

CORPORATE GOVERNANCE STATEMENT AND STATEMENT OF INTERNAL CONTROL

The University conducts its activities in accordance with both the Committee of University Chairs (CUC) Higher Education Code of Governance and the Higher Education Senior Staff Remuneration Code, and in accordance with the Nolan principles identified by the Committee on Standards in Public Life (selflessness, integrity, objectivity, accountability, openness, honesty and leadership). The University is committed to the highest standards of openness, probity and accountability, conducts its affairs in a responsible manner and has in place a Whistleblowing (Public Interest Disclosure) Policy to enable staff, students and other members of the University to raise concerns that are in the public interest.

Constitution and Powers

The University is an independent corporation, whose legal status derives from a Royal Charter originally granted in 1920. Its objects, powers and framework of governance are set out in its current Charter ('the Supplemental Charter'), approved by the Privy Council in 2007, and its supporting Statutes the latest amendments to which were approved by the Privy Council in 2021. The University registered as a charity in October 2010 (1138342).

The Charter and Statutes require the University to have three separate bodies (Council, Senate, and Court), each with clearly defined functions and responsibilities, to oversee and manage its activities:

Council

The Council, which is established by the University's Charter, is the governing body and thus the supreme authority of the University, which means that it is ultimately accountable for the conduct and activity of the University and its representatives. The Council's membership, powers and duties are set out in Statute 5, which is available on the University's website. The Council is responsible for determining the strategic direction of the University, and for

the finance, estates, investments, and general business of the University.

The Council normally meets at least four times a year and exercises its responsibilities through the executive management and standing committees set out below. Special meetings may be called at the request of the Chair if required. During 2023/24, the Council held eight meetings, including four special meetings. Three of the meetings were held in person, four were held as hybrid meetings, and one was held remotely.

The Council comprises independent (described as lay), staff and student members appointed in accordance with the Statutes and Ordinances of the University. The membership of the Council shall not exceed 19 and the majority of Council members are non-executive lay members who are not members of staff or registered students of the University. The Council is committed to promoting equality and diversity and vacancies for lay members are advertised externally, with expressions of interest particularly welcome from under-represented groups. Applications are considered by the Governance and Nominations Committee and matched against the current skills and experience matrix.

None of the lay members receive any payment, apart from the reimbursement of expenses, for the work they do for the University. Lay members of Council serve for a period of four years but may be re-appointed for one further period of four years. The role of the Chair of Council, which can only be undertaken by a lay member, is separate from the role of the University's Chief Executive, the Vice-Chancellor. The staff members of Council are appointed through a fair and open election process.

Council members are required to make a declaration of interest on their appointment to Council, to review their declaration at least annually, and to update their declaration whenever there is a change. Declarations are reviewed by the Chair of Council, in accordance with the University's Declaration of Interest Policy and procedure, to ensure there are no potential or perceived conflicts, or, if there are, to ensure they are dealt with appropriately. The Secretary to Council maintains a register of interests for all members of Council, which is reviewed annually by the Governance and Nominations Committee. At the start of Council and Council Committee meetings, all members are asked to identify any specific items on which a declared

interest may have a bearing and, if required, members do not take part in the relevant discussion or decision, and/or may leave the meeting at the appropriate point. Any declarations identified and

member's participation in specific items is recorded in the minutes of the meeting. The Council has adopted the role description for the Secretary to Council, developed in response to the Review of

Governance of Universities in Wales by Gillian Camm (CAMP Review), which contains a clear statement of the Secretary's accountability for highlighting issues of independence or conflict to the Chair.

As the University is a registered charity, Council also acts as the Board of Trustees and members of Council are also Charity Trustees.

Members of the University Council who served during the year ending 31 July 2024 and up to the Council meeting at which the financial statements were signed are listed below. Attendance at Council meetings during the year ending 31 July 2024 (*expressed as the number of Council meetings attended out of a total of meetings the member was due to attend) is provided below.



