

CORPORATE GOVERNANCE AND STATEMENT OF INTERNAL CONTROL

The University conducts its activities in accordance with both the Committee of University Chairs (CUC) Higher Education Code of Governance and Higher Education Senior Staff Remuneration Code, and in accordance with the Nolan principles identified by the Committee on Standards in Public Life (selflessness, integrity, objectivity, accountability, openness, honesty, and leadership).

The University is committed to the highest standards of openness, probity, and accountability, conducts its affairs in a responsible manner and has in place a Whistleblowing (Public Interest Disclosure) Policy to enable staff, students, and other members of the University to raise concerns that are in the public interest.

CONSTITUTION AND POWERS

The University is an independent corporation, whose legal status derives from a Royal Charter originally granted in 1920. Its objects, powers and framework of governance are set out in its current Charter ('the Supplemental Charter'), approved by the Privy Council in 2007, and its supporting Statutes the latest amendments to which were

approved by the Privy Council in 2021. The University registered as a charity in October 2010 (1138342).

The Charter and Statutes require the University to have three separate bodies (Council, Senate, and Court), each with clearly defined functions and responsibilities, to oversee and manage its activities:

COUNCIL

The Council, which is established by the University's Charter, is the governing body and thus the supreme authority of the University, which means that it is ultimately accountable for the conduct and activity of the University and its representatives. The Council's membership, powers and duties are set out in Statute 5, which is available on the University's website. The Council is responsible for determining the strategic direction of the University, and for the finance, estates, investments, and general business of the University.

The Council normally meets at least four times a year and exercises its responsibilities through the executive management and standing committees set out below. Special meetings may be called at the request of the Chair if required. During 2022/23, the Council held five meetings, including one special meeting, that focused on governance, financial and regulatory matters. Three of the meetings were held in person, one was held as a hybrid meeting, and the special meeting was held remotely.

The Council comprises independent (described as lay), staff and student members appointed in accordance with the Statutes and Ordinances of the University. The membership of the Council shall not exceed 19 and the majority of Council members are non-executive lay members who are not members of staff or registered students of the University. The Council is committed to promoting equality and diversity and vacancies for lay members are advertised externally, with expressions of interest particularly welcome from under-represented groups. Applications are considered by the Governance and Nominations Committee and matched against the current skills and experience matrix. None of the lay members receive any payment, apart from the reimbursement of expenses, for the work they do for the University.

Lay members of Council serve for a period of four years but may be re-appointed for one further period of four years. The role of the Chair of Council, which can only be undertaken by a lay member, is separate from the role of the University's Chief Executive, the Vice-Chancellor. The staff members of Council are appointed through a fair and open election process.

Council members are required to make a declaration of interest on their appointment to Council, to review their declaration at least annually, and to update their declaration whenever there is a change. Declarations are reviewed by the Chair of Council, in accordance with the University's Declaration of Interest Policy and procedure, to ensure there are no potential or perceived conflicts, or, if there are, to ensure they are dealt with appropriately. The Secretary to Council maintains a register of interests for all members of Council, which is reviewed annually by the Governance and Nominations Committee. At the start of Council and Council Committee meetings, all members are asked to identify any specific items on which a declared interests may have a bearing and, if required, members do not take part in the relevant discussion or decision, and/or may leave the meeting at the appropriate point. Any declarations identified and member's participation in specific items is recorded in the minutes of the meeting. The Council has adopted the role description for the Secretary to Council, developed in response to the CAMM Review, which contains a clear statement of the Secretary's accountability for highlighting issues of independence or conflict to the Chair.

As the University is a registered charity, Council also acts as the Board of Trustees and members of Council are also Charity Trustees.



Members of the University Council who served during the year ending 31 July 2023 and up to the Council meeting at which the financial statements were signed are listed below. Attendance at Council meetings (expressed as the number of Council meetings attended out of a total of meetings the member was due to attend) is provided below.

