

HEFCW Audit and Risk Committee Remit

1 CONSTITUTION

A Committee of the Council to be known as the Audit and Risk Committee (the Committee) established with the following Terms of reference and standing orders by a resolution of the Council dated theday of December 2008.

2 TERMS OF REFERENCE

- 2.1 The Committee shall advise and support the Council and HEFCW's Accounting Officer by giving them independent assurance as to the effectiveness of the Council's internal control, corporate governance, and risk management. In particular, the Committee will give a formal opinion to the Council on the audited accounts, including the Statement on Internal Control, before they are approved. Consistent with HEFCW's responsibilities in the higher education sector, this remit extends to assurance to the Council about internal control, corporate governance and risk management by institutions and related bodies receiving funding from HEFCW ('funded institutions').

The Committee shall consider the adequacy of corporate governance, risk management and internal control within HEFCW and in funded institutions through the following:

2.1.1 Internal control, risk management and corporate governance

- a) Reviewing the adequacy of the structures, processes and responsibilities adopted by HEFCW management for identifying and managing key risks facing HEFCW. This will include regular reviews of HEFCW's corporate risk register.
- b) Reviewing the adequacy of all risk and control related disclosure statements, including The Statement on Internal Control, together with any accompanying Internal Audit statement, prior to the endorsement of the Council.
- c) Monitoring the effectiveness of controls established by higher education institutions in Wales to ensure that public funding is safeguarded and that their aims, objectives and key performance targets are achieved in the most economic and effective manner.
- d) Reviewing the outcomes of institutional financial health assessment and risk review, and providing advice to the Council on courses of action.

- e) Reviewing the adequacy of policies for ensuring that there is compliance with the relevant regulatory and legal requirements and the Council's code of practice for members and code of conduct for employees.
- f) Advising the Council, as far as is reasonably possible, on the effectiveness of the measures taken to safeguard HEFCW's assets and the prevention and detection of fraud and irregularity.
- g) Monitoring the treatment by HEFCW of complaints and public interest disclosures ('whistle-blowing') made to HEFCW against funded institutions.
- h) Considering the outcomes of any independent reviews of the Internal Audit and Institutional Assurance services.

2.1.2 Internal audit

- a) Advising the Council on the appointment and terms of engagement of internal auditors, the audit fee, the provision of non-audit services and any question of resignation or dismissal of internal auditors.
- b) Considering and advising the Council on the annual and long-term internal audit programme and the resources required to meet the Council's defined audit needs.
- c) Seeking to ensure that the internal audit function is adequately resourced and has appropriate standing within the organisation.
- d) Considering the internal audit annual statement of assurance and all reports, including value-for-money reports and to monitor the effective implementation of internal audit recommendations.
- e) Monitoring the performance and effectiveness of the internal audit service on an annual basis.

2.1.3 External audit

- a) Discussing with external audit, before the audit commences, the nature and scope of the audit and seeking to ensure co-ordination between the internal and external auditors.
- b) Advising the Council on the remuneration of the external auditors and the scope of their work including any non-audit work.
- c) Considering all relevant reports by the Wales Audit Office and other relevant bodies, including reports on the accounts, achievement of value for money and the response to any management letters, and monitoring the effective implementation of recommendations arising.
- d) Monitoring the performance and effectiveness of the external auditors on an annual basis.

2.1.4 Financial reporting

- a) Reviewing HEFCW's annual financial statements before submission to the Council, focusing particularly on:
- Changes in, and compliance with, accounting policies and practices;
 - Major judgmental areas;
 - Significant adjustments resulting from the audit; and
 - Determining whether they are complete and consistent with the information known to Committee members.

2.2 Responsibilities

On the basis of the above considerations in undertaking its duties, the Committee shall advise the Council and HEFCW's Accounting Officer on the following matters:

- a) The effectiveness of internal control, corporate governance and risk management in HEFCW and in the HE sector.
- b) The scope and effectiveness of HEFCW's Internal Audit and Institutional Assurance services. This includes audit planning, operations, co-operation with external auditors, follow-up work, and the Assurance Service annual report.
- c) The scope and effectiveness of HEFCW's Internal Audit service. This includes audit planning, operations and follow-up work, and the internal audit annual report.
- d) The criteria for the selection and appointment of the Council's internal audit service, including assessing the adequacy of the resources available for the work required.
- e) Any relevant reports from the Wales Audit Office and the National Audit Office, including any management response.
- f) The arrangements in place to promote economy, efficiency and effectiveness within the Council and the HE sector.
- g) New accounting and audit standards.
- h) Emerging good practice in internal control, corporate governance and risk management.
- i) The institutional assurance and internal audit workplans.

