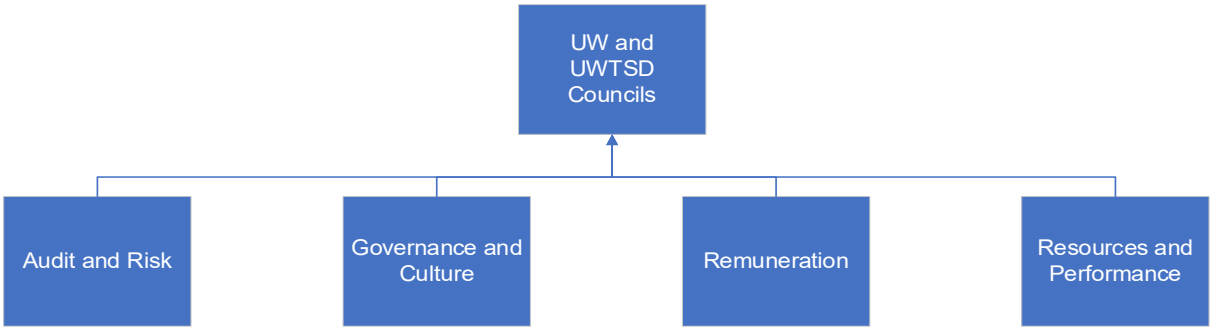
Council Standing Committee Terms of Reference 2026/27

Introduction

1. Consistent with the provisions of the Deed made between the University of Wales (UW) and the University of Wales Trinity Saint David (UWTSD) on 18 August 2017, the Councils of both Universities have determined that, with effect from September 2019, they will be serviced by a single, integrated standing committee structure. From September 2026, the integrated committee structure shall comprise:

    a. Audit and Risk Committee
    b. Governance and Culture Committee (which shall serve as the Nominations and Governance Committee in accordance with Statute VII);
    c. Remuneration Committee
    d. 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 July 2026, 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 the UW and UWTSD Councils as appropriate and the term 'University' means both the UW and UWTSD 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 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, remotely, or where permitted by the Chair of the standing committee, through a hybrid format.

6. Regular reports on the business of each committee in relation to each University will be submitted to the relevant Council. The minutes of meetings of each committee (with the exception of the reserved minutes of the Remuneration Committee) will be available to all members of the Council.

7. Each committee shall agree and present to Council an annual report outlining the key business undertaken during the previous year.

8. The UWTSD Council shall retain overall responsibility for ensuring UWTSD's compliance with the Medr Conditions of Registration and Funding, being advised by its standing committees on matters listed within their terms of reference, and shall retain direct oversight of compliance with the following Conditions:
    - Governance and Management (Strategic Direction and Risk Appetite)
    - Regard to Advice and Guidance
    - Information, Assistance, and Access
    - Charitable Status
    - Notification of Changes
    - Status as a Tertiary Education Provider.

9. The UWTSD Council shall be advised by the UWTSD Senate on the following Conditions:
    - Quality and Continuous Improvement
    - Learner Protection Plan
    - Learner Engagement Code
    - Equality of Opportunity (via Resources and Performance Committee)
    - Complaints Procedures (via Governance and Culture Committee)
    - Validation Arrangements
    - Information Provided to Prospective Students.

10. The UWTSD Council shall be advised by the UWTSD Senate on the following strategies:
    - Academic Success Strategy
    - Employability and Skills Strategy
    - Research and Innovation Strategy
    - Widening Access Strategy.

Audit and Risk Committee

Purpose

The Audit and Risk Committee (ARC) is responsible for advising and assisting Council in overseeing the assurance, control, and risk management environment of the University, including internal and external audit arrangements.

Strategies

ARC is responsible to Council for overseeing the following Strategies of the University:

- External Audit Strategy
- Internal Audit Strategy
- Procurement Strategy.

Conditions of Registration and Funding

ARC is responsible for reporting to Council on compliance with the following Condition:

- Governance and Management (Assurance Environment).

