20.34 Covid 19 update	The Vice-Chancellor provided an overview of the current position in regard to the Covid-19 pandemic. He reported that the University was at the final stages of securing processes for testing students before they returned home for Christmas. He paid tribute to staff for their excellent work during the year.	
20.35 Apologies for absence	Apologies for absence were received from Tammy Bowie, Sian Eirian, James Mills and Deris Williams.	
20.36 Declarations of interest	The Councils RECEIVED the Declarations of Interest as noted in the Clerk's report (JCO062).	
20.37 Minutes of the meeting held on 1 October 2020	The Councils CONFIRMED the unrestricted minutes of the meeting held on 1 October 2020 as an accurate record (JCO063). There were no matters arising.	
20.38 Chair's report	The Councils RECEIVED the report of the Chair. The Chair referred to the recent Advance HE Governance Conference and asked the Clerk and Pam Berry, Vice-Chair, to report on the contents. The Clerk referred to discussions on Board diversity and noted that she would bring more detailed information to the NGC in the new year. The Vice-Chair referred to the discussions regarding representation from the local community and student community on governing bodies and involvement in influencing the culture of the universities. The Chair referred to the upcoming ChUW meeting. He also reported that the Vice-Chancellors and Chairs were presenting a joint response to the TER Bill consultation. The Chair reported that Emma Hughes, Andrew Gibson and Gareth Hughes were attending their last meeting as staff members of the UWTSD Council. He thanked them for their valuable contribution to the work of the Council. An election for their replacements was in progress.	
20.39 Vice-Chancellor's report	The Joint Councils RECEIVED the Vice-Chancellor's report (JCO064). The Vice-Chancellor referred to the following: <u>HEFCW and WG support</u> The University had submitted a number of strategic curriculum bids to HEFCW in the context of additional £27m WG funding in light of the Covid-19 pandemic (the HEIR Fund). Three bids had	

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	<p>been made: one was an individual bid, one focussed on the USW collaboration and the other was an all Wales project focussing upon learning and teaching. If successful, the bids would deliver an additional £3.5million to the University.</p> <p><u>TER Bill</u> The Vice-Chancellor referred to the single response being made by the Vice-Chancellors and Chairs which focussed on issues of independence and autonomy.</p> <p><u>Alliance with University of South Wales</u> The Vice-Chancellor reported on meetings with the Vice-Chancellor and senior officers of USW. A legal agreement was in preparation and discussions on joint activities had commenced.</p> <p><u>Refurbishment of Cloisters at Lampeter</u> The Vice-Chancellor reported that the refurbishment work of the Cloisters at Lampeter had been completed and it was hoped to arrange a formal opening during the next year.</p> <p><u>SA1 Joint Venture Partner</u> The Vice-Chancellor reported on the engagement and deliberations in respect of the Joint Venture, including risk management and dialogue with WG.</p>	
20.40 Risk Register	<p>The Councils CONSIDERED the Corporate Risk Register (JC0065).</p> <p>The Clerk reported that the Register had been updated in consultation with the risk owners and the Senior Directorate and had been considered by ARC at its meeting on 19 November 2020. It presented a positive picture in terms of the controls put in place to manage risks, and a number of areas demonstrated a downward trajectory. Previous risks that appeared on the Group Risk Register had also been updated.</p> <p>The Clerk drew attention to the risk relating to recruitment which had previously shown a breach of risk tolerance. As a result of strong recruitment the risk had reduced and was no longer a breach. She also referred to the risk relating to collaborative partnerships which was showing an upward trajectory as a result of the impact of Covid-19 on some international partners. Members referred to succession planning in light of impending changes at Council level and agreed that this should be categorised as a risk.</p>	