Council Member	Category	Attendance
Mr Bleddyn Phillips, Pro-Chancellor & Chair of Council (until 31 December 2023)	Lay	4/4
Mr Goi Ashmore, Treasurer (until 31 December 2023) & Pro-Chancellor & Chair of Council (from 1 January 2024)	Lay	7/8
Sir Roderick Evans, Pro-Chancellor (until 31 March 2025)	Lay	7/8
Ms Anne Tutt, Co-opted lay member (until 31 December 2023) & Treasurer (from 1 January 2024)	Lay	6/8
Professor Paul Boyle, Vice-Chancellor (until 31 July 2029)	Staff	8/8
Dr Kerry Beynon, Co-opted lay member (until 3 February 2024)	Lay	3/4
Mr Laurence Carpanini, Co-opted lay member (until 31 December 2026)	Lay	7/8
Professor Edward David, Co-opted lay member (until 3 February 2028)	Lay	8/8
Mr Huw Davies, Co-opted lay member (from 1 August 2024)	Lay	0/0
Professor Kathryn Monk, Co-opted lay member (until 26 January 2026)	Lay	6/8
Ms Nataliya Manskova, Co-opted lay member (from 1 August 2024)	Lay	0/0
Mr Phillip Morgan, Co-opted lay member (from 4 February to 19 June 2024)	Lay	0/2
Dr Angus Muirhead, Co-opted lay member (until 31 July 2024)	Lay	7/8
Ms Elin Rhys, Co-opted lay member (until 3 February 2024)	Lay	4/4
Mrs Marcia Sinfield, Co-opted lay member (until 30 November 2024)	Lay	7/8
Professor Keshav Singhal, Co-opted lay member (until 30 November 2024)	Lay	6/8
Mr Richard Thomas, Co-opted lay member (from 16 May 2024)	Lay	1/3
Ms Nan Williams, Co-opted lay member (from 1 January 2024)	Lay	4/4
Dr Mahaboob Basha, Appointed by Staff (until 30 June 2027)	Staff	6/8
Mr Adam Jones, Appointed by Staff (until 30 June 2027)	Staff	8/8
Professor Michelle Lee, Appointed by Senate (until 30 June 2027)	Staff	8/8
Dr Phatsimo Mabophiwa, Appointed by Senate (until 30 June 2027)	Staff	7/8
Miss Megan Chagger, President of Students' Union (from 1 July 2024)	Student	2/2
Miss Abigail Egwuatu, Appointed by the Students' Union (until 30 June 2024)	Student	6/6
Mr Pablo Josiah, President of Students' Union (until 30 June 2024)	Student	6/6
Miss Katie Wilkinson, Appointed by the Students' Union (from 1 July 2024)	Student	2/2

CUC Higher Education Code of Governance

The University is committed to high standards of corporate governance and to continuously improving its governance in line with best practice within the higher education sector. The University's governance structure has been developed to align with the principles and practices set out in CUC Higher Education Code of Governance. In accordance with this Code, Council commissioned an Independent Effectiveness Review in 2023, which was undertaken by AUA Consulting. This Review recognised the improvements implemented by the University since its last effectiveness review in 2019 and concluded that significant assurance could be placed in the University's governance arrangements, that there were no matters from a governance perspective which required attention, that the Council was conducting its activities in accordance with the Code, and that the conduct of this Review had demonstrated the University's commitment to continuous improvement in its governance arrangements in line with best practice as set out in the Code. The Review identified some improvement and enhancement opportunities which Council has considered and has agreed an action plan for implementing several of these. In respect of the year ended 31 July 2024, the Council can report that there was no primary element of the Code of Governance with which the University's procedures was not consistent.

Review of governance of the universities in Wales

The Council has formally adopted the Governance Charter for Universities in Wales and Commitment to Action published in response to the CAMM Review and continues to implement the recommendations identified to ensure compliance with the Commitment to Action. Building on the good progress made in previous years, key developments in 2023/24 include:

- the adoption of a Statement of Independence for Lay Council Members which sets out what is

meant by independence and those matters which may compromise governor independence together with an updated Council Code of Conduct setting out the required behaviours and standards of Council members to support governing bodies in delivering the highest standards of governance;

- the implementation of the new Council Joint Engagement Forum at which Campus Union representatives can raise issues directly with lay members of Council ahead of Council meetings;
- undertaking a review of the University Court to ensure it provides an effective forum for stakeholder engagement with the wider community;
- reviewing the induction programme for new Council members which currently includes briefing sessions with the Chair of Council, University Secretary, and members of the Executive and external Medr/Advance HE events; and
- recruiting through clear and transparent appointment processes a new Pro-Chancellor and Chair of Council, a new University Treasurer, and five new lay members of Council informed by the Council skills and Experience Matrix to ensure that Council continues to have the necessary skills and experience to discharge its responsibilities.

