

COUNCIL

Minutes of the meeting held at 13:00 on 28 November 2022, via Microsoft Teams.

Present: Dr Emyr Roberts, Chair of Council (Chair); Ms Meri Huws, Deputy Chair of Council; Professor Elizabeth Treasure, Vice-Chancellor; Professor Tim Woods, Pro Vice-Chancellor (Learning, Teaching and Student Experience); Ms Kylie Evans; Professor Simon Green; Mr Dafi Jones, UMCA President; Ms Sharron Lusher; Dr Louise Marshall; Aisleen Sturrock, AberSU President; Mr Arwel Thomas; Mr Mark Tweed; Ms Claire Vaughan; Dr William Williams; Ms Nicola Wood; and Professor Reyer Zwigelaar.

In attendance: Mr Stephen Forster, Director of Finance and Corporate Services; Dr Rhodri Llwyd Morgan, Director of Welsh Language and External Engagement (for Minute 32); Dr Gethin Rhys, Deputy Registrar; Mr Steve Thomas; Head of Communications and Public Affairs; and Ms Emma Williams, Acting University Secretary.

Apologies for absence had been received from Kate Eden and Rhuanedd Richards.

16. MATTERS RAISED BY THE CHAIR

1. Condolences

Sympathies were expressed following the death of:

1. Emeritus Professor Martin Barker, former Professor of Film and Television Studies at the Theatre, Film and Television Studies Department; and
2. Professor Richie Overdale, former member of staff at the Department of International Politics.

2. Meeting Conduct

In order to ensure an effective meeting, members had been asked to provide advance warning should they wish to discuss any item marked with an asterisk on the agenda. There had been no such requests, and the items in question would therefore be approved or noted in accordance with the recommendation set out on the coversheet.

17. REAPPOINTMENT OF CHANCELLOR AND PRO CHANCELLOR

RECEIVED

Report by Dr Emyr Roberts, Chair of Council (COU2223-019)

NOTED

1. The proposal to extend the Chancellor's term of office for up to two years until 31 December 2024, and the Pro-Chancellor for three years until 31 December 2025. The University would begin the process to search for a replacement for the post of Chancellor. [**ACTION:** University Secretary].

RESOLVED

2. To approve the recommendations. [**ACTION:** University Secretary].

18. CONFLICTS OF INTEREST

NOTED

No conflicts of interest were declared in relation to the business to be considered during the meeting.

19. MINUTES OF THE PREVIOUS MEETING

RECEIVED

Minutes of the meeting held on 23 September 2022 (COU2223-021).

RESOLVED

That the minutes be confirmed as a correct record.

20. MATTERS ARISING FROM THE MINUTES

RECEIVED

A log setting out the progress made in taking forward decisions and actions agreed at the most recent Council meeting, and outstanding actions from previous meetings (COU2223-022).

NOTED

1. The updates provided in the decisions log.
2. Annual Appraisal of Council Members (2.7):
The action had been completed and closed, and members were encouraged to come forward as Senate observers.
3. Welsh Medium Academic Sub-Strategy (11.1.6 and 11.1.7):
Minor corrections had been made, and the implementation of the sub-strategy would be monitored by the Welsh Medium Studies Committee, reporting to Academic Board. Further updates to Council would need to be considered. [**ACTION:** University Secretary].
4. Old College (13.5):
Had been considered at the November meeting of RPC and was an item on the agenda, item 15 (COU2223-043). Action closed.

21. DECISIONS TAKEN BETWEEN MEETINGS

RECEIVED

Report by the University Secretary (COU2223-023).

NOTED

The decisions taken between meetings by correspondence.

22. CORRESPONDENCE

There was no correspondence to report.

23. ANNUAL REPORT ON HEALTH AND SAFETY

RECEIVED

Report by Claire Williams (COU2223-024).

