

1 Membership of the Council

- 1.1 In accordance with section 62 (3) of the Further and Higher Education Act 1992 (FHE Act 1992), the Council shall consist of a minimum of eight Members and a maximum of twelve Members, one of whom shall be appointed Chair. The Chief Executive officer shall be a Member of the Council.

2 Quorum

- 2.1 The quorum for a Council meeting is four Members, including the Chair or his/her nominee.
- 2.2 If a quorum is not present at a meeting of the Council, the Chair or his/her nominee shall declare that there is not a quorum present and the meeting shall stand adjourned.
- 2.3 The consideration of any business not transacted shall be adjourned to a date and time to be fixed by the Chair or to the next meeting of the Council.

3 Frequency and location of Council meetings

- 3.1 The Council shall normally meet on at least six occasions each calendar year. Meetings shall normally be held on Thursday mornings at the HEFCW office or at a funded institution in Wales, but may be held at other times and locations at the Council's discretion. The Council will agree at one of its regular meetings each year the times and locations of all of its meetings for the following year.
- 3.2 The Council will normally hold an annual public meeting, or meetings, to further the public understanding of the Council's work and to announce the publication of the Council's latest Annual Report and Accounts.
- 3.3 The Council may decide, or the Chair may request, that the Council Secretary convene a special meeting of the Council to deal with business that cannot wait until the next ordinary meeting.

4 Attendance at Council meetings

In addition to Council Members, meetings of the Council shall normally be attended by the following:

- 4.1 *Staff*
- the Council Secretary
 - Directors

- Head of Corporate Services
- other members of staff for agenda items for which they are presenting papers, to be available to respond to questions on those papers
- other members of staff at the Chair's discretion, to hear debate where the Council's discussion will inform their work or as part of their professional development

4.2 *Welsh Government representatives*

Representatives of the Welsh Government are entitled to attend Council meetings, or meetings of any Committee of Council, and may take part in deliberations (but not in decisions) at those meetings. Such representatives will be sent copies of Council papers [Schedule 1, paragraph 11 (a) & (b) of FHE Act 1992 refers].

4.3 *Observers*

Observers may be invited to attend Council meetings. They may, with the permission of the Chair, speak and contribute to discussions, but may not take part in Council decisions.

4.4 *Other participants*

The Chair may, if he/she thinks it desirable, invite a representative of another body or individual to attend a meeting of the Council, either for a particular agenda item or for the meeting as a whole. Any such invitation shall be notified to the Council Secretary.

4.5 *Withdrawal of non-Council Members*

The Chair may request the withdrawal of members of staff and/or observers and/or other non-member participants if he/she deems it appropriate at any time during a Council meeting or during the meeting of a Council Committee or Working Group. In such a case the Council Secretary, or the person acting on behalf of the Council Secretary, shall remain to minute that part of the meeting, save in such cases as the Chair shall determine.

4.6 *Register of attendance*

A register of attendance shall be maintained by the Council Secretary, or by the person acting on behalf of the Council Secretary, for all Members attending Council and Council Committee and Working Group meetings, and the names of all present at a meeting shall be recorded in the minutes to those meetings.

5 Order of Business

5.1 The normal order of business at Council meetings shall be as follows:

- i) introductory remarks (at the Chair's discretion)
- ii) apologies for absence
- iii) declarations of interest

- iv) to approve as a correct record the minutes of the last meeting of the Council
- v) matters arising
- vi) Chair's Report
- vii) reports from the chairs of Council committees (as required)
- viii) Chief Executive's Report, as required (including items which may require discussion and/or decision by the Council, and reports on the exercise of delegated authority)
- ix) papers for discussion
- x) any other business
- xi) date of next meeting
- xii) papers for approval without discussion
- xiii) papers for information

A schedule of key matters for consideration by the Council for the year shall be drawn up by the Council Secretary and shall include, inter alia, quarterly reports for the current financial year on:

- performance against the Council's recurrent, capital and running costs budgets;
- the cash-flow profile, including the projected year-end balance; and
- key balance sheet information, including information on debtors and creditors and on cash.

- 5.2 The foregoing order of business may be varied at the discretion of the Chair.
- 5.3 Papers for information will be discussed at the meeting if any Member notifies the Council Secretary before the meeting.
- 5.4 Any matter not specified in the notice of the meeting may be dealt with if, in the opinion of the Chair or Chief Executive, it is of an urgent nature at such stage of the meeting as the Chair considers appropriate. The Chair and Chief Executive have delegated authority to conduct urgent business between meetings in accordance with the requirements set out in the Council's Scheme of Delegation.