Duties

The duties of ARC shall be to oversee audit and risk across the University and the UWTSD Group including to:

<u>Audit</u>

1. 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. Discuss with the external auditors, before the audit begins, the nature and scope of the audit.
3. 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 matter the external auditors may wish to discuss (in the absence of management where necessary).
4. 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 Medr's accounts directions, and make recommendations to Council for their approval.
5. Consider and advise the Council on the appointment and terms of engagement of the Group 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 of dismissal of the internal auditors.
6. 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).

7. Monitor the implementation of agreed audit-based recommendations, from whatever source.
8. Monitor annually the performance and effectiveness of the external and internal auditors, including any matters affecting their objectivity and make recommendations to Council on their reappointment, where appropriate.
9. Receive any relevant reports from Medr, Audit Wales, the National Audit Office and other organisations.

Risk

10. Keep under review the Group and University Risk Registers and provide assurance to Council on the effectiveness of risk management, control and governance arrangements.

Assurance, Regulation, and Control

11. Oversee the University's overall arrangements for assurance, compliance and procurement, and provide assurance to Council that suitable arrangements are in place to ensure the suitability of the institution and to promote economy, efficiency, and effectiveness (value for money).
12. Approve the Financial Regulations of the University following review by the Resources and Performance Committee, including the internal system control contained in the Financial Regulations.
13. Ensure that all significant losses have been properly investigated and that the internal and external auditors, and where appropriate Medr, have been informed.
14. Oversee the University's compliance with relevant legislation, including Welsh, UK, and international law.
15. Oversee the University's policy on fraud and irregularity, including being notified of any action taken under that policy.
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.
17. Receive regular reports of the Accountable Officer.
18. Oversee the maintenance of frameworks for, and consider reports on, Reportable Events, hospitality and gifts, and whistleblowing prior to their submission to Council.
19. Receive UWTSD Student Union Financial Statements and Management Reports and support the Student Union with regard to reputational risk to the University.
20. Monitor the University's responses to circulars issued by Medr and other key external bodies, and the submission of returns to the Charity Commission and Companies House.
21. Report annually to the Council in accordance with the requirements of Medr's Conditions of Registration and Funding.

22. In the event of merger or dissolution, ensure that the necessary actions are completed, including arranging for a final set of financial statements to be completed and signed.

Self Evaluation

23. Ensure a process of self-evaluation of the work of the Committee.

Membership

- Up to five independent members appointed by Council, one of whom shall be the 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 Gâr (or other representative appointed by the Chair of the Coleg Sir Gâr Board).

Quorum

Three members, with at least two independent members present.

Frequency of Meetings

Normally four time a year.

Attendance

- Vice-Chancellor
- Chief Operating Officer
- Chief Financial Officer
- Chief People Officer (May meeting only)
- Chief Operating Officer, Coleg Sir Gâr
- University Secretary and Clerk to the Council
- External Auditors
- Internal Auditors

Reporting

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 Medr 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).

Authority

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

Governance and Culture Committee

Purpose

The Governance and Culture Committee (GCC) (incorporating the Nominations and Governance Committee) has been established to advise and assist Council in the oversight of governance and constitutional matters, the strategic oversight of the University's community, how the University's values are reflected within the culture of the University community, the promotion of the Welsh Language, and the award of honorary degrees and fellowships of the University.

Strategies

GCC is responsible for overseeing the following Strategies of the University:

- Health & Wellbeing Strategy
- Strategic Equality Plan
- Welsh Language Strategy.

Conditions of Registration and Funding

GCC is responsible for reporting to Council on compliance with following Conditions:

- Governance and Management (Good Governance, Governing Body, Leadership and Management, Stakeholders)
- Staff and Learner Welfare
- Welsh Language.

Duties

The duties of GCC shall be to:

<u>Strategy and Compliance</u>

1. Oversee the preparation and implementation of strategies within its purview.

<u>Governance and Constitution</u>

2. Oversee the annual evaluation of governance effectiveness and arrangements for its periodic review.
3. Monitor Council's governance capability, governance arrangements, practices, culture, and compliance with the CUC *Higher Education Code of Governance* and make recommendations to Council in relation to these matters.
4. Oversee and make recommendations to Council on proposed changes to the University's constitutional structure and related statutory instruments.
5. Monitor governance and constitutional matters for the wider UWTSD Group in accordance with the Protocol for the operation of the relationship between the University and Coleg Sir Gâr.