Council Member	Category	Attendance
Mr Bleddyn Phillips, <i>Pro-Chancellor & Chair of Council</i> (until 31 December 2023)	Lay	5/5
Sir Roderick Evans, <i>Pro-Chancellor</i> (until 31 March 2025)	Lay	5/5
Mr Goi Ashmore, <i>Treasurer</i> (until 31 December 2023)	Lay	4/5
Professor Paul Boyle, <i>Vice-Chancellor</i> (until 25 July 2024)	Staff	5/5
Dr Kerry Beynon, <i>Co-opted lay member</i> (until 3 February 2024)	Lay	3/5
Mr Laurence Carpanini, <i>Co-opted lay member</i> (from 1 January 2023)	Lay	3/3
Professor Edward David, <i>Co-opted lay member</i> (until 3 February 2024)	Lay	4/5
Professor Kathryn Monk, <i>Co-opted lay member</i> (until 26 January 2026)	Lay	4/5
Dr Angus Muirhead, <i>Co-opted lay member</i> (until 20 March 2024)	Lay	4/5
Ms Elin Rhys, <i>Co-opted lay member</i> (until 3 February 2024)	Lay	5/5
Mrs Marcia Sinfield, <i>Co-opted lay member</i> (until 30 November 2024)	Lay	4/5
Professor Keshav Singhal, <i>Co-opted lay member</i> (until 30 November 2024)	Lay	3/5
Ms Anne Tutt, <i>Co-opted lay member</i> (until 5 July 2024)	Lay	4/5
Dr Mahaboob Basha, <i>Appointed by Staff</i> (from 1 July 2023)	Staff	2/2
Mr Heath Davies, <i>Appointed by Staff</i> (until 30 June 2023)	Staff	2/3
Mr Adam Jones, <i>Appointed by Staff</i> (from 1 July 2023)	Staff	2/2
Professor Sue Jordan, <i>Appointed by Staff</i> (until 30 June 2023)	Staff	3/3
Professor Michelle Lee, <i>Appointed by Senate</i> (from 1 July 2023)	Staff	2/2
Professor Nuria Lorenzo-Dus, <i>Appointed by Senate</i> (until 30 June 2023)	Staff	3/3
Dr Phatsimo Mabophiwa, <i>Appointed by Senate</i> (from 1 July 2023)	Staff	2/2
Mr Jonathan Davies, <i>Appointed by the Students' Union</i> (until 30 June 2023)	Student	3/3
Miss Abigail Egwuatu, <i>Appointed by the Students' Union</i> (from 1 July 2023)	Student	1/2
Mr Pablo Josiah, <i>President of Students' Union</i> (from 1 July 2023)	Student	2/2
Ms Esyllt Rosser, <i>President of Students' Union</i> (until 30 June 2023)	Student	3/3

CUC HIGHER EDUCATION CODE OF GOVERNANCE

The University is committed to high standards of corporate governance and to continuously improving its governance in line with best practice within the higher education sector. The University's governance structure has been developed to align with the principles and practices set out in CUC Higher Education Code of Governance. Council commissioned an Independent Effectiveness Review in 2023, which was undertaken by AUA Consulting. This Review concluded that the Council was conducting its activities in accordance with the HE Code, that significant assurance could be placed in the University's governance

arrangements, and that the conduct of this Review had demonstrated the University's commitment to continuous improvement in its governance arrangements in line with best practice as set out in the HE Code. Some improvement and enhancement opportunities were identified, and Council is considering how it might take these forward. In respect of the year ended 31 July 2023, the Council can report that there was no primary element of the Code of Governance with which the University's procedures was not consistent.

REVIEW OF GOVERNANCE OF THE UNIVERSITIES IN WALES

The Council formally adopted the Governance Charter for Universities in Wales and Commitment to Action published in September 2020 in response to the CAMM Review and is committed to implementing the recommendations identified. Building on the progress made in previous years, key developments in 2022/23 included:

- In relation to understanding culture, significant steps continue to be taken to enhance a positive organisation culture including becoming a signatory of the Technician Commitment to ensure visibility, recognition, career development and sustainability for technicians working in higher education and research in all disciplines, and a staff workload survey was undertaken in 2022, and a response plan has been developed which has introduced immediate actions and identified key tasks, a new People and Culture Committee has been established, and regular updates are being provided to Council. Ymlaen, the University's transformation programme, continues to focus on enabling the University to achieve its vision and ambitions through a series of projects where the outcomes are focussed on our people, service improvement, and embedding a culture of continuous improvement;
- In relation to stakeholder engagement, the University has continued to engage with its key internal and external stakeholders. During the year, a new Recognition Agreement has been agreed and a new Joint Consultative and Negotiating Committee has been established which further facilitates relations and joint working between the University and the Campus Unions. In addition, Council has established a new Council Joint Engagement Forum at which Trade Union representatives can raise issues with members of Council ahead of Council meetings replacing the informal meetings held previously by the Chair of Council. The Chair of Council continues to meet informally with the Students' Union's Full-Time Officers. Meetings of the University Court were held in October 2022 and March 2023 and Council has committed to undertaking a review of the University Court during the next year to ensure it provides an effective forum for the engagement of the wider community with the University;

- In relation to ensuring effective strategic oversight, the Senior Leadership Team agreed an Annual Plan for 2022/23 identifying 42 priority actions spanning the core themes for the University together with a suite of Institutional Objectives, to address in the current year which has been shared with Council together with progress reports which enable Council to more effectively scrutinise and monitor performance against the University's strategic plan;
- In relation to succession planning, the Governance and Nominations Committee which has oversight for succession planning has reviewed and made recommendations to Council on role descriptors for the Statutory Officer roles, arrangements for appointing a new Pro-Chancellor and Chair of Council and new lay members of Council, and Council Committee membership, and has also undertaken skills and experience gap analysis of Council to ensure it continues to have the necessary skills and experience to discharge its responsibilities;
- In relation to diversity and inclusivity, Council remains committed to promoting equality and diversity and during the year the Governance and Nominations Committee has reviewed the findings of best practice across the sector to ensure that Equality, Diversity and Inclusion is embedded within the decision-making structure, and is working to develop an EDI Action Plan which aligns with the guidance received from Advance HE, the CAMM Review, the CUC higher Education Code of Governance, and best practice from across the sector;
- In relation to governor development, a new board portal has been introduced to support Council and Council Committee members and the Council, through its Governance and Nominations Committee, has in place a structured induction process to support all new Council members, as well as ongoing internal and external training and support for serving members, which it continues to review to ensure it aligns with sector practice and any feedback and recommendations from the 2023 Independent Governance Effectiveness Review.

SENATE

The Senate, which is established by the University's Charter, is the academic authority of the University. The Senate's membership, powers and duties are set out in Ordinance 4, which is available on the University's website. Senate is chaired by the Vice-Chancellor and, from July 2022 to March 2023, its membership included the Provost, the Pro-Vice-Chancellors, Pro-Vice-Chancellors/Executive Deans, all professorial staff, Chairs and Deputy Chairs of the Boards of the Learning and Teaching Quality Committee and the Faculty Associate Deans, 14 elected non-professorial staff representatives and eight students appointed by the Students' Union. In March 2023, drawing on one of the outcomes of a review of the effectiveness of Senate undertaken during 2022, the membership of Senate was reviewed and updated to create a smaller, more focussed Senate. The new Senate membership includes the Vice-Chancellor (Chair), the Provost, the Pro-Vice-Chancellors and Pro-Vice-Chancellors/Executive Deans, Deputy Pro-Vice-Chancellors, Deputy Executive Deans, Faculty Associate Deans, Heads of Schools, Directors of Faculty Operations, Academic Services, Student Services and Academi Hywel Teifi, and student members together with 24 elected members drawn from the Professorial and non Professorial academic staff in the Faculties.

The Senate normally meets four times each year, however, special meetings may be called at the request of the Chair if required. During 2022/23, the Senate held five meetings, including one special meeting. Three were held as hybrid meetings, one was held in person, and the special meeting was held remotely. Senate's business focussed on implementing recommendations from the review of the effectiveness of Senate in relation to Senate's membership, remit, operations, visibility, and communications including reviewing the membership of Senate and introducing a new induction programme and handbook for Senate members; reviewing the University's quality assurance processes and framework and the Annual Governor's Quality Assurance Statement; reviewing the University's regulatory frameworks particularly in relation to assessment, marking and feedback; and the University's performance in league tables and rankings including NSS. Senate also received regular reports from its Education, Recruitment and Admissions, Research, Innovation and Impact, and Research Integrity, Ethics and Governance Committees created to assist it in discharging its responsibilities, and updates on a range of other matters including student recruitment, international projects, major initiatives, and the policy and sector landscape.