NOTED

1. The Annual Report for 2021-22 reassured Council that the institution complied with its responsibilities with respect to Health, Safety and the Environment. It provided a summary of the main developments during the 2021-22 academic session, along with the challenges experienced. Council was pleased to note a number of achievements, including a strengthened Health and Safety team, policy developments, a re-energised training programme, and a new Occupational Health team. Year-to-year comparisons could be enhanced through further improvement of the data captured within the annual report. [**ACTION:** Health and Safety Manager].

RESOLVED

2. To approve the Annual Report on Health and Safety.

24. REPORT BY ABERYSTWYTH UNIVERSITY STUDENTS' UNION

RECEIVED

Report by the President of Aberystwyth Students' Union (COU2223-025).

NOTED

1. The developments at the Students' Union since the last meeting of Council, including the support offered to students who were struggling with the cost of living. Food and equipment had been provided by students, and the Union continued to welcome donations. NSS was currently conducting a UK-wide survey on the cost of living, and the University was itself strengthening its support through the hardship fund.

RESOLVED

2. To request a further update on the support offered to students struggling with the cost of living, at the next meeting of Council. [**ACTION:** President SU].

25. VICE-CHANCELLOR'S REPORT

RECEIVED

Report by the Vice-Chancellor (COU2223-026)

NOTED

1. The report consisted of four key parts: a highlight report; Senate report; a planning and student enrolment report; and a communications report.
2. The University was confident of achieving in-year savings worth £3.6 million, and measures would include a careful review of vacant roles and individual projects, with possible impact on research investment.
3. Overall student numbers had increased, though with fewer students from Wales and the rest of UK. A project to boost international recruitment was underway, looking also at conversion rates within some of the biggest departments, which had faced a complex set of challenges over the past year.
4. The 150th anniversary celebrations were underway, and a Founders Day on 4 October 2022 had been followed by a successful event in Malaysia at which 130 alumni had been present. It was hoped that this would bring further recruitment opportunities.
5. UCU had taken industrial action in the form of strikes on 24 and 25 November, with another strike expected on 30 November. UCU was also taking action short of a strike. The University would seek to ensure that students were not affected by any absent materials, subject to intellectual property and copyright restrictions.
6. Aberystwyth had performed strongly in the Guardian league table, but would need to be mindful of forthcoming changes to the use of NSS data in compiling the rankings.
7. The University Executive was looking strengthen its commercial and business development. This would be discussed further with the chair of RPC. [**ACTION:** Vice-Chancellor].

26. KEY PERFORMANCE INDICATORS

RECEIVED

Report by Steve Walsh, Head of Planning (COU2223-027)

NOTED

1. The end of year Q4 report included updated PGR data, an update on ECS completions, and end of year financial data. ECS was an area of underperformance, where anecdotal evidence of informal discussion was not reflected in the number of formal completions.

RESOLVED

2. To note the report as outlined.
3. Governance and Compliance Committee to consider ECS in depth [**ACTION:** University Secretary].

27. FINANCIAL MATTERS

1. Management Accounts 2022-23

RECEIVED

Report by the Deputy Director of Finance, Mark Godsell (COU2223-028).

1. The impact of the Budget exceptions as at M2 had been set out and were dominated by the weaker than expected student recruitment position, together with some other areas which had also not met budget expectations, including a higher level of vacancies in student residences. The net position was £3.6m adverse to budget which would need closing. An Executive group had been established to review and monitor vacant posts, and Council welcomed this 'soft-freeze' approach, together with the assurance provided on the University's cash flow.
2. Annual Report and Accounts for year ended 31 July 2022 (including the Management Accounts to Financial Statements reconciliation; and the External Auditors Management Letter and Memorandum)

Report by the Deputy Director of Finance, Mark Godsell (COU2223-029).

1. The report used a template which had been agreed across Wales following the Camm review. Members welcomed the strong emphasis on successful activities and events, and in particular the return of Graduation in the summer of 2022 after a gap of two years. Following sub-committee feedback, the latest version could be commended as a vibrant and visibly diverse document and would be submitted to HEFCW subject to final checking for minor corrections. The financial audit process had worked well and the small surplus of 200k for the year was a positive achievement in extraordinarily challenging conditions.

