

## XVI. COMMITTEES OF THE COUNCIL

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1. By Statute XII (xix) the Council has power to provide for the establishment of Committees including representatives of the Council and such other persons as the Council may determine and to prescribe the method of appointment and the functions of such Committees.
2. There shall be Committees of the Council as specified below. The members shall be appointed by the Council, normally on the recommendation of the Nominations and Governance Committee. Members shall serve for 3 years, and may be reappointed provided that they remain members of the Council, unless this is specifically excluded in the constitution of the Committee.
3. Each Committee shall have a Chair appointed by the Council for a specified period. The Secretary of each Committee shall be appointed by the University Secretary.
4. Minutes of each meeting shall be presented to the Council.
5. Unless otherwise ordered by the Council, the quorum for a committee of five or more members shall be **three**, and the quorum for a committee of fewer than five members shall be **two**.
5. Each committee shall have the power to co-opt up to three individuals who are not members of the Council and who need not necessarily be members of the University to serve on the Committee for a period of three years. Upon expiry of this term, co-option for one further period of three years is permitted.
7. The standing committees of the Council shall be as follows:
  - (a) **Finance and Resources Committee**
    - (i) **Composition**

<i>Ex-officio</i>	The Chair (appointed by the Council) The Treasurer The Vice-Chancellor Any Pro Vice-Chancellor with responsibility for Resources The President of the Students' Union
<i>Appointed</i>	Three additional lay members of Council
    - (ii) **Terms of Reference**
      - (1) To keep under review on behalf of the Council the overall financial health of the institution.
      - (2) To consider and make recommendations on the financial strategy for the University.
      - (3) To consider and make recommendations on the budget for each year.

- (4) To consider financial statements, and in particular to recommend approval of the Annual Accounts.
- (5) To monitor the University's liquidity position.
- (6) To set general policy on investments and consider reports from an Investments Committee.
- (7) To consider and decide upon any borrowing request (subject to HEFCW approval).
- (8) To approve mechanisms for setting tuition and other fees.
- (9) To authorize the creation of new enterprises or companies by the University, and to approve any investment therein or in any associated company of the University..
- (10) To consider and decide upon the University's insurance cover.
- (11) To appoint Bankers and other financial advisers, and to agree the terms of such appointments including any fees which may be payable.
- (12) To consider and make recommendations on the estates strategy, including plans for building developments, building maintenance, grounds and gardens, furniture or major equipment.
- (13) To ensure that mechanisms exist to manage the major assets of the University safely, legally and effectively.
- (14) To consider and make recommendations on proposals for the purchase, lease or disposal of land or buildings.
- (15) To consider and decide upon any matter relating to the oversight of residential accommodation and catering, and hospitality services.
- (16) To deal, on behalf of the Council, with such matters of urgency as the Chair of Council may determine, and which have arisen when no meeting of the Council is scheduled.
- (17) To act on behalf of the University as principal employer in matters relating to the Bangor University Pension and Assurance Scheme.
- (18) To report to the Council.
- (19) To undertake an annual review of the performance and effectiveness of the Committee.

**(b) Audit & Risk Committee**

**(i) Composition**

- (1) The Committee shall consist of:

Up to 5 persons appointed by the Council from amongst the lay members of Council who are not members of the Finance and Resources Committee.

- (2) The Committee shall have power to co-opt up to three persons, who need not necessarily be members of the University, to provide appropriate expertise.
- (3) At least one member of the Committee must have a background in finance, accounting or auditing.
- (4) The Chair must be chosen from among the lay Council members of the Committee.
- (5) The President of the Students' Union shall be in attendance.

(ii) Terms of Reference

- 1) To ensure that the University complies with the mandatory requirements of the HEFCW Audit Code of Practice.
- 2) To advise the Council on the appointment and remuneration of the internal and external auditors (and the head of internal audit, if applicable), the scope of their work, any non-audit services provided, and any questions of their resignation or dismissal.
- 3) To monitor annually the performance and effectiveness of internal and external auditors, including any matters affecting their independence and objectivity.
- 4) To determine the overall nature and scope of audit work (including review and approval of the internal and external audit strategies), promote co-ordination between internal and external auditors and ensure, as far as is reasonably practicable, that the resources made available for internal and external audit are sufficient to meet the institution's needs.
- 5) To consider the findings and conclusions arising from audits, including a review of the external auditor's Management Letter and the management responses, and any benchmarking information that is provided.
- 6) Monitor the implementation of recommendations made in audit reports, audit-related letters and guidance, and reports from external bodies, authorizing appropriate action as necessary.
- 7) Initiate any other audit investigations relating to any of the University's activities, where considered appropriate by the Committee.