COURT

The Court, which is established by the University's Charter, is a large, mainly formal body which serves as a forum for the engagement of the wider community with the University. The Court's membership, powers and duties are set out in Ordinance 6, which is available on the University's website. The Court is chaired by the University's Chancellor and most of its members are from outside the University, representing the local community and other designated bodies with an interest in the work of the University. The membership also includes members of Council, representatives of the staff of the University (both academic

and non-academic) and the student body. The Court ordinarily meets once a year, however, due to the postponement of the previous year's meeting as a result of the Covid-19 pandemic, the Court met twice during 2022/23, on 4 October 2022 to consider the Annual Review and Financial Statements of the University for 2020/21 and on 28 March 2023 to consider the Annual Review and Financial Statements of the University for 2021/22. Both meetings were held in person.

ACCOUNTABLE OFFICER

The Vice-Chancellor is the chief executive and principal academic and administrative officer of the University and has a general responsibility to the Council for maintaining and promoting the efficiency and good order of the University. Under the terms of the formal financial memorandum between the University and HEFCW,

the Vice-Chancellor is the accountable officer of the University and in that capacity may be required to appear before the Public Accounts and Public Administration Committee of the Senedd Cymru alongside the Chief Executive of HEFCW.

SENIOR LEADERSHIP TEAM

As chief executive of the University, the Vice-Chancellor has responsibility for the development of institutional strategy, the identification and planning of new developments, and for shaping the institutional ethos. Members of the Senior Leadership Team and the Directors of Professional Services all contribute in various ways to these aspects of the work, but ultimate authority

rests with the Council. The membership of the Senior Leadership Team, which is chaired by the Vice-Chancellor, includes the Provost, the Registrar and Chief Operating Officer, the Pro-Vice-Chancellors, Pro-Vice-Chancellors/Executive Deans, and the Chief Financial Officer. The Senior Leadership Team meets weekly and considers strategic and operational matters.

COMMITTEES

The Council has established four governance committees, at which much of its detailed work is initially handled: Audit, Assurance and Risk Committee; Finance and Strategy Committee; Governance and Nominations Committee; and Remuneration Committee. All of these committees are chaired by lay members of Council and have a majority of lay members. Senior officers of the University attend meetings as necessary. All Committees report their decisions to Council,

and are formally constituted, with their own terms of reference and membership approved by the Council on the recommendation of the Governance and Nominations Committee. The role of the Secretary to Council is defined in the University's Ordinances and the Secretary to Council also acts as the Secretary to most of the Committees of Council.

AUDIT, ASSURANCE AND RISK COMMITTEE

The Audit, Risk and Assurance Committee is responsible for advising and assisting Council in respect of the entire assurance and control environment of the University. Its key responsibilities are to ensure that the University complies with statutory, University and external regulatory requirements in relation to both its financial and non-financial activities and in respect of the issues within its terms of reference, and the Committee has the authority to make recommendations to the University, its organisational units, and its members.

The Committee is chaired by a lay member of Council. All members of the Committee and its Chair are appointed by Council on the

recommendation of the Governance and Nominations Committee. All members are independent of the University's management, although senior executives attend meetings as necessary, and, in line with HEFCW's Financial Management Code, there is no cross representation between the Audit, Assurance and Risk Committee and the Finance and Strategy Committee. Members of the Committee who served during the year ending 31 July 2023 and up to the Council meeting at which the financial statements were signed are listed below. Attendance at Committee meetings (expressed as the number of Committee meetings attended out of a total of meetings the member was due to attend) is provided below.

