

## **Committee Terms of Reference: GOVERNANCE AND COMPLIANCE COMMITTEE**

Reports to: the Council

Occurrence: 3 or 4 times a year (to be agreed with the Committee Chair)

*Terms of reference last reviewed: June 2021; last revised: July 2021; and next due for review: July 2023*

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### Members:

- 1 Independent Member (Chair), drawn from the membership of Council
- 4 Independent Members, up to two of whom may be co-opted / not drawn from the membership of Council
- Chair of Council
- Vice-Chancellor
- 1 Senate Member
- 1 Non-academic staff Member
- 1 Student Member

10 members.

Quorum: 5 members, with Independent Members in the majority.

### In attendance:

- Director of Finance and Corporate Services, or nominee
- University Secretary

At the discretion of the Chair other University officers, as may be appropriate, shall be invited to attend meetings.

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### Remit:

The Governance and Compliance Committee undertakes a scrutiny role and advises the Council on matters including institutional governance; information governance; human resources and staff development; equality and diversity; health and safety; the Welsh language; and compliance with legislation, and with the general requirements of government, HEFCW, and other regulators.

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### Terms of reference:

1. To consider and recommend for Council approval:
  - a. Strategies relating to matters within the Committee's purview, unless covered elsewhere in these terms of reference;
  - b. Policies which require approval at a governance level for legal or regulatory reasons, relating to equality and diversity; and the Welsh language;
  - c. Proposals to petition the Privy Council to amend the University's Charter and Statutes, which shall be reviewed at intervals not exceeding five years;
  - d. The addition or deletion of Ordinances, or revisions to current Ordinances, which shall be reviewed at intervals not exceeding two years;
  - e. Revisions to the Standing Orders relating to Council and its sub-committees, which shall be reviewed at intervals not exceeding five years;
  - f. New and / or revised non-academic Regulations and such other documents relating to the governance of the University;
  - g. Revisions to the Constitution of the Students' Organisation, which shall be reviewed at intervals not exceeding five years;

- h. Revisions to the University's Counter-Fraud and Malpractice, Anti-bribery, and Public Interest Disclosure policies;
  - i. A shortlist of suitable individuals to be conferred with Honorary Awards of the University, drawing on a longlist prepared by the University Executive;
  - j. The revocation of an Honorary Award previously conferred by the University;
  - k. The appointment of individuals as Directors of a subsidiary company of the University, except for staff members or independent members serving on Council or a committee;
  - l. Submissions to government, HEFCW and other regulator policies and consultations, where responses are invited from the governing body;
  - m. The formal recognition of individual Trade Unions;
  - n. The Relationship Agreement between the University and the Students' Organisation; and
  - o. The annual report on the institution's compliance with the Counter-Terrorism and Security Act 2015 requirements (the 'Prevent' duty).
2. To consider and have authority to approve on behalf of Council:
- a. Policies relating to matters within the Committee's purview, which require approval at a governance level for legal or regulatory reasons, unless covered elsewhere in these terms of reference or forming part of the Ordinances;
  - b. Nominations by the University of suitable individuals for external Honours, based on a recommendation by the University Executive;
  - c. The appointment of staff members or independent members serving on Council or a committee, as Directors of a subsidiary company of the University;
  - d. The University's annual report on Health and Safety activities within the institution, which shall be presented to Council for information;
  - e. The appointment of University representatives on outside bodies; and
  - f. Revisions to the Recognition Agreement between the University and the recognised Trade Unions.
3. To receive reports for information and advise Council and / or the Vice-Chancellor as appropriate on:
- a. Proposals that the Senate revise the Standing Orders relating to the academic governing body and its sub-committees, which shall be reviewed at intervals not exceeding five years;
  - b. Key Performance Indicators and other metrics to monitor institutional performance relating to areas of the University's operation within the purview of the Committee;
  - c. Succession planning arrangements with respect to the members of the University Executive and the University Secretary (as Clerk to the Council);
  - d. Reports summarising all incidents, accidents, and RIDDOR injuries, and any other such matters which come under the Committee's purview;
  - e. The biennial Insurance Surveyor's report issued to the University;
  - f. Reports relating to radiation protection, fire safety, asbestos, genetic modification, and the use of biocides at the University;
  - g. An annual report on matters considered under the University's Public Complaints procedure;
  - h. The University's annual Modern Slavery and Human Trafficking statement;
  - i. Changes in legislation and good practice relating to areas of the University's operation within the purview of the Committee;
  - j. Those members of academic staff conferred with the relevant Emeritus title, including when such titles have been conferred retrospectively;
  - k. Appointments by the Vice-Chancellor of Research Professors, Honorary and Visiting staff;
  - l. Senior appointments at the University;
  - m. Processes relating to grievances, disciplinary, and public information disclosure; and
  - n. The University's operations in relation to:

- i. Human Resources and Staff Development, including leadership development;
- ii. Health and Safety;
- iii. Information Governance, including the General Data Protection Regulations and Freedom of Information;
- iv. Research Ethics;
- v. Compliance with the requirements of government, HEFCW, and other regulators, including UK Visas and Immigration, and animal welfare.

The Committee may establish time-limited Task & Finish Groups to undertake any of the above responsibilities on its behalf. The membership and reporting arrangements of such Task & Finish Groups shall be agreed by the Chair of Council, the Committee Chair, or the Vice-Chancellor, according to business demands.

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### Operation

The committee shall agree and present to Council an annual report outlining the key business undertaken by the Committee during the previous academic year, with a particular focus on the decisions taken by the Committee on behalf of the governing body in accordance with the delegated authorities provided in these terms of reference.

The committee may consider matters referred to it by Council, the Senate (via the Vice-Chancellor), or the University Executive.

Where the committee agrees a recommendation to Council in relation to an academic matter, the recommendation shall first be presented to the Senate for comment before consideration by the Council. The Vice-Chancellor shall determine whether or not a recommendation relates to an academic matter and that the Senate should be consulted.