RESOLVED

2. To approve the Annual Reports and Accounts for year ended 31 July 2022, and submit to HEFCW subject to minor modifications to the final version. [**ACTION:** University Secretary].
3. Letter of Representation to the External Auditors

Report by Stephen Forster, Director of Finance (COU2223-030).

RESOLVED

To approve the Letter of Representation for signature by the Chair of Council. [**ACTION:** University Secretary].

4. Review of Financial Regulations and Procedures

Report by Peter Nickals, Interim Finance Operations Manager; Mark Godsell, Deputy Director of Finance and Stephen Forster, Director of Finance and Corporate Services (COU2223-031).

1. Following a thorough review, the University's revised Financial Regulations would be limited to top-level information, with operational policies and procedures for specific guidance, and a move from a prescriptive approach to one based on principles. The final document was being checked and would be submitted to Council for final approval.

RESOLVED

2. To welcome the review of Financial Regulations. [**ACTION:** Director of Financial and Corporate Services to submit final document for approval].
5. ASSUR (Annual Sustainability Return)
Report by the Deputy Director of Finance, Mark Godsell (COU2223-032).
 1. The report demonstrated that appropriate due diligence had been undertaken to confirm that the University was sustainable and a going concern.

RESOLVED

2. To approve the Annual Sustainability Return.
6. Appointment of Professional Advisors
Report by Mathew Clark, Tax and Investments Manager (COU2223-033).
 1. Following a tender process, Quantum Advisory Services would commence their duties as Professional Advisors from 1 February 2023 on a 48-month basis.

RESOLVED

2. To approve the appointment of Quantum Advisory Services as Professional Advisors.
7. Internal Auditors' Annual Report and Opinion
Report by Deloitte (COU2223-034).
 1. The annual report detailed the findings of the internal audit on corporate governance and risk management. Assurance for corporate governance was substantial and for risk management was moderate. The recommendations of audit had been followed up.
 2. The auditors had noted that the University was performing well on dealing with levels of control and that the direction of travel for these areas was positive. They had commended Aberystwyth's culture of responding well to limited assurance reports and noted a positive culture of willingness to improve.

RESOLVED

3. To approve the Internal Auditors' Annual Report.
8. Performance of the endowment and other Investment Fund
Report by Mathew Clarke, Tax and Investments Management (COU2223-035).
 1. During the financial year 1st August 2021 – 31st July 2022, the Endowment and other Investments funds portfolio had decreased from £47.2m to £41.3m, a reduction of £6.1m. The reduction related to three main reasons: firstly Tranche 1 of the Old College Divestment Strategy had been actioned (£5m); secondly the market valuation of the investments portfolio had decreased materially (£0.9m)

largely due to geopolitical events and rising inflation rates causing market uncertainty and volatility; lastly the closing of some Endowment funds (£0.2m). Total University Investments were now £41.2m, of which £11.0m were deemed to be University 'Free Funds', available for general use.

2. During the year 2021-22, the University had received £0.5m of new endowments and although outside of this reporting period, the University was expecting to receive a further £3.6m of endowments in late 2022.

9. Modern Slavery Disclosure

Report by the Deputy Director of Finance, Mark Godsell (COU2223-036).

1. A Modern Slavery and Human Trafficking Statement had been prepared for the financial year ending 31 July 2022, as required by the Modern Slavery Act (2015), and the Welsh Government Code of Conduct for Ethical Employment in Supply Chains.
2. The University's Code of Practice action plan was mostly accomplished, with ongoing actions to be closed during 2022/23. Work was continuing to develop the contracts register, along with a collaborative sector project on supply chains.

RESOLVED

3. To approve the proposed Modern Slavery and Human Trafficking Statements.

28. ANNUAL REPORTS / STATEMENTS

1. Prevent Annual Report

RECEIVED

Report by the Business Continuity and Health, Safety and Environment Officer (COU2223-037).