Committee Member	Category	Attendance
Dr Kerry Beynon, <i>Co-opted member and Chair of the Committee</i>	Lay	4/4
Professor Kathryn Monk, <i>Co-opted member of Council</i>	Lay	4/4
Mrs Marcia Sinfield, <i>Co-opted member of Council</i>	Lay	3/4
Ms Anne Tutt, <i>Co-opted member of Council</i>	Lay	4/4
Mrs Alison Vickers, <i>Co-opted lay member</i>	Lay	1/1

The Committee normally meets four times a year, however, special meetings may be called at the request of the Chair if required. During 2022/23, the Committee held four meetings, two of which were held as hybrid meetings and two were held remotely. The Committee's business focused on discussing with the External Auditors the nature and scope of the audit, and noting the annual Audit Plan and receiving progress reports on its implementation; discussing with the Associate Director – Internal Audit the scope of the internal audit plan, approving the plan and receiving reports on its implementation; receiving internal audit reports and monitoring the implementation of agreed audit based recommendations; reviewing the new Assurance Map; reviewing and receiving reports on the risk management arrangements, the risk

register and key risks; reviewing the effectiveness of the external and internal audit arrangements; reviewing HEFCW's Institutional Risk Letter; reviewing the External Auditors' management letter, the Internal Auditors' annual report, and the management responses, and approving the Committee's Annual Report to Council; and overseeing the University's policies related to ethical and other behaviours, and receiving reports on any actions taken under these policies. The Committee also met regularly with the External Auditors, the Associate Director – Internal Audit, the Registrar and Chief Operating Officer, and the Chief Financial Officer providing an opportunity for them to discuss any private matters.

FINANCE AND STRATEGY COMMITTEE

The Finance and Strategy Committee has oversight of and monitors the financial health of the University on behalf of the Council. Its key responsibilities are (i) to ensure the medium and long-term financial sustainability of the University through regular reviews of the University's financial position, (ii) to ensure the University operates a robust system of internal financial control, (iii) to monitor financial performance and compliance, (iv) to have financial oversight of all relevant strategies and (v) to play a critical role in applying test and challenge to all financial decisions. The Committee advises and makes recommendations to Council in respect of all financial matters.

The Committee is chaired by the University Treasurer. All lay members of the Committee and its Chair are appointed by Council on the recommendation of the Governance and Nominations Committee. In line with HEFCW's Financial Management Code, there is no cross representation between the Audit, Assurance and Risk Committee and the Finance and Strategy Committee. Members of the Committee who served during the year ending 31 July 2023 and up to the Council meeting at which the financial statements were signed are listed below. Attendance at Committee meetings (expressed as the number of Committee meetings attended out of a total of meetings the member was due to attend) is provided below.

Committee Member	Category	Attendance
Mr Goi Ashmore, <i>Treasurer & Chair of the Committee</i>	Lay	6/6
Professor Paul Boyle, <i>Vice-Chancellor</i>	Staff	5/6
Professor Edward David, <i>Co-opted member of Council</i>	Lay	5/6
Dr Angus Muirhead, <i>Co-opted member of Council</i>	Lay	5/6
Mr Bleddyn Phillips, <i>Pro-Chancellor & Chair of Council</i>	Lay	5/6
Mr Steve Smith, <i>Co-opted lay member</i>	Lay	5/6

The Committee normally meets four times a year, however, special meetings may be called at the request of the Chair if required. During 2022/23, the Committee held six meetings, including one special meeting. All the meetings were held in person with the exception of the special meeting which was held remotely. The Committee's business focussed on reviewing and recommending to Council the University's financial forecasts, business cases for

regional and global partnerships, and a revised Schedule of Financial Limits, and reviewing the Committee's terms of reference. In addition, the Committee considered information on the University's financial sustainability, the management of key financial risks, business planning processes, strategic investment priorities and opportunities, pension scheme arrangements, financial forecasts of the University's subsidiaries, the Students' Union Accounts, and TRAC reports.

GOVERNANCE AND NOMINATIONS COMMITTEE

The Governance and Nominations Committee reviews and advises Council on the University's governance arrangements, ensuring that the University pursues good practice and complies with external governance requirements. Its key responsibilities are (i) to ensure compliance with external governance requirements, (ii) to review the membership of Council and its Committees ensuring it has the necessary balance of skills and experience to enable it to fulfil its responsibilities, (iii) to review and make recommendations on changes to the University's governing documents, (iv) to review, advise and make recommendations on the recruitment and appointment of lay members of Council and its Committees, (v) to review, advise and make recommendations on succession planning, (vi) to oversee the induction, development and appraisal of Council members, (vii) to review

Council's Register of Interests and ensure a robust process is in place to identify any potential conflicts of interest and (viii) to review the diversity of Council and its Committees.