6. Review, for recommendation to Council, the role specifications for the offices of Chair, Vice-Chair, and other members of Council.
7. Determine criteria for the appointment of Chair, Vice-Chair, and other members of the Council and recommend to Council suitable candidates.
8. Review and monitor the composition and membership needs of Council and its committees and make recommendations on membership, 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 Medr Conditions of Registration and Funding.
9. Monitor, oversee and make recommendations to Council on the training and development of members.
10. Make recommendations on the appointment of directors to University subsidiary companies and on the appointment of members to serve on other bodies as representatives of the University.

University Community and Culture

11. Consider matters pertaining to student and staff welfare and experience.
12. Oversee the annual evaluation of staff and learner welfare and delivery of the Welfare Action Plan.
13. Monitor equality, diversity, and inclusion matters for both Council and the University.
14. Consider reports of stakeholder engagement which further the objects and values of the University.
15. Consider and monitor arrangements relating to organisational development and succession planning
16. Maintain an overview of complaints made to the University, reporting annually to Council.

Human Resources

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.
18. Consider reports and recommendations on staffing matters arising from Human Resource strategies and/or policies and procedures.
19. Maintain an overview of settlement agreements and non-disclosure agreements within the purview of the University's governance.

Welsh Language

20. Consider matters relating to UWTSD's strategy for promoting and developing Welsh medium and bilingual education.
21. Oversee the annual evaluation of the Welsh Language Strategy.

22. Provide assurance to Council on the University's compliance with Welsh Language Standards.

Honorary Awards

23. Oversee the process for identifying, considering, and nominating persons on whom Honorary Degrees and Fellowships of the University may be conferred, and approve such nominations on behalf of Council.

Self Evaluation

24. Ensure a process of self-evaluation of the work of the Committee.

Membership

- The Chair of Council (*ex-officio*)
- The Vice-Chancellor (*ex-officio*)
- Up to four independent members appointed by and from the Council, one of whom shall be appointed Chair of the Committee
- A staff member of Council
- Two student members of the Council

Quorum

Five members, with a majority of independent members.

Frequency of Meetings

Normally four times per year.

Attendance

For governance matters:

- University Secretary and Clerk to the Council

For other matters:

- Pro Vice-Chancellor (Education)
- Associate Pro-Vice-Chancellor (Welsh Language Services)
- Chief People Officer
- University Secretary and Clerk to the Council

Remuneration Committee

Purpose

The Remuneration Committee is responsible for advising and assisting Council on the reward strategy and policy which cover the remuneration, benefits and conditions of employment of the senior officers of the University.

Duties

The duties of the Committee shall be to:

1. Review and determine on an annual basis the salaries, terms and conditions and, where appropriate, the severance conditions of the Vice-Chancellor, Chief Operating Officer, 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. Review periodically the independence and accountability of the Clerk to Council in the context of the postholder's wider executive responsibilities.
3. Ensure a process of self-evaluation of its work.

Membership

- The Chair of Council (*ex-officio*)
- Up to 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
- Up to one other person as the Committee shall co-opt as a member

Quorum

Three members, with a majority of independent members.

Frequency of Meetings

Normally twice a year.

Attendance

- Chief People Officer
- Vice-Chancellor
- 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 Chief People Officer will remain in attendance to provide advice, as required.

Resources and Performance Committee

Purpose

The Resources and Performance Committee (RPC) is responsible for advising and assisting Council in the oversight of the University's strategic planning, its finances, resources, infrastructure, and for monitoring overall performance against approved measures.

Strategies

RPC is responsible for overseeing the following Strategies of the University:

- Strategic Plan
- Digital Strategy
- Environmental Sustainability Strategy
- Marketing and Communications.