NOTED

1. To ensure staff completion of Prevent Duty Training, a new training package would be introduced shortly, with staff expected to complete within two months. An earlier training session had been well-received by Heads of Department and members of the Prevent Oversight Group, and further events would be considered. It was also expected that an all-Wales coordinator post would be reinstated from September 2023.
2. A 'Moderate' assurance rating had been provided by an internal audit of the University's arrangements, with recommendations relating to staff training, revisions to the Safeguarding Policy, and the inclusion of completion dates for Prevent Oversight Group action plans. Formal management responses had been provided to the Internal Audit, with details of proposed actions, timelines, and responsible persons. These were mostly complete, with the remainder expected before Christmas.

RESOLVED

3. That Council approves the Prevent Annual Report, noting that some actions remained to be completed.

2. Annual Pay Statement

RECEIVED

Report by Director of Human Resources and Organisational Development (COU2223-038).

NOTED

1. In 2017, the Welsh Government (WG) had required universities to publish Annual Pay Statements, in accordance with the common set of principles and minimum standards outlined by WG in December 2015 in relation to devolved public bodies in Wales.
2. Once approved by Council, the Annual Pay Statement would be published on the University's Corporate Information section of the website.

RESOLVED

3. That Council approves the proposed Annual Pay Statement.

3. Annual Report on Freedom of Speech

Report by the Business Continuity and Health, Safety and Environment Officer (COU2223-039).

NOTED

1. The Annual Report provided a summary of the main developments during the 2021-22 academic year, with information relating to the University's Code of Practice on Freedom of Speech and the application of the Code for requests to host notifiable events.
2. Three notifiable events had been noted during the year, and the report documented the criteria under which they had been considered notifiable, and the actions implemented by the University to attempt facilitation.

RESOLVED

3. To approve the Annual Report on Freedom of Speech.

4. Carbon Management Performance Annual Statement

Report by Dewi Day, Sustainability Advisor (COU2223-040).

NOTED

1. Significant improvements had been made in data capture methodologies since engaging with net zero strategy support and the net zero strategy was in the process of being finalised. The University was aiming to have an approved and published

pathway to net zero by early 2023. A number of significant decarbonisation projects had recently been completed, including a 2.5MW solar farm, new plant growth, lighting, and the replacement of several fleet vehicles with EV cars and vans. The next phase of development involved a number of additional large scale decarbonisation projects including the tree planting project, REFIT phase 3 and the Aberystwyth District Heat Network.

RESOLVED

2. That Council approves the Performance Annual Statement.

29. ANNUAL ASSURANCE RETURN TO HEFCW AND FEE AND ACCESS PLAN

RECEIVED

Report by Emma Williams, Acting University Secretary (COU2223-041).

NOTED

1. As part of annual reporting arrangements, HEFCW required each higher education institution in Wales to submit an Annual Assurance Return. The template to be used was provided by HEFCW each November, and the submission would be signed by both the Chair of Council, and the Vice-Chancellor as Accountable Officer.
2. Details of Claire Vaughan's committee membership to be reviewed.

RESOLVED

3. That Council approves the Annual Assurance Return to HEFCW and Fee and Access Plan. [**ACTION:** University Secretary to refer to Quality Group before final submission].

30. QUALITY ASSURANCE STATEMENT (INCLUDING SU ANNUAL SUBMISSION AND DEGREE OUTCOME STATEMENT)

RECEIVED

Report by Kim Bradick, Deputy Registrar (COU2223-042).

1. The University went through a successful QER review during the past year, with External Examiners also providing assurance for the standards of Aberystwyth awards across all subject areas.
2. QER had provided a strong endorsement of the University's management of partnerships activities, which had enabled the RAG rating for partnerships to be reduced from red to green. The University's broad range of good-quality partnerships provided a strong base for further developments within Wales and through TNE.
3. An increase in the number and complexity of complaints was a sector-wide trend (possibly accelerated by Covid), and Aberystwyth was no exception. There were no consistent themes across the cases which had been handled, all of which required a careful and sensitive approach.
4. Degree outcomes for 20/21 had been affected by Covid adjustments, and while the sector had been urged to tackle inflation and return to pre-Covid norms, 21/22 figures would give a better indication of long-term trends. Council would receive an update in

the Spring of 2023 but noted that the University was also mindful of its relatively high entry standards compared to degree classifications in certain subjects, and the need to ensure recognition of student's achievements and hard work.