The Committee is chaired by the Chair of Council. All lay members of the Committee and its Chair are appointed by Council on the recommendation of the Governance and Nominations Committee. Members of the Committee who served during the year ending 31 July 2023 and up to the Council meeting at which the financial statements were signed are listed below. Attendance at Committee meetings (expressed as the number of Committee meetings attended out of a total of meetings the member was due to attend) is provided below.

Committee Member	Category	Attendance
Mr Bleddyn Phillips, <i>Pro-Chancellor & Chair of Council & Chair of the Committee</i>	Lay	5/5
Professor Paul Boyle, <i>Vice-Chancellor</i>	Staff	5/5
Sir Roderick Evans, <i>Pro-Chancellor</i>	Lay	4/5
Professor Elwen Evans KC, <i>Appointed by Senate (until 31 May 2023)</i>	Staff	3/5
Professor Ryan Murphy, <i>Appointed by Senate</i>	Staff	5/5
Ms Esyllt Rosser, <i>President of Students' Union (until 30 June 2023)</i>	Student	2/4
Mr Pablo Josiah, <i>President of Students' Union (from 1 July 2023)</i>	Student	1/1
Ms Elin Rhys, <i>Co-opted member of Council</i>	Lay	3/5
Professor Keshav Singhal, <i>Co-opted member of Council</i>	Lay	5/5
Ms Anne Tutt, <i>Co-opted member of Council</i>	Lay	4/5

The Committee normally meets four times a year, however, special meetings may be called at the request of the Chair if required. During 2022/23, the Committee held five meetings, including one special meeting. All the meetings were held as hybrid meetings with the exception of the special meeting which was held remotely. The Committee's business focussed on reviewing succession planning arrangements and recommending to Council changes to the role descriptors for the Officer roles, the appointment process for, and the appointment of, a new Pro-Chancellor and Chair of Council, the re-appointment of the Vice-Chancellor, and the appointment of a new lay member of Council; reviewing and recommending to Council proposals for the 2023 Independent Governance Effectiveness Review; reviewing and recommending to Council changes to the terms of

reference and membership of Council Committees with particular reference to the skills and experience matrix; the establishment of, and the terms of reference for, a new Council Joint Engagement Forum; and amendments to the Ordinances and the procedure for the reporting of serious incidents to the Charity Commission. The Committee also amended the arrangements for reviewing the effectiveness of Council Committees and received reports on the incorporation of the Students' Union, best practice from across the sector in relation to Equality, Diversity, and Inclusion specifically in relation to increasing the diversity of board membership and the diversity of Council and Council Committees, the register of declarations of interest, and the appraisal process for the Chair of Council and Council Committees.

REMUNERATION COMMITTEE

The Remuneration Committee ensures that it complies with the requirements of the Committee of University Chairs (CUC) Higher Education Senior Staff Remuneration Code and publishes an annual report which is available on the University website. The Committee is responsible for determining the reward strategy of the University and the remuneration of the most senior staff of the University including the Vice-Chancellor. Its key responsibilities are (i) to develop an overall reward strategy and policy for senior employees of the University, (ii) to review and determine the remuneration, benefits and conditions of employment of the Senior Leadership Team taking account of affordability, comparative information on remuneration, benefits and conditions of employment in the University sector and elsewhere as appropriate, (iii) to agree an annual framework of work and (iv) to review and report to Council on progress through its annual report which is transparent and meets the requirements of good governance.

The Remuneration Committee is chaired by a lay member of Council and comprises independent lay members of Council who possess

relevant knowledge and expertise. All members of the Committee and its Chair are appointed by Council on the recommendation of the Governance and Nominations Committee. All members are independent of the University. The Director of Human Resources and the University Secretary attend all meetings and other senior executives attend meetings as necessary. The Vice-Chancellor is not in attendance for, and does not play a part in, the discussions and decisions of his own remuneration. The Committee submits regular updates to the Council.

Members of the Committee who served during the year ending 31 July 2023 and up to the Council meeting at which the financial statements were signed are listed below. Attendance at Committee meetings (expressed as the number of Committee meetings attended out of a total of meetings the member was due to attend) is provided below.