- 8) Review the audit aspects of the institution's financial statements, including the audit report, the statement of governors' responsibilities, and the statement of internal control.
- 9) To ensure that all serious weaknesses resulting in actual or potential significant losses are reported to internal and/or external audit and properly investigated.
- 10) Review the audit aspects of the financial statements relating to the Students' Union and any subsidiary companies of the University.
- 11) To monitor and review the effectiveness of the University's risk management, control and governance arrangements and to report to Council any matters on the strategic risk register that involve accepting a higher level of risk than that agreed by Council in the University's risk appetite statement.
- 12) To advise the Council as to whether the University has adequate systems and procedures in place to promote economy, efficiency and effectiveness (value for money), including review of the University's annual procurement report.
- 13) To review the assurance mechanism for ensuring compliance with the University's corporate governance requirements and oversee the implementation and annual review of key governance policies (including fraud, whistle-blowing, and anti-bribery policies), providing Council with assurance that policies and procedures are consistently applied and that there is compliance with relevant legislation.
- 14) To advise the Council as to whether the University has adequate systems and procedures in place to manage and assure the quality of data submitted to the funding council, and other bodies such as the Higher Education Statistics Agency and the Student Loans Company.
- 15) To advise the Council on the robustness of the University's due diligence processes.
- 16) Review on behalf of Council an annual report of formal complaints received by the University.
- 17) To submit an Annual Report to the Council including the Internal Auditor's Annual Report, and indicating the Committee's opinion on the extent to which the Council, in discharging its responsibilities, may rely on the University's internal control systems.
- 18) To undertake an annual review of the performance and effectiveness of the Committee.

(iii) Reporting

The Committee is required to present an annual report to the Council on its work during the previous financial year. This must encompass the Internal Auditor's Annual Report, and it should contain the Audit & Risk Committee's opinion on the extent to which the Council, in discharging its responsibilities, may rely on the University's internal control systems.

**(c) Health & Safety Committee**

**(i) Composition**

*Ex-officio*

Chair (appointed by Council)  
 The Vice-Chancellor  
 Deputy Vice Chancellor  
 University Secretary  
 The President of the Students' Union  
 The Director of Human Resources  
 The Director of Estates & Facilities

- 2 appointed by the Council from the members of the Council who are not members of the Senate
- 2 appointed by Senate who shall be Heads of a College or School
- 6 Safety Co-ordinators to represent all sectors and activities at the University
- 10 to be appointed by Trades Unions
- 2 appointed by the Students' Union

Chair of Sub-Committees – The Chair of each sub-committee shall be co-opted as a member of the Health & Safety Committee

**(ii) Terms of Reference**

- (1) To recommend such action as is thought necessary to fulfill the legal obligations of the University regarding matters of health and safety and to ensure that reasonable steps are taken to promote the health and safety of staff, students, authorised visitors and members of the public lawfully entering the University precincts.
- (2) To advise the University on questions of safety policy, to oversee the implementation of the approved University Safety Policy and to recommend to the Council any amendments required in the statement of that policy.
- (3) To report annually to the Council on the University's health and safety performance.
- (4) To appoint such sub-committees as it may deem necessary.

- (5) To report to the Council
- (6) To undertake an annual review of the performance and effectiveness of the Committee.

**(d) Bilingualism Committee**

(i) Composition

*Ex-officio*

(7 members)

Chair appointed by Council  
 The Vice-Chancellor  
 The Pro-Vice-Chancellor (Welsh Medium)  
 The President of the Students' Union or an officer of the Union nominated by the President  
 The Director of Canolfan Bedwyr

2 members

appointed by the Council from the members of the Council who are not members of the Senate

1 member

appointed by the Senate from the representatives of the Senate on the Council

1 member

appointed by the Senate

1 member

appointed by and from the student members of the Council

(ii) Terms of Reference

- (1) To be responsible for the implementation and development of the language scheme of the University.
- (2) To be responsible, on behalf of the Council, for ensuring that the University complies with relevant requirements of the Welsh Language Act and any other similar legislation.
- (3) To act on any matter as may be required by the Council.
- (4) To report to the Council.
- (5) To undertake an annual review of the performance and effectiveness of the Committee.

**(e) Ethics Committee**

(i) *Composition*

Chair: Appointed by the University Council

*Ex-officio:*

Deputy Vice-Chancellor (Research)

Chair, Ethical Review Committee  
Chairs of Academic Ethics Committees  
President of the Students Union  
One Senior Administrative Member of Staff from each College

*Appointed:*

2 lay members of Council  
2 members of Senate

*The Committee shall have the power to co-opt to membership not more than two other persons who may be drawn from either within or outside the University. Co-opted members shall serve in that capacity for a period of 3 years and may be re-appointed for one further term of 3 years.*

(ii) *Terms of Reference*

- (1) To advise the Council and Executive on general matters of ethics (particularly research) including if requested, guidance on what should be regarded by the University as ethically acceptable.
- (2) To establish a general framework for the operation of Academic Ethics Committees and to ensure that where such Committees are created they work within the general guidelines and standards set by the Committee.
- (3) To receive the reports of the Ethical Review Committee, as a sub-committee, and to advise the Council thereon.
- (4) To monitor the work of the various Academic Ethics Committees and to report to the Council thereon even though it is acknowledged that the primary function of such Committees is to advise the College / School concerned.
- (5) To receive an Annual Report, at its first meeting of the academic year, from each Academic Ethics Committee.
- (6) To act on any other matter consistent with the above as may be required by the Council.
- (7) To report to the Council, including providing the Council with an Annual Report.
- (8) To meet twice per academic year.
- (9) To undertake an annual review of the performance and effectiveness of the Committee.