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	It was AGREED that the Clerk, as risk owner, should amend the risk relating to governance accordingly.	Clerk to amend risk relating to governance
20.41 PREVENT Report	<p>The Councils CONSIDERED the PREVENT Annual Report and associated risk register and action plan (JCO066).</p> <p>The Clerk reminded the Councils of their legal responsibilities in respect of the Prevent Duty, including the statutory returns to HEFCW. She drew attention to changes to the risk register which demonstrated how Prevent-related the risks were being managed. Reference had been made to the impact of Covid-19 on arrangements and in particular the heightened threat of cyber security breaches. She referred to the ongoing training provided to staff and noted that the planned refresher training arranged for Council members in March 2020 would be rescheduled for the March 2021 meeting. In respect of the action plan, the Clerk noted that all actions were either completed or on target for completion.</p> <p>Members queried whether the risk register had been presented in accordance with the new Risk Management Policy and it was AGREED that the Clerk would check on this matter prior to finalising the register.</p> <p>Subject to the above, the Councils ENDORSED the Prevent Annual Report and risk register.</p>	Clerk to check format of risk register prior to finalising
20.42 Nominations and Governance matters	<p>The Councils CONSIDERED the report of the meeting of the Nominations and Governance Committee on 14 October 2020 (JC0067).</p> <p><u>CUC Higher Education Code of Governance (September 2020)</u></p> <p>The Councils noted that NGC had considered the new CUC Higher Education Code of Governance (September 2020) together with a commentary prepared by the Clerk. It had confirmed that the Council had already adopted in full the majority of the Primary Elements within the Code, and that the remaining Elements would be adopted in full when current work in response to the Camm Charter commitments had been completed. In relation to Element 5 (5.8), NGC had discussed the potential benefits of appointing a Senior independent Governor as an aid to good governance. While noting that this role was perceived to add value in the corporate sector, members had not seen the need for additional governor to act as an intermediary for Council members and had noted that, as part of the Camm commitments, the Chair would be participating in a 360 feedback exercise during the current year, providing a</p>	

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	<p>holistic approach to appraisal. NGC was therefore recommending that this sub-section of the Code was not adopted at this stage.</p> <p>The Councils APPROVED the recommendation of NGC not to appoint a Senior Independent Governor at this stage.</p> <p><u>Camm Report Action Plan</u> NGC had considered an update on progress with implementation of the Camm action plan and several related matters. It was recommending to the Councils adoption of a suite of documents prepared by the Welsh Secretaries Group and subsequently approved by ChUW and Universities Wales, as follows:</p> <ul style="list-style-type: none"> • The Secretary/Clerk Role Description (Action 5) • Guidance on impence for governors (Action 5) • Annual governance reporting template (Action 3) <p>The Councils AGREED to adopt the above documents.</p> <p><u>Recruitment strategy and schedule</u> NGC had considered and agreed the strategy and schedule for recruitment of new independent governors, together with proposals in respect of periods of office and priorities for skills and experience. An additional meeting had been scheduled for January 2021 to finalise the approach.</p> <p><u>Committee self-evaluation</u> In considering its annual report, NGC had queried whether the approach to self-evaluation within meetings was effective and agreed to refer this matter to the Councils for consideration.</p> <p>The Councils AGREED that the Clerk should prepare key questions to inform future self-evaluations within meetings and that this matter should be kept under review</p>	<p>Clerk to prepare key questions to inform future self-evaluation exercises</p>
20.43 Academic Committee Annual Report	The Councils RECEIVED the Academic Committee Annual Report (JC0068a).	
20.44	The Councils RECEIVED the Nominations and Governance Committee Annual Report (JCO068b).	

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Nominations and Governance Committee annual report		
20.45 Resources and Performance Committee Annual Report	The Councils RECEIVED the Resources and Performance Committee Annual Report (JCO068c).	
20.46 Report on Chair's action	The Councils RECEIVED the report on Chair's action (JCO069).	
20.47 Declarations of interest	No additional conflicts of interest were reported during the course of the meeting.	
20.48 Date and time of next meeting	The next meeting would be held on 28 January 2021.	