Senate

The Senate, which is established by the University's Charter, is the academic authority of the University. The Senate's membership, powers and duties are set out in Ordinance 4, which is available on the University's website. Senate is chaired by the Vice-Chancellor and its membership includes the Provost, Pro-Vice-Chancellors and Pro-Vice-Chancellors Executive Deans, Deputy Pro-Vice-Chancellors, Deputy Executive Deans, Faculty Associate Deans, Heads of Schools, Directors of Strategic Faculty Operations, Education Services, Student Life and Academi Hywel Teifi, and student members together with 24 elected members drawn from the Professorial and non Professorial

academic staff in the Faculties.

The Senate normally meets four times each year, however, special meetings may be called at the request of the Chair if required. During 2023/24, the Senate held five meetings, including one special meeting. Four meetings were held in person and one as a hybrid meeting. Senate's business focused on reviewing University strategies (including Enterprise, Sports, Welsh Language, Heritage and Culture, and Education); reviewing the University's quality assurance processes and framework and the Annual Governors Quality Assurance Statement; and reviewing the University's performance in league tables and rankings including the National Student Survey. Senate also received updates on University-wide projects and major initiatives, student recruitment and the policy and sector landscape together with regular reports from its sub-committees established to assist it in discharging its responsibilities.

Court

The Court, which is established by the University's Charter, is a large, mainly formal body which serves as a forum for the engagement of the wider community with the University. The Court's membership, powers and duties are set out in Ordinance 6, which is available on the University's website. The Court is chaired by the University's Chancellor and most of its members are from outside the University, representing the local community and other designated bodies with an interest in the work of the University. The membership also includes members of Council, representatives of the staff of the University (both academic and non-academic) and the student body. The Court ordinarily meets once a year, and last met in person on 1 February 2024 to consider the University's Annual Review and Financial Statements for 2022/23.

Accountable Officer

The Vice-Chancellor is the chief executive and principal academic and administrative officer of the University and has a general responsibility to the Council for maintaining and promoting the efficiency and good order of the University. Under the terms of the formal financial memorandum between the University and Medr, the Vice-Chancellor is the accountable officer of the University and in that capacity may be required to appear before the Public Accounts and Public Administration Committee of the Senedd Cymru alongside the Chief Executive of HEFCW (subsequently Medr).

Senior Leadership Team

As chief executive of the University, the Vice-Chancellor has responsibility for the development of institutional strategy, the identification and planning of new developments, and the shaping of the institutional ethos. Members of the Senior Leadership Team and the Directors of Professional Services all contribute in various ways to these aspects of the work, but ultimate authority rests with the Council. The membership of the Senior Leadership Team, which is chaired by the Vice-Chancellor, includes the Provost, the Registrar and Chief Operating Officer, the Pro-Vice-Chancellors,

Pro-Vice-Chancellors Executive Deans, and the Chief Financial Officer. The Senior Leadership Team meets weekly and considers strategic and operational matters.

Committees

The Council has established four committees, at which much of its detailed work is initially handled: Audit, Assurance and Risk Committee; Finance and Strategy Committee; Governance and Nominations Committee; and Remuneration Committee. All of these committees are chaired by lay members of Council and have a majority of lay members. Senior officers of the University attend meetings as necessary. All Committees report their decisions to Council, and are formally constituted, with their own terms of reference and membership approved by the Council on the recommendation of the Governance and Nominations Committee. The role of the Secretary to Council is defined in the University's Ordinances and the Secretary to Council also acts as the Secretary to most of the Committees of Council.

