

**UNIVERSITY OF SOUTH WALES HEC
PRIFYSGOL DE CYMRU CAU**

BOARD OF GOVERNORS

STATEMENT OF PRIMARY RESPONSIBILITIES

The Board of Governors has agreed that this Statement of Primary Responsibilities should be published. The Statement summarises the primary responsibilities of the Board of Governors, alongside those of the Vice-Chancellor, Executive, Deans and Heads, and those of the Academic Board, and derives from Article 3 of the University's Articles of Government (included as Appendix I). The Statement also details those responsibilities of the Board of Governors which it reserves to itself and those which it has delegated to its Committees or to the Vice-Chancellor.

The Boards of Directors of the Royal Welsh College of Music & Drama (RWCMD) and the Merthyr Tydfil College (MTC) are responsible to the Board of the University which is the sole 'member' of those corporations. The committees of the Board of Governors of the University act as committees for the Boards of Directors of RWCMD and MTC as appropriate, except insofar as those Boards (with the agreement of the University Board) have their own arrangements*.

The Boards of Directors of RWCMD and MTC have direct responsibility for health and safety and student-related issues within their respective colleges. The responsibility for awarding of Honorary Fellowships of RWCMD (reporting outcomes to the University Board) falls directly to the College Board of Directors.

** this allows for areas of responsibility (for legal or other sensible reasons) to fall with agreement to those Boards directly*

1. Responsibilities of the Board of Governors

1.1 Responsibilities established under the Articles of Government:

The Board of Governors shall be responsible for:

- a) the determination of the educational character and mission of the University and for oversight of its activities;
- b) the effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets;
- c) approving annual estimates of income and expenditure;
- d) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the assignment and appraisal of the Principal and the Clerk to the Board of Governors, if the holder of that office is not a member of the University's staff;
- e) setting a framework for the pay and conditions of all other staff.

1.2 In addition the Board of Governors has agreed the following responsibilities:

- a) the determination of the University's strategic vision, its long-term business plans, and critical performance indicators (CPIs), and ensuring that these meet the interests of stakeholders;
- b) the approval of and monitoring of annual budgets;
- c) the monitoring of institutional performance against plans and approved CPIs, which are wherever possible and appropriate benchmarked against other comparable higher education institutions;
- d) ensuring the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, clear procedures for handling internal grievances, and for managing conflicts of interest;
- e) approving procedures relating to suspension and dismissal of staff and staff grievance procedures;
- f) approving procedures relating to student conduct (including suspension and dismissal), exclusion of students on academic grounds, and student complaints;
- g) approving the constitution of the University's Student Union and its annual budget;
- h) maintaining accounts and appointing auditors;
- i) approving the composition of the Academic Board.

2. Responsibilities of the Vice-Chancellor

2.1 Responsibilities established under the Articles of Government:

Subject to the responsibilities of the Board of Governors, the Principal shall be the chief executive of the University and shall be responsible for:

- a) making proposals to the Board of Governors about the educational character and mission of the University, and for implementing the decisions of the Board of Governors;
- b) the organisation, direction and management of the University and leadership of the staff;
- c) the appointment, assignment, grading, appraisal, suspension, dismissal, and determination - within the framework set by the Board of Governors - of the pay and conditions of service of staff other than the holders of senior posts; and the assignment and appraisal of the holders of senior posts other than the Principal and the Clerk to the Board of Governors, if the holder of that office is not a member of the University's staff;
- d) the determination, after consultation with the Academic Board, of the University's academic activities, and for the determination of its other activities;

- e) preparing annual estimates of income and expenditure, for consideration by the Board of Governors, and for the management of budget and resources, within the estimates approved by the Board of Governors; and
- f) the maintenance of student discipline and, within the rules and procedures provided within the Articles, for the suspension or expulsion of students on disciplinary grounds and for implementing decisions to expel students for academic reasons.

2.2 In addition the Board of Governors has agreed the following responsibilities:

- a) making proposals to the Board of Governors regarding the University's strategic vision, long-term business plans, critical performance indicators and annual budgets;
- b) acting as Accounting Officer, which is the personal responsibility of the Vice Chancellor, and ensuring that the University complies with the terms and conditions specified by the Higher Education Funding Council for Wales (HEFCW) for the use of their funds and, if required, presenting evidence before the Public Accounts Committee and the National Assembly for Wales Audit Committee.