6 Nomination of a Deputy Chair

- 6.1 A named Council member shall be identified by the Chair as Deputy Chair, in consultation with other Council members, and may serve in this position for such a period as the Chair shall decide. The Deputy Chair will chair Council meetings and otherwise act for the Chair in his/her

unforeseen absence. If both the Chair and Deputy Chair are unavailable for a meeting, the present Members shall appoint one of their number to chair the meeting.

7 Agenda and Papers

- 7.1 The Council Secretary shall liaise with the Chair over the agenda for forthcoming Council meetings.
- 7.2 The agenda and supporting papers will be dispatched to Members no later than seven days before the meeting.
- 7.3 Any additional papers may only be despatched or tabled with the consent of the Chair or Chief Executive, pursuant to Standing Order 5.4 above.
- 7.4 More detailed information on the various categories and structure of Council papers is set out in Annex A to these Standing Orders.

8 Decisions at Council meetings

- 8.1 The Chair shall ensure that Council business is conducted in an orderly fashion and that all members are able to contribute to the discussion. The Chair is also responsible for leading the meeting to reach decisions.
- 8.2 Discussions and decisions at Council meetings shall take place in accordance with the principles set out in the *Code of Practice for Members of the Higher Education Funding Council for Wales*, and in accordance with the sustainable development principle of the *Well-being of Future Generations Act 2015* (further details on the latter at Annex A).
- 8.3 All decisions at Council meetings are to be reached on the basis of agreement by consensus. In the absence of consensus, and where it is proposed and seconded by two Members, the Council Secretary may be requested to count and record a vote by a show of hands.
- 8.4 The Council acts on the basis of collective responsibility. Council Members are encouraged to express any differing views within the Council's internal decision-making process, but once a decision is reached that decision is binding on all Members.

9 Minutes

- 9.1 Minutes of every meeting of the Council shall be submitted to the next meeting of the Council. All minutes of Council Committees shall be submitted to Council as soon as possible after they have been approved by the Chair of the Committee concerned, and shall be marked 'unconfirmed' if not yet approved by the Committee.
- 9.2 The Chair shall seek confirmation that the minutes of the last meeting be approved as a correct record of that meeting.

- 9.3 No discussion shall take place upon the minutes except upon their accuracy (matters arising are dealt with as a separate agenda item – Standing Order 5.1 v) refers). If no question is raised upon their accuracy, or if a question is raised then as soon as it has been disposed of, the Chair shall sign the minutes. All signed minutes shall be retained in a secure location by the Council Secretary.

10 Financial and Other Interests of Members

- 10.1 If a Member declares an interest in a matter to be considered at a meeting of the Council the disclosure shall be recorded in the minutes of the meeting.
- 10.2 Members with a direct interest in any item to be considered at a meeting of the Council shall withdraw from the meeting during discussion of that item in accordance with the *Code of Practice for Members of the Higher Education Funding Council for Wales*.

11 Custody and application of the Council Seal

- 11.1 The Council's Seal shall be kept in a safe place in the custody of the Council Secretary.

Sealing of Documents

- 11.2 A decision of the Council (or Committee or officer where that Committee or officer has delegated authority) authorising the transaction, contract or other activity shall be sufficient authority for the sealing of any document.

- 11.3 In accordance with Schedule 1, paragraph 14 (a) + (b) of FHE Act 1992, the application of the Council's seal shall be made and must be authenticated by the signature:

- (a) of the Chair or of some other person authorised either generally or specially by the Council to act for that purpose, and
- (b) of one other Member.

Directors shall have authority to authenticate the application of the Council's official seal under (a) in the absence of the Chair.

- 11.4 An entry of every application of the Council's seal to a document shall be made and consecutively numbered in a book kept for the purpose by the Council Secretary and shall be made available for inspection during normal office hours.
- 11.5 The Council Secretary shall submit an annual report to the Council detailing the documents sealed in the preceding year.

12 Council Committees

- 12.1 The Council is required to establish a Quality Assessment Committee [under section 25 of the Higher Education (Wales) Act 2015] to advise the Council on the exercise of its statutory responsibilities for quality

assessment, and an Audit Committee [under paragraph 2.3.8 of the Framework Document].

- 12.2 The Council may establish such other Committees as it sees fit. It shall determine the membership and the Terms of Reference of its Committees, and shall keep the structure of its Committees and the scope of each Committee's activities under review [Schedule 1, paragraph 8 (1), (2) and (4) of FHE Act 1992 refers].
- 12.3 There shall be Terms of Reference and Standing Orders for all Council Committees which shall state, inter alia, the quorum for Committee meetings; the terms of office of Committee members; arrangements for identifying a deputy chair to cover meetings in the absence of the Chair; and that each Committee shall submit an annual report to the Council.
- 12.4 The Chairs of Council Committees shall be appointed by the Chair of Council, in consultation with Council members, and shall be members of the Council.
- 12.5 The Council may at any time:
- dissolve a Committee (with the exception of those Committees required by statute or under the terms of the Framework Document); or
 - alter its membership or amend its Terms of Reference or Standing Orders; or
 - withdraw any powers delegated.