2.3 Other

The Committee shall consider and provide advice to the Council on such financial, governance, risk or control issues as the Council may request from time to time. This includes matters referred to the Committee by the Council's complaints panel.

3 STANDING ORDERS

3.1 The standard HEFCW Committee Standing Orders shall apply.

3.2 Membership and Attendance

3.2.1 The Committee shall comprise up to six members. Three members will be drawn from the membership of the Council, one of whom will Chair the Committee; up to three members will be co-opted non-Council members.

3.2.2 The quorum for Committee meetings is two members, including the Chair or his/her nominee.

3.2.3 The following HEFCW officers shall normally attend meetings of the Committee:

- Chief Executive, as Accounting Officer
- Director of Finance and Corporate Services
- Head of Governance, Leadership and Information
- Head of Internal Audit
- Head of Resources
- Senior Institutional Assurance Manager
- Other HEFCW staff, at the discretion of the Committee.

3.2.4 A representative from the Welsh Assembly Government will be invited to attend the meetings of the Committee. A representative of the external auditors, the Wales Audit Office, shall normally attend meetings, particularly those where an external audit report is being considered.

3.2.5 The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

3.2.6 A member of the Finance and Corporate Services Directorate shall service the Committee

3.2.7 The Head of Internal Audit and the representative of the external auditors shall have free and confidential access to the Chair of the Committee.

3.3 Meetings

- 3.3.1 At least once a year the Committee will meet with the Head of Internal Audit and the representative of the external auditor without any other Council officers being present.
- 3.3.2 The external auditor or Head of Internal Audit may ask the Committee to convene a meeting if they consider that one is necessary.

3.4 Authority

- 3.4.1 The Committee is an advisory body with no executive powers. However, it is authorised by the Council to investigate any activity within its terms of reference and, through its Chair, seek any information or papers it requires from HEFCW staff, who are required to co-operate with the Committee in the conduct of its enquiries, and from its auditors (internal and external).

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ANNEX

HEFCW Audit and Risk Committee membership

Members: [vacancy] (Council member – Chair of Committee)
[vacancy] (Council member)
[vacancy] (Council member)
Mr Ieuan Griffiths (Finance and Strategy Director, DVLA) (co-opted non-council member)
[vacancy] co-opted non-council member
[vacancy] co-opted non-council member

Observers: [vacancy] (Welsh Assembly Government)
Mr Mike Usher (Wales Audit Office)

Officers: Professor Philip Gummett (Chief Executive)
Mr Richard Hirst (Director of Finance and Corporate Services)
Mrs Bethan Owen (Head of Governance, Leadership and Information)
Mr Nick Williams (Head of Resources)
Mr Dale Hall (Senior Institutional Assurance Manager)

Secretary: Mrs Sue Humphreys (Senior Assurance Manager and Head of Internal Audit)

Appointments Committee guidance

The Committee membership should include at least one member with a background in business and one member with a background in accounting or auditing

HEFCW Human Resources Committee Remit

1 CONSTITUTION

A Committee of the Council to be known as the Human Resources Committee (the Committee) established with the following Terms of reference and standing orders by a resolution of the Council dated theday of December 2008.