These responsibilities are discharged with the support of a senior management team, which currently comprises two Deputy Vice-Chancellors. The Vice-Chancellor and members of the senior management team work closely with the Deans of Faculty, Heads of Corporate Departments, and the University Secretary and Clerk to the Governors.

3. Responsibilities of the Academic Board

3.1 Responsibilities established under the Articles of Government:

Subject to the provisions of these Articles, to the overall responsibility of the Board of Governors, and to the responsibilities of the Principal, the Academic Board shall be responsible for:

- a) general issues relating to the research, scholarship, teaching and courses at the University, including criteria for the admission of students; the appointment and removal of internal and external examiners; policies and procedures for assessment and examination of the academic performance of students; the content of the curriculum; academic standards and the validation and review of courses; the procedures for the award of qualifications and honorary academic titles; and the procedures for the expulsion of students for academic reasons. Such responsibilities shall be subject to the requirements of validating and accrediting bodies;
- b) considering the development of the academic activities of the University and the resources needed to support them and for advising the Principal and the Board of Governors thereon; and
- c) advising on such other matters as the Board of Governors or the Principal may refer to the Academic Board.

3.2 In addition the Board of Governors has agreed the following responsibilities:

- a) approving academic policies and procedures relating to research, scholarship and teaching, including those concerned with student admissions and assessment, the content of the curriculum, academic standards and quality assurance, award of qualifications, and exclusion of students on academic grounds;

4. Delegation of Responsibilities of the Board of Governors

Committees

A summary of the role of each Committee, based on the terms of reference agreed by the Board of Governors, is included in Appendix II to this paper. The role of Committees is advisory to the Board but the Board may from time to time delegate specific matters for determination by a Committee. The following specific matters have been delegated for approval by individual Committees through their agreed terms of reference:

1) *Finance and Resources Committee*

- financial regulations, including any financial policies therein
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- insurance and banking arrangements
- expenditure proposals, contracts and grant applications in line with the financial regulations

- annual Student Union budget

2) *Audit Committee*

None

3) *Human Resources Committee*

- health and safety policy
- employment policies and procedures

4) *Remuneration Committee*

- approval of remuneration of Deans of Faculty and Heads of Corporate Departments

5) *Nominations Committee*

None

6) *Staff and Student Disciplinary Appeals Committees*

- determining appeals on behalf of the Board

Vice-Chancellor

The Board of Governors has the power to delegate in accordance with Article 5.1 its responsibilities to the Vice-Chancellor. Apart from matters which may be delegated on an ad hoc basis, the following matters have been delegated on an ongoing basis;

- approval of annual schedule of fees and charges

Chairman of Governors

The Board of Governors has the power to delegate its responsibilities to the Chairman or, in his/her absence, to the Deputy Chairman. Under the Articles of Government the Chairman has the power to call special meetings of the Board of Governors at any time.

The following specific matters have been delegated;

- annual appraisal of the Vice-Chancellor
- taking action between scheduled meetings (except where a special meeting is called), along with another governor, in accordance with the provisions in the Standing Orders, to approve matters which fall to be approved by the Board or one of its Committees, such approval to be reported to the next normal meeting of the Board or Committee.

APPENDIX I

EXTRACT FROM ARTICLES OF GOVERNMENT

3. RESPONSIBILITIES OF BOARD OF GOVERNORS, PRINCIPAL AND ACADEMIC BOARD

The Board of Governors

- (1) The Board of Governors shall be responsible for:
 - (a) the determination of the educational character and mission of the University and for oversight of its activities;
 - (b) the effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets;
 - (c) approving annual estimates of income and expenditure;
 - (d) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the assignment and appraisal of the Principal and the Clerk to the Board of Governors, if the holder of that office is not a member of the University's staff;
 - (e) setting a framework for the pay and conditions of all other staff.

The Principal

- (2) Subject to the responsibilities of the Board of Governors, the Principal shall be the chief executive of the University and shall be responsible for:
 - (a) making proposals to the Board of Governors about the educational character and mission of the University, and for implementing the decisions of the Board of Governors;
 - (b) the organisation, direction and management of the University and leadership of the staff;
 - (c) the appointment, assignment, grading, appraisal, suspension, dismissal, and determination - within the framework set by the Board of Governors - of the pay and conditions of service of staff other than the holders of senior posts; and the assignment and appraisal of the holders of senior posts other than the Principal and the Clerk to the Board of Governors, if the holder of that office is not a member of the University's staff;
 - (d) the determination, after consultation with the Academic Board, of the University's academic activities, and for the determination of its other activities;
 - (e) preparing annual estimates of income and expenditure, for consideration by the Board of Governors, and for the management of budget and resources, within the estimates approved by the Board of Governors; and
 - (f) the maintenance of student discipline and, within the rules and procedures provided within the Articles, for the suspension or expulsion of students on disciplinary grounds and for implementing decisions to expel students for academic reasons.