Audit, Assurance and Risk Committee

The Audit, Risk and Assurance Committee is responsible for advising and assisting Council in respect of the

assurance and control environment of the University. Its key responsibilities are to ensure that the University complies with statutory, University and external regulatory requirements in relation to both its financial and non-financial activities and in respect of the issues within its terms of reference, and the Committee has the authority to make recommendations to the University, its organisational units and its members.

The Committee is chaired by a lay member of Council. All members of the Committee and its Chair are appointed by Council on the recommendation of the Governance and Nominations Committee. All members are independent of the University's management, although senior executives attend meetings as necessary, and, in line with Medr's Financial Management Code, there is no cross representation between the Audit, Assurance and Risk and the Finance and Strategy Committees. Committee Members who served during the year ending 31 July 2024 and up to the Council meeting at which the financial statements were signed are listed below. Attendance at Committee meetings during the year ending 31 July 2024 (*expressed as the number of Committee meetings attended out of a total of meetings the member was due to attend) is provided below.

Audit, Assurance and Risk Committee Member	Category	Attendance at meetings*
Dr Kerry Beynon, Chair of the Committee (until 3 February 2024)	Lay	2/2
Mrs Marcia Sinfield, Chair of the Committee (from 4 February 2024)	Lay	4/4
Miss Abigail Egwuatu, Student member of Council (from 17 November 2024 to 30 June 2024)	Student	3/3
Professor Kathryn Monk, Co-opted member of Council	Lay	4/4
Mr Phillip Morgan, Co-opted member of Council (from 4 February to 19 June 2024)	Lay	1/1
Mr Richard Thomas, Co-opted member of Council (from 16 May 2024)	Lay	1/1
Ms Anne Tutt, Co-opted member of Council (until 31 December 2023)	Lay	2/2
Mrs Alison Vickers, Co-opted Committee lay member	Lay	3/4
Miss Katie Wilkinson, Student member of Council (from 1 July 2024)	Student	0/0

The Committee normally meets four times a year, however, special meetings may be called at the request of the Chair if required. During 2023/24, the Committee held four meetings, two of which were held as hybrid meetings and two were held remotely. The Committee's business focused on discussing the nature and scope of the Annual Audit Plan with the External Auditors and receiving progress reports on its implementation; approving the Internal Audit Plan following discussions with the Associate Director - Internal Audit and receiving reports on its implementation; recommending to Council the proposed approach and arrangements in relation to the University's risk appetite; approving its Annual Report to Council; overseeing the University's policies related to ethical and other behaviours and receiving reports on any actions taken under these policies; and receiving update reports on standing risk items (cyber security, health and safety, loan covenants, reputation, and whistleblowing). The Committee has received regular updates on the University's Financial Sustainability programme and has also reviewed its terms of reference and effectiveness; the

Assurance Map; internal audit reports and monitored the implementation of agreed audit based recommendations; the risk management arrangements, the risk register and key risks; the effectiveness of the external and internal audit arrangements; Medr's Institutional Risk Letter; the External Auditors' management letter; the Internal Auditors' annual report; and met regularly with the External Auditors, the Associate Director - Internal Audit, the Registrar and Chief Operating Officer, and the Chief Financial Officer providing an opportunity for them to discuss any private matters.

Finance and Strategy Committee

The Finance and Strategy Committee has oversight of and monitors the financial health of the University on behalf of the Council. Its key responsibilities are (i) to ensure the medium and long-term financial sustainability of the University through regular reviews of the University's financial position, (ii) to ensure the University operates a robust system of internal financial control, (iii) to monitor financial performance and compliance, (iv) to have financial

oversight of all relevant strategies and (v) to play a critical role in applying test and challenge to all financial decisions. The Committee advises and makes recommendations to Council in respect of all financial matters.

The Committee is chaired by the University Treasurer. All lay members of the Committee and its Chair are appointed by Council on the recommendation of the Governance and Nominations Committee. In line with Medr's Financial Management Code, there is no cross representation between the Audit, Assurance and Risk Committee and the Finance and Strategy Committee. Committee Members who served during the year ending 31 July 2024 and up to the Council meeting at which the financial statements were signed are listed below. Attendance at Committee meetings during the year ending 31 July 2024 (*expressed as the number of Committee meetings attended out of a total of meetings the member was due to attend) is provided below.