13 Joint working with other bodies

- 13.1 The Council works with a range of partner bodies within Wales and the UK in order to achieve its objectives and meet Welsh Government priorities. Some of these partnerships are formalised with a Memorandum of Understanding or other type of agreement which establishes the expectations of both partners. The Council receives regular progress reports on joint working arrangements.

14 Disclosure of Council Proceedings

- 14.1 In accordance with the Council's Publication Scheme, all agendas, papers and minutes of Council meetings, and the minutes of Council Committees, shall be placed in the public domain by posting on the Council's website, subject to exemptions set out in the Freedom of Information Act 2000.

15 Variation and Interpretation of Standing Orders

- 15.1 Proposals for variations to Standing Orders may only be considered by the Council following the submission of a paper duly notified to the Council.

- 15.2 Any variation or revocation to Standing Orders shall have immediate effect unless otherwise determined by the Council.
- 15.3 The ruling of the Chair as to the construction or application of any of these Standing Orders, or as to any proceedings of the Council, shall not be challenged at any meeting of the Council.

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Annex A

Sustainable development principle

Council decisions will be made in accordance with the sustainable development principle of the *Well-being of Future Generations Act 2015* - namely, that HEFCW is acting **in a manner which seeks to ensure that the needs of the present are met without compromising the ability of future generations to meet their own needs**. Where relevant, Council papers requiring a decision will set out the considerations that have been given to the five values which define the principle:

- Long term approach - balancing short-term needs with the desire to safeguard the ability to address longer-term needs.
- Prevention - how taking action may prevent problems from occurring or getting worse.
- Integration - how our well-being objectives may impact upon each of the well-being goals, on their other objectives, or on the objectives of other public bodies.
- Collaboration - How acting in collaboration may help us to meet our well-being objectives.
- Involvement - The importance of involving people with an interest in achieving the well-being goals, and ensuring that those people reflect the diversity of the area which the body serves.

Categories of Council papers

Council papers will typically fall into one of the following three categories:

i) For discussion

For papers where discussion of the issues and/or decisions by the Council are required.

ii) For approval without discussion

For papers where the Council's agreement is required but where the issues are not contentious and where full discussion is not necessary, including issues requiring ratification by the Council.

iii) For information

For papers where Council agreement is not required but the content is presented for the information of Members and discussion is not felt to be required.

The Chief Executive's Report will normally contain shorter items which are brought to the Council for discussion, approval without discussion or information, including reports on exercises of delegated authority through the Scheme of Delegation.

The Matters Arising report will summarise progress against agreed actions and matters raised at previous Council meetings, including reports on the exercise of authority delegated by the Council to the Chair and/or Chief Executive.

Some Council papers, or items in the Chief Executive's Report, will contain confidential material and will be marked '*Restricted - Members and Observers Only*' or '*Restricted - Members Only*'. In the latter instance, the papers will not be despatched to observers or HEFCW staff members and may or may not be

made available to them for the Council meeting, at the discretion of the Chair or the Chief Executive.

Structure of Council papers

Council papers will typically have the following general structure:

Issue

A brief explanation of the purpose/content of the paper, and what is being requested of the Council.

Corporate Planning Implications / Rationale for paper

Identifies the connection between the issue(s) being presented and the Council's strategic priorities and objectives set out in its current Corporate Strategy and Corporate & Operational Plan. If there are no direct Corporate Plan implications, an explanation of how/why the issue has arisen and needs Council's attention.

Recommendation(s)

This section sets out the recommendations to which the Council's agreement is sought.

Timing for decisions

An indication of why decision(s) from Council are required at this point in time.

Council members' interests

Any specific members' interests relating to the items being presented, above and beyond interests already declared.

Further information

Name and full contact details of paper author.

Main body of paper

Details of the main issues being presented, seeking Council's views, asking Council to approve recommendations or provide steers, or inviting Council to receive matters for information (depending on the category of paper).

Financial implications

Details of the financial implications, current or future, for the Council of agreeing the recommendations in the paper.

Communications implications

Details of any communications implications of the paper, including any publicity or media implications.

Diversity and Equal Opportunities implications

Details of any equality or diversity implications of the issues being presented in relation to age, disability, gender, race, religious belief, sexual orientation or the Welsh language.

Risk Assessment

Details of any inherent or residual risks, current or future, arising from the issues covered by the paper.