2 TERMS OF REFERENCE

The duties of the Committee shall be:

- a) to consider proposals for terms and conditions of employment and pay and grading structures for employees of the Council, other than those delegated to the Remuneration Committee, and to agree, on behalf of the Council, recommendations to be submitted to the Welsh Assembly Government;
- b) to seek to ensure that appropriate HR policies and procedures, reflecting best practice, are in place for the employees of the Council;
- c) to approve significant changes in organisation design;
- d) to seek to ensure that appropriate training and management development programmes are in place for the staff of the Council, and that these are underpinned by a robust performance appraisal scheme;
- e) to recommend to the Council for approval a Partnership Agreement with appropriate trades unions, and to approve on behalf of the Council any major employee relations programmes;
- f) to consider and approve on behalf of the Council internal Health and Safety policies and procedures for staff;
- g) to consider matters connected with the quality assurance and development of the internal operations of the organisation, and to monitor progress towards the achievement of the liP standard and any other quality standards that may be considered appropriate for the organisation;
- h) to hear and determine on behalf of the Council any appeals by employees of the Council arising from any Appeals procedures available to employees of the Higher Education Funding Council for Wales; and to make a recommendation to the Council;
- i) to consider any matters referred to the Committee by the Council.

3 STANDING ORDERS

3.1 The standard HEFCW Committee Standing Orders shall apply.

3.2 Membership and Attendance

3.2.1 The Committee shall comprise up to four members, including three members from within the membership of the Council, one of whom will Chair the Committee. The fourth member of the Committee will be a co-opted member with expertise in Human Resources.

3.2.2 The quorum for Committee meetings is two members, including the Chair or his/her nominee

3.2.3 The Director of Finance & Corporate Services and the Head of Resources shall normally attend the meetings of the Committee.

3.2.4 Other HEFCW staff, including members of the HR team, and staff union and non-union representatives, may be invited to attend the meetings at the discretion of the Chair. External expert advisors may also be invited to attend meetings.

3.2.5 The HR and Training Manager shall service the Committee.

3.3 Authority

3.3.1 The Committee shall have delegated authority to determine the outcome of appeals to the Council by staff employed by HEFCW under any Appeals procedures established by HEFCW.

3.3.2 The Committee shall have authority to agree recommendations in respect of HR policies and procedures and pay and grading structures, and to agree recommendations in respect of annual pay awards with respect to all staff other than those for whom the Remuneration Committee is responsible, to be submitted to the Welsh Assembly Government for approval.

Annex

Details of the HR Committee membership at *date*

- Three Council Members
- One independent member

Appointments Committee guidance

The Council members on the Committee should include at least one with a background in Human Resources

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HEFCW Remuneration Committee Remit

1 CONSTITUTION

A Committee of the Council to be known as the Remuneration Committee (the Committee) established with the following Terms of reference and standing orders by a resolution of the Council dated theday of December 2008.

2 TERMS OF REFERENCE

The duties of the Committee shall be:

- a) To consider matters affecting the pay and performance bonus of the Chief Executive, taking appropriate account of the views of Council members.
- b) To make recommendations, regarding the above, for approval to the Welsh Assembly Government accordingly.
- c) To consider recommendations from the Chief Executive in respect of performance reviews and consequent application of the HEFCW pay and grading/reward policies with respect to such other staff as the Council may decide.
- d) To consider any matters referred to the Committee by the Council.

3 STANDING ORDERS

3.1 The standard HEFCW Committee Standing Orders shall apply.

3.2 Membership and Attendance

3.2.1 The Committee shall comprise four members, including the Chair of Council, who will chair the Committee, and two other members of the Council. The fourth member of the Committee will be an independent member with expertise in Human Resources. The quorum for the committee meeting is two members including the Chair or his/her nominee.

3.2.2 The Chief Executive will be invited to attend the Committee meeting to discuss performance reviews and consequent application of the HEFCW pay and grading systems with respect to such other staff as Council may decide.

3.2.3 The Head of Resources will service the Committee.

3.3 Authority

- 3.3.1 The Committee shall have delegated authority to consider recommendations from the Chief Executive in respect of performance reviews and consequent application of the HEFCW pay and grading systems with respect to such other staff as the Council may decide.
- 3.3.2 The Committee shall have to consult Council Members in order to take account of their views of the Chief Executive's performance; in particular in relation to the Key Activities specified within the description of his role.
- 3.3.3 The Committee shall have delegated authority to consider matters affecting the pay and performance bonus of the Chief Executive and make recommendations for approval to the Welsh Assembly Government accordingly.

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Membership of the Remuneration Committee as at *date*

Chair of Council
Two other Council Members
One independent member

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HEFCW Appointments Committee Remit

1 CONSTITUTION

A Committee of the Council to be known as the Appointments Committee (the Committee) established with the following Terms of reference and standing orders by a resolution of the Council dated theday of December 2008.