Finance and Strategy Committee Member	Category	Attendance at meetings*
Mr Goi Ashmore, Treasurer & Chair of the Committee (to 31 December 2023) & Pro-Chancellor and Chair of Council (from 1 January 2024)	Lay	6/6
Ms Anne Tutt, Treasurer & Chair of the Committee (from 1 January 2024)	Lay	3/3
Professor Paul Boyle, Vice-Chancellor	Staff	4/6
Miss Megan Chagger, Student member of Council (from 1 July 2024)	Student	0/0
Professor Edward David, Co-opted member of Council	Lay	6/6
Dr Angus Muirhead, Co-opted member of Council (until 20 March 2024)	Lay	3/4
Mr Bleddyn Phillips, Pro-Chancellor & Chair of Council (to 31 December 2023)	Lay	3/3
Mr Steve Smith, Co-opted lay member	Lay	5/6
Mr Laurence Carpanini, Co-opted member of Council (from 10 July 2023)	Lay	4/6
Mr Pablo Josiah, Student member of Council (from 9 October 2023 to 30 June 2024)	Student	5/6
Ms Nan Williams, Co-opted member of Council (from 21 March 2024)	Lay	2/2
Professor Michelle Lee, Staff member of Council (from 9 October 2023)	Staff	5/5

The Committee normally meets four times a year, however, special meetings may be called at the request of the Chair if required. During 2023/24, the Committee held six meetings, including two special meetings. Two meetings were held in person, three as hybrid meetings, and one was held remotely. The Committee's business focussed on reviewing and recommending to Council the University's financial forecasts and the Financial Sustainability Programme established in response to the financial challenges facing the University and HE sector more widely due to increased costs and inflation, the continued devaluation of the undergraduate home fee, competitor behaviour in relation to home students, and retention and progression issues. The Committee considered and received regular updates on the implementation of the Programme, including Service Redesign, income generation, pay and non-pay savings, a Voluntary Exit Scheme, and a review of future capital expenditure. In addition, the Committee reviewed the management of key financial risks, business planning processes, the University's pension scheme

arrangements, financial forecasts of University subsidiaries, the Students' Union Accounts, and TRAC processes and reports. business cases for regional and global partnerships, a revised Scheme of Delegation, a draft Treasury Management Policy, and reviewing the Committee's terms of reference.

Governance and Nominations Committee

The Governance and Nominations Committee reviews and advises Council on the University's governance arrangements, ensuring that the University pursues good practice and complies with external governance requirements. Its key responsibilities are (i) to ensure compliance with external governance requirements, (ii) to review the membership of Council and its Committees ensuring it has the necessary balance of skills and experience to enable it to fulfil its responsibilities, (iii) to review and make recommendations on changes to the University's governing documents, (iv) to review, advise and make recommendations on the recruitment

and appointment of lay members of Council and its Committees, (v) to review, advise and make recommendations on succession planning, (vi) to oversee the induction, development and appraisal of Council members, (vii) to review Council's Register of Interests and ensure a robust process is in place to identify any potential conflicts of interest and (viii) to review the diversity of Council and its Committees.

The Committee is chaired by the Chair of Council. All lay members of the Committee and its Chair are appointed by Council on the recommendation of the Governance and Nominations Committee. Committee Members who served during the year ending 31 July 2024 and up to the Council meeting at which the financial statements were signed are listed below. Attendance at Committee meetings during the year ending 31 July 2024 (*expressed as the number of Committee meetings attended out of a total of meetings the member was due to attend) is provided below.