**(f) The Strategy Committee**

(i) Composition

*Ex-officio*

- The Chair of Council (Chair)
- The Chair of the Finance & Resources Committee
- The Chair of the Audit & Risk Committee
- The Vice-Chancellor
- The Pro Vice-Chancellors
- The University Secretary

*Appointed:* Three additional lay members of the Council

Other Council members and Executive members may be invited to attend meetings for specific agenda items.

(ii) Terms of Reference

- (1) To consider and make recommendations to the Council on the general or long-term direction of the University.
- (2) To consider and make recommendations to the Council on the University's Strategic Plan, Mission, Values, and main objectives.
- (3) To consider the performance of the University against its planned strategies.
- (4) To consider major strategic proposals prior to being presented to the Council for approval and advise the Council, as appropriate.
- (5) To consider matters and develop strategies referred to it by the Executive and the Council.
- (6) To deal, on behalf of the Council, with such matters of urgency as the Chair of Council may determine, and which have arisen when no meeting of the Council is scheduled.
- (7) To report to the Council.
- (8) To undertake an annual review of the performance and effectiveness of the Committee.

(ii) Frequency of Meetings

The Committee shall meet five times a year, between meetings of the Council.

**(g) Nominations & Governance Committee**

(i) Composition

The Chair of Council  
The Vice-Chancellor  
The Treasurer  
Three lay members of the Council elected by the Council  
Deputy Vice Chancellor  
The longest serving Senate representative on the Council  
The Academic Staff representative on the Council  
The President of the Students' Union

(ii) Terms of Reference

- (1) To recommend to the Council persons who might be appointed by the Council to serve on the various Committees of the University.
- (2) To conduct appropriate searches and to recommend to the Council persons to represent the University on the various bodies on which the University is represented.
- (3) To keep under review the membership of the Council and to make recommendations to the Council thereon.



- (4) To provide advice on who might be proposed to fill vacant places in the lay membership of the Council.
- (5) To advise the Council on any other matter referred to the Committee by the Council.
- (6) In exercising these functions the Committee shall have regard to the nature of advice issued by the Committee of University Chairmen and other appropriate bodies on relevant issues of University governance.
- (7) To make recommendations to the Council (and thereafter Court) for the appointment of a Chancellor, Pro-Chancellors and Treasurer.
- (8) To report to the Council.
- (9) To undertake an annual review of the performance and effectiveness of the Committee.

**(h) Remuneration Committee**

**(i) Composition**

The Chair of Council  
The Chair of the Resources Committee  
1 additional member of the Resources Committee  
1 additional lay Council member  
The University Secretary  
The President of the Students' Union

The quorum for a meeting should be three, two of whom must be lay members of Council.

**(ii) Terms of Reference**

- (1) To determine and keep under review the salaries, terms and conditions of employment (and, where appropriate, severance payments) of the Vice-Chancellor, all Professors and the holders of all professorial equivalent posts who are on salaries of £70K or more.
- (2) To undertake a review of all salaries within its purview at least once in each academic year.
- (3) To have proper regard in performing these functions, both to the practice of the University sector as a whole and to the particular financial and operational circumstances of the Bangor University.
- (4) The Committee may empower the Vice-Chancellor to determine the initial salaries of newly appointed Professors or holders of professorial equivalent posts. Any salaries determined by the Vice-Chancellor shall

be reported to the Committee at its next meeting for confirmation.

- (5) The Committee may empower the Vice-Chancellor to vary the salary of staff in post should this be considered necessary for purposes of retention. Any salaries varied by the Vice-Chancellor in this way shall be reported to the Committee at its next meeting for confirmation.
- (6) The Committee may empower the appropriate officers to adjust the salaries of staff within its purview in accordance with any nationally agreed pay award without the prior approval of the Committee. Subject to (5) above, no other adjustments to individual salaries may be made without the prior approval of the Committee.
- (7) To receive report from sub-committee(s) who will be reviewing salaries of Professor and the holders of all professorial equivalent posts earning between £47K and £70K.
- (8) To report to the Council.

[NB. Any employee of the University whose salary is under consideration or member who has an interest, shall withdraw from the meeting for such an item.]

**(i) Honorary Degree & Fellowships Committee**

(i) Composition

The Chancellor or Pro-Chancellor  
The Chair of Council  
The Treasurer  
The Vice-Chancellor  
A Deputy Vice-Chancellor or Pro-Vice-Chancellor

(ii) Terms of Reference

- (1) To consider nominations for Honorary Fellowships and decide upon such awards.
- (2) To consider and determine the rules governing such awards.

The Secretary shall report the awards to be conferred, after the individuals have indicated acceptance of an Honorary Degree or Fellowship, but the deliberations of the Committee shall remain confidential.

