

Council meeting*For discussion***Annual review of key governance documents****Agenda: 15
HEFCW/19/102**

Disclosable

14/11/2019**1 Issue**

- 1.1 As part of its governance effectiveness arrangements, the Council reviews annually each of its key corporate governance documents and also receives a report on the documents sealed during the year using the Council's official seal. This paper invites the Council to undertake its review for 2019.

2 Recommendations

- 2.1 The Council is invited to:
- i. review its key corporate governance documents and approved the proposed amendments;
 - ii. note the annual report on the application of the Council's official seal.

3 Council members' interests

- 3.1 We are not aware of any Council members' interests relevant to the issues covered by this paper.

4 Further information

- 4.1 Contact Dale Hall (029 2085 9665; dale.hall@hefcw.ac.uk).

5 Review of corporate governance documents

5.1 *Scheme of Delegation*

At its meeting in March 2019 the Council approved revisions to its Scheme of Delegation which related to the specific designation and fee and access planning processes and to changes to HEFCW's organisation structure. The *Scheme* at **Annex A** includes revisions to the Appendix to reflect the Approvals and Pre-notifications arrangements set out in the letter of 10 July 2019 from the Director of Skills, Higher Education and Lifelong Learning to the Chief Executive, which Council received at its last meeting in September (paper HEFCW/19/CE5 For information, Annex B). Some of the requirements previously included in the *Scheme*, which come from Annex 3 of the Framework Document, do not appear to have been superseded by 10 July letter and therefore have been retained.

Council is invited to approve the revised 'Scheme of Delegation' at Annex A.

5.2 *Standing Orders for the Conduct of Council Business*

The *Standing Orders* at **Annex B** have been updated to include the following proposed changes:

'4 Attendance at Council meetings':

- '4.1 Staff' updated to reflect the new organisational structure introduced earlier this year.
- '4.2 Welsh Government representatives' updated to reflect the new arrangements agreed with Welsh Government from September 2019.

Annex A – Updated the 'Structure of Council papers' section to reflect the slightly revised structure introduced from today's meeting.

Council is invited to approve the revised 'Standing Orders for the Conduct of Council Business' at Annex B.

5.3 *Committee Standing Orders*

No amendments are being proposed for this year's review (**Annex C**).

5.4 *Code of Conduct for Members of HEFCW*

The Council agreed in its review last November a number of revisions to the *Code* to align it with the Welsh Government's *Code of Conduct for Board Members of Public Bodies in Wales*, and also to incorporate a number of cross-references to relevant text within the revised Welsh Government *Terms and Conditions for Appointment as Member of the Higher Education Funding Council*. No further changes to the HEFCW *Code* are being proposed for this year's review (**Annex D**).

5.5 *Financial Regulations*

The Council agreed changes to the Financial Regulations at its meeting in March 2019. The Financial Regulations are next due to be reviewed by the Audit and Risk Assurance Committee at its next meeting on 4 March 2020, following which they will be brought to the Council's meeting on 19 March 2020 for approval.

6 Annual report on application of the Council's official seal

- 6.1 Standing Order 11.5 requires an annual report to Council on the documents sealed during the year using the Council's official seal. Since the Council last received this equivalent report at its meeting in November 2018 no documents have required application of the Council seal.

7 Financial implications

- 7.1 There are no immediate financial implications arising from the issues or recommendations set out in this paper.

8 Communications implications

- 8.1 The revised corporate governance documents will be posted to the 'Council documents' folder within the Document Library on Convene; the HEFCW website; and the Extranet.

9 Impact Assessment

- 9.1 HEFCW's Impact Assessment Policy and Procedures set out how we assess the likely impact – positive or negative – of proposed policies and practices with respect to meeting our responsibilities under:
- The Equality Act 2010
 - The Welsh Language Standards 2018
 - The Well-being of Future Generations (Wales) Act 2015
- 9.2 An impact assessment will be carried out on the Council's key governance documents in late November/early December and the outcomes reported back to the meeting in January. Positive impacts that can be highlighted in the assessment include the reference in the Standing Orders to the sustainable development principle of the Well-being of Future Generations Act; references in the Committee Standing Orders to the importance of maintaining diversity of membership; and the new arrangements for publishing on the HEFCW website Council agendas and disclosable minutes in both Welsh and English (*Matters Arising paper HEFCW/19/94 refers*).

10 Risk Assessment

Risk	Controls
Council's key governance documents do not reflect current operational arrangements, recognised best practice or Welsh Government requirements.	At least annual reviews by Council of its key governance documents (viz. Code of Conduct for Members of HEFCW; Standing Orders for Conduct of Council business; Committee Standing Orders; Scheme of Delegation; and Financial Regulations.)