Governance and Nominations Committee Member	Category	Attendance at meetings*
Mr Bleddyn Phillips, Pro-Chancellor & Chair of Council & Chair of the Committee (until 31 December 2023)	Lay	3/3
Mr Goi Ashmore, Pro-Chancellor & Chair of Council & Chair of the Committee (from 1 January 2024)	Lay	2/2
Professor Paul Boyle, Vice-Chancellor	Staff	5/5
Miss Megan Chagger, Student member of Council (from 1 July 2024)	Student	0/0
Sir Roderick Evans, Pro-Chancellor	Lay	5/5
Professor Ryan Murphy, Appointed by Senate	Staff	4/5
Mr Adam Jones, Staff Member of Council (from 9 October 2023)	Staff	2/3
Mr Pablo Josiah, President of Students' Union (until 30 June 2024)	Student	5/5
Ms Elin Rhys, Co-opted member of Council (until 3 February 2024)	Lay	3/3
Professor Keshav Singhal, Co-opted member of Council	Lay	4/5
Ms Anne Tutt, Co-opted member of Council (until 31 December 2023)	Lay	3/3
Ms Nan Williams, Co-opted member of Council (from 1 January 2024)	Lay	2/2

The Committee normally meets four times a year, however, special meetings may be called at the request of the Chair if required. During 2023/24, the Committee held five meetings, including one special meeting. Four of the meetings were held remotely and one as a hybrid meeting. The Committee's business focussed on recommending to Council the appointment of a new University Treasurer and new lay members of Council; reviewing the Independent Review of Governance Effectiveness Report and recommending an action plan for implementing some improvement and enhancement opportunities to Council; reviewing and recommending to Council changes to the terms of reference and membership of Council Committees and reviewing the effectiveness of these committees; recommending to Council the adoption of a Statement of Independence for Lay Council Members, an updated Council Code of Conduct, and proposals for the review of Court. The Committee also received the University's Equality Annual Report and reports on the diversity of Council and Council Committees, the register of declarations of interest, and the appraisal process for the Chair of Council and the Vice-Chancellor.

Remuneration Committee

The Remuneration Committee ensures that it complies with the requirements of the Committee of University Chairs (CUC) Higher Education Senior Staff Remuneration Code and publishes an annual report which is available on the University website. The Committee is responsible for (i) overseeing and scrutinising the reward strategy of the University, (ii) developing an overall reward strategy and policy to cover the remuneration, benefits and conditions of employment of the senior employees of the University on Grade 11 and those who report directly to members of the Senior Leadership Team; (iii) reviewing and determining all aspects of the remuneration, benefits and conditions of employment of the Vice-Chancellor, and the remuneration and other financial benefits of the other members of the Senior Leadership Team taking account of affordability, comparative information on remuneration, benefits and conditions of employment in the University sector and elsewhere as appropriate, (iii) to provide an annual report on progress for Council which is transparent, aligned with the recommendations of the Higher Education Senior Staff Remuneration Code, and meets the requirements of good governance.

The Remuneration Committee is chaired by a lay member of Council and comprises independent lay members of Council who possess relevant knowledge and expertise. All Committee members and its Chair are appointed by Council on the recommendation of the Governance and Nominations Committee. All members are independent of the University. The Registrar and Chief Operating Officer, the Director of Human Resources and the University Secretary attend all meetings and other senior executives attend meetings as necessary. The Vice Chancellor is not in attendance for, and does not play a part in, the discussions and decisions of his own remuneration. No members of staff are present when the Committee makes decisions on their reward. The Chair of the Committee regularly updates Council.

Committee Members who served during the year ending 31 July 2024 and up to the Council meeting at which the financial statements were signed are listed below. Attendance at Committee meetings during the year ending 31 July 2024 (*expressed as the number of Committee meetings attended out of a total of meetings the member was due to attend) is provided below.

Remuneration Committee Member	Category	Attendance at meetings*
Dr Angus Muirhead, Co-opted member of Council & Chair of the Committee	Lay	4/4
Goi Ashmore, Pro-Chancellor & Chair of Council (from 1 January 2024)	Lay	3/3
Laurence Carpanini, Co-opted member of Council	Lay	3/3
Professor Edward David, Co-opted member of Council	Lay	4/4
Sir Roderick Evans, Pro-Chancellor	Lay	4/4
Professor Kathryn Monk, Co-opted member of Council	Lay	4/4
Mr Bleddyn Phillips, Pro-Chancellor & Chair of Council (until 31 December 2023)	Lay	1/1
Ms Elin Rhys, Co-opted member of Council	Lay	1/1

