

Joint Meeting of the Councils

UNRESTRICTED Minutes of the meeting held at 2.00 p.m. on Monday 11 July 2022 at the IQ Building, Swansea Campus, Swansea SA1

Present:

Venerable Randolph Thomas (Chair)
Justin Albert
Pam Berry
Andrew Curl
Tania Davies
Margaret Evans
Taya George Gibbons
Eifion Griffiths
Professor Medwin Hughes

Vanessa Liverpool
Arwel Ellis Owen
Dr Stuart Robb
Geraint Roberts
Nigel Roberts
Emlyn Schiavone
Maria Stedman
Dr Kerry Tudor

In attendance:

Sarah Clark, Clerk to Council
Andrew Cornish, Principal, Coleg Sir Gar/Ceredigion
Professor Dylan Jones, Deputy Vice-Chancellor
Professor Catrin Thomas, Deputy Vice-Chancellor (Academic)
Shône Hughes, Chief of Staff

Steve Baldwin Director of Resources and Business Planning
Gavin Bessant, Director of Financial Services (via Teams)

Catrin Beard (Translator)
Margaret Williams (Secretary)

Iestyn Davies, Pro Vice-Chancellor (observer)

Members extended their sympathy to Justin Albert and Andrew Curl on their recent bereavements and stood as a mark of respect.

Minute Number	Main discussion points	Action/decision
22.25 Apologies for absence	<p>Apologies for absence were received from Tony Ball, Siwan Davies, Tania Davies, Rowland Jones, Matthew Peake, Victoria Provis, Dr Conny Matera-Rogers, Dr Liz Siberry, Jane O'Rourke, Deris Williams.</p> <p>The Clerk reported that Rowland Jones wished to make clear that he would have been able to attend the meeting remotely.</p>	
22.26 Declarations of interest	<p>The Councils RECEIVED the Declarations of Interest as noted in the Clerk's report and noted the additional declarations (JCO148).</p>	
22.27 Chair's report	<p>The Councils RECEIVED the report of the Chair (JCO149).</p> <p>The Chair welcomed Taya Gibbons as a new student member of Council. He congratulated Vanessa Liverpool on being re-elected as Group President.</p> <p>The Chair referred to the forthcoming retirements from the two Councils of Tony Ball, Pam Berry, Andrew Curl, Margaret Evans and Eifion Griffiths. He conveyed the sincere thanks of the Councils to them for their dedication, commitment and significant contribution to the Councils and the Universities. He particularly thanked Pam Berry and Margaret Evans for their support as Vice-Chairs of UWTSD and UW respectively. He also thanked Tania Davies who had reached the end of her term of office as Academic Staff member for her commitment and service.</p> <p>The Chair referred to the retirement of Professor Catrin Thomas, Deputy Vice-Chancellor (Academic) and thanked her for her dedication and contribution over 35 years.</p> <p>The Chair updated the Councils on discussions at the ChUW meeting held on 30 June 2022 which included the measures institutions were considering to mitigate the risks associated with any future pandemics, the Tertiary Education and Research (Wales) (TER) Bill and the Camm reports on EDI and Stakeholder Engagement. ChUW also received the REF results in relation to the Welsh HE sector which showed a slight improvement from previous years.</p> <p>The Clerk confirmed that the Stakeholder Engagement report was scheduled for consideration by the Councils at the September planning day.</p>	
22.28 Vice-Chancellor's report	<p>This is a RESTRICTED item and reported within the restricted minutes of the meeting.</p>	

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22.29 Audit and Risk report	<p>The Councils RECEIVED the report of the ARC meeting held on 23 May 2022 (JCO151).</p> <p>The Chair of ARC commended the way in which data was now presented.</p>	
22.30 Risk management matters	<p>This is a RESTRICTED item and reported within the restricted Minutes of the meeting.</p>	
22.31 Appointment of External and Internal Auditors	<p>The Councils CONSIDERED recommendations for the appointment of Internal and External Auditors for the UWTSD Group and the University of Wales (JCO153).</p> <p>The DFS reported that the recommendations were made following the conclusion of a tendering process overseen by the Group Procurement function. The recommendations had been endorsed by ARC members. The appointments cover the University and Colleges.</p> <p>Council APPROVED the following recommendations</p> <ul style="list-style-type: none"> (a) that KPMG be appointed as the Group External Auditors for the 3 year period 2022/23, 2023/24, 2024/25 with the provision for an optional 4th year to be covered by the appointment; (b) that Mazars be appointed as the Group Internal Auditors for the 3 year period 2022/23, 2023/24, 2024/25 with the provision for an optional 4th year to be covered by the appointment. <p>Members noted the importance of the internal auditors being able to operate through the medium of Welsh where required.</p>	
22.32 Nominations and Governance report	<p>Councils CONSIDERED the report of the NGC meeting held on 20 May 2022 (JCO154).</p> <p><u>CUC Code</u> NGC had considered a biennial review by the Clerk of current practice against the CUC Code. Her report had confirmed that all elements had been adopted in full but raised some matters for NGC's consideration and drew attention to some areas in which further progress was dependent on completion of sector-wide work following the Camm review.</p> <p>In relation to Element 5.8 – consideration of the benefits of appointing a Senior Independent Governor (SIG) – NGC had noted that some Welsh universities had now appointed SIG. The Councils AGREED that the Clerk should draft a possible job description for a SIG for consideration by NGC at the appropriate time.</p>	

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	<p><u>Camm action plan</u> NGC had considered a report on progress in respect of the Camm action plan. In relation to Action 9 – Diversity and Inclusivity of Governing Bodies – members noted that a joint session with CSG had been organised to facilitate the development of Council and Board diversity plans. For the two universities the work would be led by an NGC working group, with the outcomes presented at the September meetings of the Councils.</p> <p><u>Succession plan for independent governors</u> This is a RESTRICTED item and reported within the restricted minutes of the meeting.</p> <p><u>CSG Governor Code of Conduct</u> The Councils CONSENTED to the CSG Governor Code of Conduct.</p>	
22.33 Standing committees terms of reference and arrangements	<p>The Councils CONSIDERED NGC’s recommendations in respect of arrangements and membership for standing committees in 2022/23 (JCO156) and approved the following:</p> <p>(a) the establishment of an Estates Committee as a standing committee of the two Councils and its terms of reference and consequent modifications to the terms of reference of the Resources and Performance Committee;</p> <p>(b) minor changes to the terms of reference of the Academic Committee.</p> <p>The Councils noted that the following matters recommended by NGC had been approved by Council Chair’s action:</p> <p>(a) The proposed membership and chairing of standing committees for 2022/23;</p> <p>(b) The draft calendar of meetings for 2022/23</p> <p>Members noted that the start times of meetings had been discussed and members had agreed to propose a 16.00 start for NGC and ARC as a pilot, together with some amendments to the start times of the Councils.</p>	
22.34 Minutes of the last meeting	The Councils CONFIRMED the Minutes of the meeting held on 31 March 2022 (JCO157).	
22.35	The Councils RECEIVED the report on Chair’s Action (JCO158).	

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Report on Chair's Action		
22.36 Health and Safety report	The Councils RECEIVED the Health and Safety report (JCO159). The Clerk noted that Health and Safety matters would be reported to the new Estates Committee in future.	
22.37 Declarations of interest	There were no additional declarations of interest reported during the course of the meeting.	
Date and time of next meeting	The next meeting would be held on the 29 September 2022.	

Meeting terminated 3.15 p.m.