2 TERMS OF REFERENCE

The Committee shall contribute to the effectiveness of the Council by appointing non-Council committee members of suitable expertise, and seeking to ensure that recruitment is open, fair and promotes equality of opportunity.

The Committee shall:

- a) make non-Council appointments to committees with appropriate terms of office in each case, and report them to the Council.
- b) make reappointments to committees, having regard to the outcomes of the appraisals by the relevant committee chair and the changing needs of committees.
- c) make appointments and reappointments of Council members or third parties as HEFCW nominees to external committees and panels, having regard to the recommendations of the relevant committee/panel chair or HEFCW officer and the changing needs of committees/panels and report them to Council
- d) agree and keep under review the person specifications, advertisements for vacancies and other recruitment practices, having regard to the terms of reference of each committee
- e) consider any matters concerning committee or panel appointments and membership referred to the Committee by the Council.

3 STANDING ORDERS

3.1 The standard HEFCW Committee Standing Orders shall apply.

3.2 Membership and Attendance

3.2.1 The Committee shall comprise:

- The Chair of the Council
- The Chairs of each of the Council's committees;

- The Chief Executive; and
- An independent member appointed by the Council as a person with expertise in recruitment and in equalities good practice in the higher education or public sectors. The independent member will not be a member of Council, its committees (other than the Human Resources Committee) or the HEFCW Executive. The independent member will be appointed for an initial period of 2 years.

3.2.2 The roles of the Committee members will be as follows:

- a. Chair of Council – shall chair the Committee
- b. The independent member - will receive all Committee papers, advise the Committee on good practice, give independent assurance as to the Committee’s standards and to this end may countersign any report from the Committee and its annual report.
- c. Chief Executive - will advise the Committee on the impact of HEFCW’s Corporate Strategy and Plan on the requirements of the committees, including with respect to the range of knowledge and expertise needed to ensure the committees effectively fulfil their remits.
- d. Committee chairs – will review the terms of reference and person specification of their respective committees and make proposals to Council for any changes, appraise serving members, and shortlist new applications to be recommended to the Appointments Committee. (To support the committee chair, the secretary may prepare a long list of applications and advise on a shortlist prepared against the person specification agreed with the committee/panel chair.)

3.2.3 Chairs of committees may nominate from Council members of their committee a member to attend a physical meeting of the Appointments Committee on their behalf

3.2.4 The quorum for a physical meeting of the Committee will be the Chair or his/her nominee; the independent member; the chair of each committee to which appointments are being made or his/her nominee; and the Chief Executive.

3.2.5 The Clerk to the Council shall service the Committee.

3.3 Frequency of Meetings

Meetings shall normally take place by correspondence or e-mail. In such cases the quorum comprises the Chair of the Council, the appropriate committee/panel chair(s), the Chief Executive and the independent

member, with all other members of the Committee copied into the correspondence.

3.4 Authority

- 3.4.1 The Committee has delegated authority to make appointments and re-appointments of non-council members to the committees of the Council.

APPOINTMENTS COMMITTEE MEMBERSHIP as at *date*

Chair

Mr Roger Thomas (Chair of Council; Chair of Remuneration Committee)

Members

Professor Philip Gummatt (Chief Executive)

Vacancy (Chair of Research, Innovation and Engagement Committee)

Vacancy (Chair of Audit and Risk Committee)

Vacancy (Chair of HR Committee)

Vacancy (Chair of Learning and Teaching Committee)

Independent Member

Ms Sue Adams, with Ms Pauline Brown as her alternate *[the opposite arrangement shall apply with respect to the Independent Advisor of the HR Committee]*

Officers

Ms Bethan Owen (Head of Governance, Leadership and Information)

Ms Niina Hammond (Clerk to the Council) (Secretary)

HEFCW Reconfiguration and Collaboration Committee Remit

1 CONSTITUTION

A Committee of the Council to be known as Reconfiguration and Collaboration Committee (the Committee) established with the following Terms of reference and standing orders by a resolution of the Council dated theday of December 2008.

