

## **1. Membership and Attendance**

- 1.1 The Chairs of committees shall be appointed by the Chair of Council, in consultation with Council members. Other Council members shall be appointed by the Council's Nominations Committee and may serve on a committee for such a period as the Council shall decide.
- 1.2 Non-Council members are appointed to committees by the Nominations Committee for an initial period of up to three years. With the approval of the Nominations Committee, non-Council members may serve a second three-year period. Exceptionally, non-Council committee members may serve for a third three-year term subject to: a) a strong case presented by the committee chair, taking into account the importance of refreshing committee membership and maintaining diversity; and b) a maximum committee term of 10 years. For committees whose composition includes non-Council members that are nominees or observers from other organisations, the Nominations Committee will be informed of changes to personnel fulfilling these roles.
- 1.3 Upon taking up appointment to the Committee, non-Council members shall declare their interests by completing a declaration of interests form. The Register of all Members' interests shall be made available via the HEFCW website. If a member declares an interest in a matter to be considered at a meeting of the Committee, the disclosure shall be recorded in the minutes. Members with a direct interest in any item to be considered at a meeting of the Committee shall withdraw from the meeting during discussion of that item.
- 1.4 If a quorum is not present at a meeting of the Committee, the Chair or his/her nominee shall declare that there is not a quorum present and either decide that the meeting shall stand adjourned or proceed with the meeting but defer any decisions to the next quorate meeting. 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 Committee.
- 1.5 The Chair shall nominate a Deputy, from the Council members, to Chair the Committee meeting in his/her absence.
- 1.6 The Chair of Council may attend Committee meetings as an observer.
- 1.7 Other HEFCW staff or external representatives may be invited to attend the meetings at the discretion of the Chair of the Committee.
- 1.8 Members nominated by external organisations may nominate a substitute to attend meetings in their stead. Substitutes' names will be recorded in the list of members at the commencement of their term.
- 1.9 The Nominations Committee may terminate the membership of any non-Council member who fails to attend three consecutive meetings of the Committee.

## 2. Frequency of Meetings

- 2.1 The Committee shall determine the frequency of meetings, subject to a minimum of one meeting per year.
- 2.2 At the request of the Chair, the Secretary shall convene a special meeting of the Committee to deal with business that cannot wait until the next ordinary meeting.
- 2.3 The Council or Accounting Officer may ask the Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.
- 2.4 The Committee may also propose joint meetings with other Council committees as necessary.

## 3. Terms of Reference

- 3.1 Each committee shall have terms of reference approved by the Council and based on the model committee terms of reference *[attached below]*.

## 4. Sustainable development principle

- 4.1 Council decisions are 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, papers presented to Council committees which ask the committee to provide advice or guidance to the Council will set out the considerations that have been given to the five values which define the sustainable development 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.

## **5. Reporting**

- 5.1 Minutes of the meeting of the Committee will be circulated to the next meeting of the Council, normally for information. When the minutes include recommendations from the Committee for the Council to approve, these recommendations will be highlighted in the Council covering paper and presented for approval. Minutes will be marked 'unconfirmed' if the next Council meeting precedes the next ordinary meeting of the Committee.
- 5.2 If substantially changed at the next meeting of the Committee, the minutes shall be returned to Council for information.
- 5.3 Where a meeting has taken place but a draft of the minutes is not available by the date of the next Council meeting, the Chair of the Committee will make an oral report to the Council and the minutes will be presented to the next meeting of the Council. The Chair of the Committee will raise any significant matters with the Chair of Council and the Chief Executive, and may draw the attention of the Council to such matters at its next meeting.
- 5.4 The Committee will submit an annual report to Council on the discharge of its duties.

## **6. Authority**

- 6.1 The Committee is authorised to obtain independent professional advice if it considers this to be necessary, normally in consultation with the Chair of Council and/or HEFCW's Chief Executive. However, it may not incur direct expenditure in this respect in excess of £5,000 without the prior approval of the Council.
- 6.2 The Council, or Chair of Council, may delegate authority to the Committee Chair to conduct specific tasks on behalf of the Council.

## **7. Review**

- 7.1 The Committee Remit and membership shall be reviewed on an annual basis and any proposed changes submitted to Council for approval.
- 7.2 The Committee will undertake regular (at least once every three years) reviews of its effectiveness against its Terms of Reference and report the outcome of those reviews through its annual report to the Council.

Reviewed (no changes): November 2019

**Constitution**

A Committee of the Council to be known as the <Committee\_Name> established with the following Terms of Reference and Standing Orders by a resolution of the Council dated DD Month 20YY.

**Terms of Reference**

The specific duties of the Committee will be:  
<add details>

**Standing Orders**

The standard HEFCW Committee Standing Orders shall apply, including ensuring advice from the Committee to the Council is given in accordance with the principles and goals of the Well-being of Future Generations (Wales) Act 2015.

**Membership and Attendance**

The Committee shall comprise up to X members, including at least X members from the Council. The Committee will be chaired by a Council member.

<add details of other members serving the committee>

The quorum for Committee meeting is X members, including the Chair or their nominee.

<refer to Annex below for full breakdown of committee membership and attendance>

**Frequency of Meetings**

There shall normally be X meetings per year.

**Authority**

The Committee is an advisory body with no executive powers.

The Committee is authorised to obtain independent professional advice if it considers this to be necessary, in accordance with the HEFCW Committee Standing Orders.

**Reporting**

Minutes of the meeting of the Committee will be circulated to the next meeting of the Council, following approval by the Chair of the Committee.

The Committee will submit an annual report to the Council on the discharge of its duties.

**Review**

The Committee Terms of Reference and membership will be reviewed annually and any proposed changes submitted to Council for approval.

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**Composition of the <Committee\_Name>**

**Committee Members**

**Council**

- 1 Member of Council (Chair)
- 1 Member of Council (Deputy Chair)
- [*details of other Members of Council, as relevant to the Committee*]

**Nominations Committee appointees**

*<add details – e.g. ‘X members with experience of...’; ‘X members from a range of higher education providers’, etc. >*

**Nominees** [as appropriate]

*<add details – e.g. ‘X nominees from organisation\_name1’; ‘X nominees from organisation\_name2’, etc. >*

**Observers**

*<add details – e.g. ‘X observers from organisation\_name1’; ‘X observers from organisation\_name2’, etc. >*

**Officers**

- <job\_title\_1>
- <job\_title\_2>
- Etc. – including specifying who will service the Committee

**Other attendees**

*<add details, as necessary – e.g. ‘Additional attendees by invitation, according to the Committee’s agenda>*

Terms of Reference last reviewed: **DD Month 20YY**