During 2023/24, the Committee held four meetings, all of which were hybrid meetings. The Committee's business focused on reviewing and determining the remuneration, benefits and conditions of employment of new members of the Senior Leadership Team and Director positions; considering and making decisions on the Remuneration process for 2023 and 2024; approving the cost-of-living award for the Vice-Chancellor and noting the award for all other colleagues in accordance with the salary increases applied following 2023/24 pay negotiations conducted by UCEA on behalf of HEIs; reviewing the Remuneration Committee's terms of reference and committee effectiveness in line with sector practice; approving a new Annual Pay Policy Statement setting out the University's policies on a range of issues concerning the pay and remuneration of its workforce; approving a Remuneration Statement which is transparent, aligned with the recommendations of the CUC Higher Education Senior Staff Remuneration Code and meets the requirements of good governance; receiving high-level updates on the University's Financial Position and Voluntary Exit Scheme (VES), the University's reward activities and approval route, the implementation of the Real Living Wage, and Gender Pay; noting Promotions via the Retention of Exceptional Talent procedure; and actively involved in, and responsible for, the decision process for any severance arrangements for grade 11 employees and for payments greater than £60,000.

Statement of Internal Control

The Council is responsible for ensuring there is a sound system of internal control to support the achievement of the University's aims, strategic objectives and policies, while safeguarding the public and the funds and assets for which it is responsible. The system of internal control is risk-based and designed to manage, rather than eliminate the risk of failure to achieve strategic objectives and as such, the system provides reasonable, but not absolute, assurance against material misstatement or loss. Council acts in accordance with the responsibilities assigned to it in the University's Charter and Statutes, and the regulatory

framework in which the University operates.

The key elements of the University's system of risk identification and effective risk management include:

- linking the identification and management of risk to the achievement of institutional objectives through an on-going annual planning process;
- all significant risks, including governance, management, quality, reputational and financial are included within the University's Risk Register, which is managed and maintained by the University's Senior Leadership Team through a clearly articulated policy and approach. The Risk Register produces a balanced portfolio of risk exposure which focusses on the key risks;
- evaluating the likelihood and impact of risks becoming a reality as part of that same process and establishing mitigating controls;
- reviewing risk appetite as part of the overall consideration of risk management;
- having review procedures which cover business, operational, compliance and financial risk;
- embedding risk assessment and internal control processes in the ongoing operations of all units;
- reporting regularly to the Audit, Assurance and Risk Committee, and then to Council, on internal control, governance and risk;
- operation of a risk assurance map, derived from the institutional risk register, which is based on the three lines of defence;
- evaluating the risk assurance map to inform the risk-based internal audit plan and provide institutional wide assurances;
- the Audit, Assurance and Risk Committee receives regular assurance reports from the In-House Internal Audit Service and the risk-based internal annual audit plan is accepted by the Senior Leadership Team and approved by the Audit, Assurance and Risk Committee;

- reporting annually to Council the principal results of risk identification, evaluation and management review;
- regular monitoring and review of the effectiveness of the internal control system processes and procedures is informed by the University's Internal Audit Service giving rise to monitored action where necessary and appropriate.

The University's Senior Leadership Team has formal processes in place for evaluating and managing significant risks faced by the institution on an on-going basis. This involves identification of the types of risks through a top down and bottom-up approach at both corporate and departmental level, which are prioritised in terms of potential impact and likelihood of occurrence in accordance with an established and risk management policy.

Risks are monitored along with the associated controls and risk mitigation actions on an on-going basis by the Senior Leadership Team. Responsibility to ensure the risk framework is working effectively and that risk is being managed and for advising Council and ensuring appropriate reports and recommendations and the risk register are presented to the Council lies with Audit, Assurance and Risk Committee. The Audit, Assurance and Risk Committee receives the risk register and an update on risk at each of its meetings. The Finance and Strategy Committee receives the risk register and updates on relevant risks regularly for information.

The University has a process for dealing with significant control issues, which involves immediate notification to the Chair of Council, Chairs of the Audit, Assurance and Risk Committee and the Finance and Strategy Committee and necessary senior staff, along with notification to HEFCW (subsequently Medr) and the Charity Commission and any other relevant authority as appropriate depending on the nature of the issue.