2 TERMS OF REFERENCE

The Committee shall:

- a) advise the Council on guidance for higher education institutions wishing to pursue, or pursuing, strategic development projects; reconfiguration, including merger; and collaboration, keeping the guidance under review and advising the Council on its development as appropriate.
- b) consider institutions' proposals for strategic development projects and reconfiguration and collaboration, and advise the Council accordingly.
- c) assess applications to the Reconfiguration and Collaboration Fund or Strategic Development Fund for funding to support strategic developments and reconfiguration and collaboration and make recommendations to the Council, having regard, where appropriate, to advice from the Council's Audit and Risk Committee.
- d) consider any matters referred to the Committee by the Council

3 STANDING ORDERS

3.1 The standard HEFCW Committee Standing Orders shall apply.

3.2 Membership and Attendance

3.2.1 The Committee shall comprise up to five members, including three members from within the membership of the Council, one of whom will Chair the Committee; up to two members will be co-opted non-Council members.

3.2.2 The quorum for Committee meetings is three members, including the Chair or his/her nominee.

3.2.3 The Director of Strategic Development, Director of Finance and Corporate Services and Head of the Strategy Learning and Funding Team shall normally attend the meetings of the Committee.

3.2.4 The Senior Strategic Development Manager shall service the Committee.

3.3 Authority

- 3.3.1 In general, the Committee is an advisory body with no executive powers. However, the Chair jointly with the Chair of the Council or his nominated deputy has delegated authority to approve support for proposals to the Strategic Development Fund, where urgent decisions are required.

Reconfiguration Committee Membership as at *date*

Three Council members (one of which shall be the Chair)

Two Independent members (currently Professor Ian Halliday FIoP FRSE)

Guidance for the Appointments Committee:

The Committee will also include one independent representative with substantial experience of strategic developments and reconfiguration and collaboration within the HE sector.

HEFCW Learning and Teaching Committee Remit

1 CONSTITUTION

A Committee of the Council to be known as the Learning and Teaching Committee (the Committee) established with the following Terms of reference and standing orders by a resolution of the Council dated theday of December 2008.

2 TERMS OF REFERENCE

- a) To advise the Council on all matters relating to learning and teaching in higher education, including skills, widening access to higher education, Initial Teacher Training and Welsh medium provision, with the aim of ensuring that Welsh higher education meets the needs and expectations of learners and other stakeholders
- b) To undertake the Council's statutory responsibilities under the Further and Higher Education Act 1992 in respect of quality assessment, that is, to secure that provision is made for assessing the quality of education provided in institutions for whose activities it provides, or is considering providing, financial support.
- c) To act as a sounding board for new approaches to learning and teaching in its broadest sense to inform Council.
- d) To recommend to the Council strategies in support of HEFCW's corporate plan as it relates to broad learning and teaching matters.
- e) To consider any matters referred to the Committee by the Council.
- f) In all of the above, to seek and take account of the views of all relevant stakeholders and appropriate research and other evidence and, likewise, to incorporate advice from independent specialists where appropriate.

3 STANDING ORDERS

3.1 The standard HEFCW Committee Standing Orders shall apply.

3.2 Membership and Attendance

3.2.1 The Committee shall comprise up to 17 members, including 3 members from within the membership of the Council, one of whom will Chair the Committee.

The majority of members of the Committee should come from institutions within the HE sector*

3.2.2 The quorum for Committee meetings is 4 members, including the Chair or his/her nominee.

- 3.2.3 The Head of the Strategy, Learning and Funding Team shall normally attend the meetings of the Committee.
- 3.3.3 A representative of Research, Business and Communities Team shall normally attend the meetings of the Committee.
- 3.3.4 A member of the Strategy, Learning and Funding Team shall service the Committee.

4 Authority

- 4.1 The Committee is an advisory body with no executive powers.
- 4.2 The Committee shall have the authority to establish Task and Finish Groups to provide advice as it considers necessary, including on matters within its remit arising from the Council's statutory obligations for assessing the quality of provision.

*

The Act (http://www.opsi.gov.uk/acts/acts1992/ukpga_19920013_en_6#pt2-pb1-l1q62) states as follows:

Assessment of quality of education provided by institutions

(1) Each council shall—

(a) secure that provision is made for assessing the quality of education provided in institutions for whose activities they provide, or are considering providing, financial support under this Part of this Act, and

(b) establish a committee, to be known as the “Quality Assessment Committee”, with the function of giving them advice on the discharge of their duty under paragraph (a) above and such other functions as may be conferred on the committee by the council.