Conditions of Registration and Funding

RPC is responsible for reporting on compliance with the following Conditions:

- Equality of Opportunity
- Fee Limits
- Financial Sustainability
- Governance and Management (Financial Management, Estates Management).

Duties

The duties of RPC shall be to:

<u>Strategy and Performance</u>

1. Oversee the arrangements for the preparation of the University's Strategic Plan, Annual Plan and supporting strategies, including those for the UWTSD Group, and provide advice to Council on approval and progress with implementation.
2. Recommend to Council and subsequently monitor performance against Key Performance Indicators.
3. Oversee the preparation and implementation of other strategies within its purview.

<u>Finance</u>

4. Advise and make recommendations to Council on the University's annual revenue and capital budgets and forecasts.
5. Review the financial performance against forecasts, budgets, and longer term plans; and 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.

6. Advise the Council on actions required to ensure:
    a. the short-, medium-, and long-term 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 Medr Conditions of Funding are met, including the requirement to maintain financial solvency;
7. 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;
    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;
    d. relevant matters which may have been raised with Council by the auditors and the financial plans and forecasts; and
    e. the writing off of debts in accordance with the Financial Regulations.
8. Receive reports on student recruitment and enrolment forecasts, Fee Limits, and advise Council on the implications for the University's financial position.
9. Oversee the necessary arrangements in connection with the University's bank accounts, insurance, borrowing, investment, professional advisers and other such matters.
10. Review on a regular basis the Financial Regulations of the University and amend them as appropriate for approval by the Audit and Risk Committee.
11. Prepare and scrutinise the annual Financial Statements and management accounts of the University and advise Council accordingly.
12. Consider proposals in respect of the allocation of funds to the UWTSD Students' Union and advise Council accordingly.

<u>Human Resources</u>

13. 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.
14. Consider proposals for any restructuring of the University's staffing establishment and advise Council accordingly.

<u>Infrastructure and Projects</u>

15. Oversee the preparation of the University's infrastructure strategies and associated projects, including Digital Infrastructure, Artificial Intelligence and Estates, and provide advice to Council on approval and progress with implementation.

16. Advise Council on the resourcing and delivery of major capital projects and matters relating to estate acquisitions, disposal, and change of use, including the purchase or mortgaging of property and the selection of contractors, within any limit from time to time prescribed by Council.
17. Consider reports on the operational management of the infrastructure, including arrangements for compliance, health and safety, cyber security, space utilisation, and environmental sustainability.

Subsidiaries

18. Have oversight, on behalf of Council, of the subsidiary companies of the University, including their formation, performance, expansion and/or dissolution, and to report to Council thereon.
19. Review periodically the Operating Protocol between UWTSD and CSG and advise Council of any amendments necessary.

Self Evaluation

20. Ensure a process of self-evaluation of the work of the Committee.

Membership

- The Chair of Council (*ex-officio*)
- The Vice-Chancellor (*ex-officio*)
- Up to five 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

Quorum

Five members, with a majority of independent members.

Frequency of Meetings

Normally five times a year.

Attendance

- Chief Operating Officer
- Chief People Officer
- Chief Financial Officer
- Chief Operating Officer Coleg Sir Gâr
- University Secretary and Clerk to Council

For relevant academic matters only:

- Pro Vice-Chancellors

For Estates matters only:

- Interim Director of Estates
- Interim Deputy Director of Estates

Annex: Mapping of Medr Conditions of Registration

Condition	Council	Audit and Risk	Governance and Culture	Resources and Performance	Via Senate
Financial Sustainability				Y	
Governance and Management	Y	Y	Y	Y	
Quality and Continuous Improvement					Y
Staff and Learner Welfare			Y		
Welsh Language			Y		
Learner Protection					Y
Learner Engagement Code					Y
Equality of Opportunity				Y	Y
Complaints Procedure			Y		Y
Regard to Advice and Guidance	Y				
Information, Assistance, and Access	Y				
Validation Arrangements					Y
Charitable Status	Y				
Information Provided to Prospective Students					Y
Fee Limits				Y	
Notification of Changes	Y				
Status as a Tertiary Education Provider	Y				