Committee Member	Category	Attendance
Dr Angus Muirhead, <i>Co-opted member of Council & Chair of the Committee</i>	Lay	4/4
Professor Edward David, <i>Co-opted member of Council</i>	Lay	4/4
Sir Roderick Evans, <i>Pro-Chancellor</i>	Lay	4/4
Professor Kathryn Monk, <i>Co-opted member of Council</i>	Lay	3/4
Mr Bleddyn Phillips, <i>Pro-Chancellor & Chair of Council</i>	Lay	4/4
Ms Elin Rhys, <i>Co-opted member of Council</i>	Lay	3/4

During 2022/23, the Committee held four meetings, three of which were hybrid meetings, and one was held remotely. The Committee's business focussed on reviewing and determining the remuneration, benefits and conditions of employment of new members of the Senior Leadership Team and senior staff positions; the Remuneration process for 2022 and 2023; approving the cost-of-living award for the Vice-Chancellor and noting the award for all other colleagues in accordance with the salary increases applied following 2022/23

pay negotiations conducted by UCEA on behalf of HEIs; approving a Remuneration Statement which is transparent, aligned with the recommendations of the Higher Education Senior Staff Remuneration Code and meets the requirements of good governance; noting Promotions via the Retention of Exceptional Talent procedure; and being actively involved in, and responsible for, the decision process for and any severance arrangements for grade 11 employees and for payments greater than £60,000.

STATEMENT OF INTERNAL CONTROL

The Council is responsible for ensuring there is a sound system of internal control to support the achievement of the University's aims, strategic objectives, and policies, while safeguarding the public and the funds and assets for which it is responsible. The system of internal control is risk-based and designed to manage, rather than eliminate the risk of failure to achieve strategic objectives and as such, the system provides reasonable, but not absolute, assurance against material misstatement or loss. Council acts in accordance with the responsibilities assigned to it in the University's Charter and Statutes, and the regulatory framework in which the University operates.

The key elements of the University's system of risk identification and effective risk management include:

- Linking the identification and management of risk to the achievement of institutional objectives through an on-going annual planning process;
- All risks, including governance, management, quality, reputational and financial are included within the University's Risk Register, which is managed and maintained by the University's Senior Leadership Team through a clearly articulated policy and approach. The Risk Register produces a balanced portfolio of risk exposure which focuses on the key risks;
- Evaluating the likelihood and impact of risks becoming a reality as part of that same process and establishing mitigating controls;
- Having review procedures which cover business, operational, compliance and financial risk;
- Embedding risk assessment and internal control processes in the ongoing operations of all units;
- Reporting regularly to the Audit, Assurance and Risk Committee, and then to Council, on internal control and risk;

- The Audit, Assurance and Risk Committee receives regular reports from internal audit and the internal audit plan is approved by the Audit, Assurance and Risk Committee;
- Reporting annually to Council the principal results of risk identification, evaluation and management review;
- Regular monitoring and review of the effectiveness of the internal control system processes and procedures is informed by the University's professional Internal Auditors giving rise to monitored action where necessary and appropriate.

The University's Senior Leadership Team has formal processes in place for evaluating and managing significant risks faced by the institution on an on-going basis. This involves identification of the types of risks through a top down and bottom-up approach at both corporate and departmental level, which are prioritised in terms of potential impact and likelihood of occurrence in accordance with an established and risk management policy.

Risks are monitored along with the associated controls and risk mitigation actions on an on-going basis by the Senior Leadership Team. The Audit, Assurance and Risk Committee receives the risk register and an update on risk at each of its meetings, the Finance and Strategy Committee receives the risk register and updates on relevant risks regularly, and appropriate reports and recommendations and the risk register are presented to the Council.

The University has a process for dealing with significant control issues, which involves immediate notification to the Chair of Council, Chairs of the Audit, Assurance and Risk Committee and the Finance and Strategy Committee and necessary senior staff, along with notification to HEFCW and the Charity Commission and any other relevant authority as appropriate depending on the nature of the issue. Please refer to page 36 for the principal risks and uncertainties, and mitigating actions.