The Academic Board

- (3) Subject to the provisions of these Articles, to the overall responsibility of the Board of Governors, and to the responsibilities of the Principal, the Academic Board shall be responsible for:
 - (a) general issues relating to the research, scholarship, teaching and courses at the University, including criteria for the admission of

students; the appointment and removal of internal and external examiners; policies and procedures for assessment and examination of the academic performance of students; the content of the curriculum; academic standards and the validation and review of courses; the procedures for the award of qualifications and honorary academic titles; and the procedures for the expulsion of students for academic reasons. Such responsibilities shall be subject to the requirements of validating and accrediting bodies;

- (b) considering the development of the academic activities of the University and the resources needed to support them and for advising the Principal and the Board of Governors thereon; and
- (c) advising on such other matters as the Board of Governors or the Principal may refer to the Academic Board.

SUMMARY OF THE ROLE OF THE STANDING COMMITTEES OF THE BOARD OF GOVERNORS

1. Finance and Resources Committee

The Finance and Resources Committee is responsible for advising the Board on long-term financial strategies. The Committee: approves the financial regulations including any financial policies therein; approves the University's insurance and banking arrangements; approves and recommends expenditure proposals, contracts and grant applications; approves the Students' Union budget for each year in advance and monitors its expenditure. The Committee recommends to the Board annual revenue and capital budgets and longer term forecasts. It receives regular reports on financial performance (revenue and capital) and financial position and monitors these reports against budget. It receives regular reports and accounts for the operation of any trading subsidiary. It monitors borrowing levels and requirements, liquidity and the investment of surplus funds. It reviews the annual statement of accounts prepared and duly audited in accordance with Schedule 7 of the Education Reform Act and makes a report to the Board.

The Finance and Resources Committee recommends to the Board an annual Estates Programme, including all property maintenance and building projects, and makes recommendations to the Board on the proposed acquisition and sale of property and land. It reviews the ICT Strategy and the Estates Strategy including the monitoring of the financial risks of ICT and Estates activities. It considers any other significant transactions and makes recommendations to the Board. It reviews the financial aspects of research activity, and reviews the strategic risks affecting the University for those areas covered by the Committee's terms of reference and any specific risks assigned to it by the Board.

2. Human Resources Committee

The Human Resources Committee is responsible for approving the University's health and safety policy, and for keeping under review and advising the Board on arrangements for health and safety in the University. It is responsible for developing and advising the Board on long-term employment strategy, and approving policies and procedures on employment matters, for making recommendations to the Board on the framework for the pay and conditions of staff other than the Vice-Chancellor, for monitoring arrangements for staff appraisal and development and for advising the Board on rules governing staff conduct, staff disciplinary and grievance procedures. It also advises the Board on other staffing and employment matters including equality-related matters requiring a decision by the Board, and advises the Board on the promotion of equality of opportunity. The Committee advises the Board as appropriate on issues related to the Welsh Language.

3. Audit Committee

The Audit Committee is responsible for reviewing the process for ensuring the effectiveness of the financial and other internal control systems. It advises the Board on the appointment of internal auditors and reviews their reports, including follow-up reports on implementation and the scope and effectiveness of their work. It advises the Board on the appointment of the external auditors, reviews the financial statements of the University and its subsidiaries, and considers progress reports on areas of significant risk affecting the University. It also

receives reports from the funding council's audit service as they affect the University and monitors adherence with regulatory requirements.

4. Nominations Committee

The Nominations Committee makes recommendations to the Board on the arrangements for the appointment of members and officers of the Board and its Committees. It is responsible for the consideration of succession planning for Board members and the evaluation of the balance of skills, knowledge and diversity of the Board. It is also responsible for making recommendations as to membership of Board committees.

5. Remuneration Committee

The Remuneration Committee is responsible for advising the Board on the remuneration of the Vice-Chancellor and other Executive members, and for approving recommendations from the Vice-Chancellor on the remuneration of Deans of Faculty and Heads of Corporate Departments.