

## Governance Charter for Universities in Wales – Commitment to Action

These commitments have been grouped together for ease of presentation and clarity of action. This does not mean that the ordering represents any sense of prioritisation. All parties to the Charter are committed to making progress in all areas.

Number	Action	Camm Report reference	Lead
1.	<p><b>Understanding Culture:</b></p> <ol style="list-style-type: none"> <li>1. In view of the importance of a positive organisation culture to a thriving university, each governing body will formally review quantitative and qualitative data relating to organisational culture.</li> <li>2. The governing body will consider if there are any gaps between the actual and desired culture and will determine what action needs to be taken to close the gap to achieve the desired culture.</li> <li>3. The annual report will provide commentary on how the governing body has undertaken this review.</li> <li>4. The Chair and VC in each institution will participate in a 360-feedback report designed around the institution's values.</li> </ol>	<p>7.5<sup>i</sup> (17)</p> <p>7.3 (15)</p>	<p>Governing Body</p> <p>Chair</p> <p>Chair Secretary/Clerk Chair &amp; VC</p>
2.	<p><b>Stakeholder Engagement:</b></p> <ol style="list-style-type: none"> <li>1. Building on good practice across the sector, we will develop a good practice guide to ensure the effective engagement with key stakeholders and consideration of their views in the development of university strategy. Each university will determine how to implement the guidance.</li> <li>2. We will share our learning and we will audit our practice against the good practice guide.</li> <li>3. In our annual reports, we will explain how key stakeholders have been engaged during the year, what the governing body has learnt and what further action is planned for the forthcoming year.</li> </ol>	<p>7.2 (2 &amp; 5)</p>	<p>Chairs and VCs<sup>ii</sup></p> <p>Chair &amp; VC Chair &amp; VC</p>
3.	<p><b>Size and Shape of the Governing Body:</b></p> <ol style="list-style-type: none"> <li>1. We will clearly define governance roles and responsibilities for each role including the expected behaviours – i.e. Chair; deputy; committee chair; lay, executive, staff &amp; student members.</li> <li>2. We will work towards ensuring that governing body membership does not exceed 22 members and with a lay member majority.</li> <li>3. We will ensure that the tenure of non-executive members for all roles is normally a maximum of 9 years, which may exceptionally be extended to 10 years.</li> </ol>	<p>7.2 (3, 4, &amp; 7)</p> <p>7.7 (20)</p>	<p>Governing Body</p>

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4.	<p><b>Strategic Oversight:</b></p> <ol style="list-style-type: none"> <li>1. We will ensure that there is a clear articulation of our institution's key strategies together with associated performance measures.</li> <li>2. We will ensure that governing body committees are structured to enable effective oversight of strategic development and delivery including assurance of benefit delivery and effective risk management.</li> <li>3. The annual report will confirm the institution's approach to strategy delivery and oversight.</li> </ol>	7.2 (2 & 9)	Chair & VC
5.	<p><b>Lay governor independence and conflict management:</b></p> <ol style="list-style-type: none"> <li>1. Referencing the CUC Code, we will develop a guide to confirm what is meant by independence for lay membership of governing bodies including subsidiary committees.</li> <li>2. We will adopt the agreed independence definition and report on how our lay members are independent in the annual report.</li> <li>3. We will ensure a robust approach to the identification and management of conflicts of interest and ensure that this information is readily available to stakeholders.</li> <li>4. The role description for secretary /clerk will contain a clear statement of accountability for highlighting issues of independence or conflict to the Chair.</li> </ol>	7.2 (6 & 15)    7.7 (20) / 7.2 (4)	Secretaries' group  Secretary/Clerk  Secretary/Clerk  Secretaries' group
6.	<p><b>Lay member recruitment:</b></p> <ol style="list-style-type: none"> <li>1. We will ensure that lay member recruitment is achieved through a clear and transparent appointment process having due regard for the overall skills &amp; experience of the governing body, balance of sector and non-sector knowledge and commitments to diversity and inclusivity.</li> <li>2. We will report on our work in this area in our annual reports by ensuring there is a report on the work of the nominations (or equivalent) committee in our annual reports.</li> </ol>	7.2 (7 & 8)	Chairs & Secretaries  Secretary/Clerk
7.	<p><b>Remuneration governance:</b></p> <ol style="list-style-type: none"> <li>1. We will review the terms of reference of our remuneration committees and scope of our remuneration report to confirm compliance with HEFCW requirements and the CUC code of practice for senior remuneration.</li> <li>2. HEFCW will review and confirm remuneration reporting requirements.</li> <li>3. Where senior executive bonus schemes are in place, we will ensure that the details of the bonus scheme design and measures which trigger payment are included in the annual remuneration report as part of the overall annual report.</li> </ol>	7.2 (10)	Secretary/Clerk  HEFCW  Secretary/Clerk



Number	Action	Reference	Lead
12.	<b>Whistleblowing:</b> <ol style="list-style-type: none"> <li>1. We will ensure that all staff are aware of and understand our “whistleblowing” policies.</li> <li>2. We will consider the extent to which current whistle blowing policies are robust enough to cope with the changing Higher Education landscape.</li> <li>3. We will ensure the governing bodies receive an annual report related to whistleblowing including how incidents have been managed and what lessons learnt.</li> </ol>	7.3 (15)	Secretary/Clerk Audit Committee  Secretary/Clerk
13.	<b>Annual report:</b> <ol style="list-style-type: none"> <li>1. We will develop a consistent annual governance reporting template for use by all universities in Wales.</li> <li>2. All institutions will use this template as a guide to structuring the annual report beginning in autumn 2020.</li> </ol>	7.4 (16)	Secretaries’ group / HEFCW Governing Body
14.	<b>Information:</b> <ol style="list-style-type: none"> <li>1. We will define a minimum common data set for governors to ensure that actual and comparative performance of the institution can be evaluated.</li> </ol>	7.6 (18)	HEFCW Secretary/Clerk
15.	<b>Governor Development:</b> <ol style="list-style-type: none"> <li>1. We will ensure that there is thorough induction and support in place for new governors ensuring that all governors are able to make a valuable contribution.</li> <li>2. We will develop a specification for the design, development and maintenance of a governor development “hub” or “portal” which could provide all Welsh /UK HE governors and executives with one location for governor development resources and information links.</li> <li>3. We will develop a solution and ensure clear ownership of its maintenance.</li> </ol>	7.7 (19)	Secretaries/clerks  HEFCW/Chairs and VCs and Secretaries group HEFCW

<sup>i</sup> In the Camm Report Reference column, the first numbers refer to sections of the Report and the second numbers, in parentheses, refer to recommendations.

<sup>ii</sup> Where the “Lead” action indicates “Chairs and VCs” this indicates that the action will be taken forward by Chairs and VCs groups collectively across universities in Wales. Where the “Lead” action indicates “Chair and VC” this indicates that the action will be taken forward by the Chair and VC in each individual institution