(2) The majority of the members of the committee—

(a) shall be persons falling within subsection (3) below, and

(b) shall not be members of the council.

(3) Persons fall within this subsection if they appear to the council to have experience of, and to have shown capacity in, the provision of higher education in institutions within the higher education sector and, in appointing such persons, the council shall have regard to the desirability of their being currently engaged in the provision of higher education or in carrying responsibility for such provision.

(4) Schedule 1 to this Act shall apply to a committee established under this section as it applies to committees established under paragraph 8 of that Schedule.

Proposed composition of Learning and Teaching Committee

Members

Council

Member of Council (Chair)
Two members of Council

Appointments committee appointees

Four members to include representation of HE careers services and widening access practitioners

Nominees

Two HEW nominees
UCET Cymru (ITT)
WM HESG (Welsh Medium)
NUS (president normally)
Alliance of Sector skills council
NLIAH (to cover NHS funded provision)
One chair of reaching wider partnerships (to represent all partnerships)
Fforwm (skills and HE/FE)
NIACE (adult education)

Observers

DCELLS
HEW officer
QAA officer
HEA officer
Centre for Welsh medium HE officer
Estyn

Officers

Head of Strategy, Learning and Funding
Senior Learning and Teaching Managers
Director of Strategic Development
Head of Research, Business and Communities
National Reaching Wider Co-ordinator
Senior Economic Development Manager as appropriate

[Note: When meeting as QA committee majority need to be providing HE in institutions]

HEFCW Research, Innovation and Engagement Committee Remit

1 CONSTITUTION

A Committee of the Council to be known as the Research, Innovation and Engagement Committee (the Committee) established with the following Terms of reference and standing orders by a resolution of the Council dated theday of December 2008.

2 TERMS OF REFERENCE

- a) To advise the Council on its strategies for innovation, engagement (third mission) and research activities and the policies and principles that need to underpin them in the long term, including funding arrangements.
- b) To act as a source of and sounding board for new ideas and approaches in the field of innovation, engagement and research activity.
- c) To recommend to the Council strategies in support of HEFCW's corporate plan as it relates to third mission and research activities, and which also promote and facilitate joint working between the Council and its key partner organisations in these areas.
- d) To consider any matters referred to the Committee by the Council.
- e) In all of the above to seek and take account of the views of such stakeholders as it considers appropriate and of appropriate research and, likewise, to incorporate advice from independent specialists where appropriate.

3 STANDING ORDERS

3.1 The standard HEFCW Committee Standing Orders shall apply.

3.2 Membership and Attendance

- 3.2.1 The Committee shall comprise up to sixteen members, including three members from within the membership of the Council members, one of whom will Chair the Committee.
- 3.2.2 The quorum for Committee meetings is four members, including the Chair or his/her nominee.
- 3.2.3 The Director of Strategic Development/Head of the Research, Business and Communities Team and his/her relevant officers shall normally attend the meetings of the Committee.

3.2.4 A member of the Research Business and Communities Team shall service the Committee.

3.3 Authority

3.3.1 The Committee is an advisory body with no executive powers.

3.3.2 The Committee shall have the authority to establish Task and Finish Groups to provide advice as it considers necessary.

Proposed Composition of Research Innovation and Engagement Committee

Members

Council

Member of Council (Chair)
Two members of Council

Appointments committee appointees

Two business sector representatives
Pro Vice-Chancellor or equivalent (Innovation)
Academic member (Third Mission)
Pro Vice-Chancellor or equivalent (Research)
Academic researcher

Nominees

HEW (with research experience)
RCUK
DE&T (A4B)
DE&T (Enterprise)
Wales European Liaison Officers (WELO)
Welsh (HE) Industrial Liaison Officers Network (WILOs)
Welsh Heads of Careers Services (WHECS)

Observers

DCELLS
HEW officer

Officers

Head of Research, Business and Communities
Senior Economic Development Managers
Senior Research Manager
European/International Manager (for meetings where applicable)
GO Wales Programme Manager (for meetings where applicable)