5. Council was conscious of the limited time available to discuss this substantial and important report and agreed to a review of its schedule of business for the next academic session. [**ACTION:** Chair and University Secretary].

RESOLVED

6. That Council approves the Quality Assurance Statement, including the SU Annual Submission and the Degree Outcome Statement.

31. OLD COLLEGE

RECEIVED

Report by Director of Welsh Language and External Engagement (COU2223-043)

NOTED

1. A sharp and on-going rise in construction and other costs was a cause of serious concern and was putting pressure on contingency funding. Discussions were ongoing on a potential change in the contractual position with Andrew Scott. Legal advice was being sought and a detailed report would be prepared to assess the proposals and consequences. Members were concerned that the project remained a major risk for the University, with costs were at the limit of affordability. They noted that the responsibility for the Grade One building sat with the university and this was a high-risk issue.
2. In response to members' questions about VAT recovery, it was confirmed after the meeting that the total income affected would be £125,000 on which £25,000 VAT would be incurred out of anticipated total revenues of £3.2m. [**Post meeting note**]
3. An additional meeting of RPC would be held on 12 December 2022 to receive an update on the discussions with Andrew Scott. Whether a special meeting of Council would also be required had yet to be confirmed. [**ACTION:** University Secretary].

32. ESTATES MATTERS:

1. Estates Strategy Master Plan Update

RECEIVED

Report by Chris Davies, Tim Macy and Andrea James, Estates, Facilities and Residences (COU2223-044).

NOTED

The progress update on the Estate Strategy Master Plan. The committee noted that as yet no costs or phasing had been determined. Any development would be subject to affordability and sustainability and linked to plans for future income, with consideration also to hybrid-working models.

2. Disposal of Llanbadarn – Options Appraisal

RECEIVED

Report by Stephen Forster, Director of Finance and Corporate Services and Andrea James, Director of Estates, Facilities and Residences (COU2223-045).

1. The disposal of the Llanbadarn campus had been identified and agreed as an action in the Sustainability Implementation Plan 2017-2022. Savilles had been engaged to recommend the most appropriate method for disposal, and in order to realise capital receipts and for the avoidance of continuing running costs, the University was seeking to proceed with the recommendations to market the site as a whole but include in the sales particulars that offers could be submitted for separate elements with flexibility in the marketing campaign. The disposal of the site, or of elements of it, would be subject to further Council approval.

RESOLVED

2. That Council approves the disposal strategy for Llanbadarn. [**ACTION:** Director of Finance and Corporate Services].

3. Additional Estate Assets Disposal and Estate Assets Disposal

RECEIVED

Report by Dr Tim Macy and Andrea James, Estates, Facilities and Residences (COU2223-046).

1. Agreement was sought in principle to sell four parcels of land that were not yet on the approved disposal list; this would confirm that the University was open to the proposal of selling these parcels, whilst being bound by the Disposal of Assets procedures. The land involved was:
 - i) A plot of scrubland by Lluest Farm, currently occupied by The Equine Centre.
 - ii) Parcel of land at Frondeg Farm, Blaenplwyf, abutting the former Conrah Hotel.
 - iii) A strip of paved road leading up from Llanbadarn Road.
 - iv) A small plot of land adjacent to the Aberystwyth Bowling Club identified as a site for Community Growing Spaces, to be managed by the Council.

RESOLVED

2. That Council approves in principle the selling of four parcels of land as detailed in the minutes. [**ACTION:** Director of Finance and Corporate Services].

4. Pantycelyn Refurbishment Project – Post Project and Student Occupancy Review.

RECEIVED

Report by the Director of Estates, Facilities and Residences, Andrea James (COU2223-047).

NOTED

1. That CBRE consultancy had been commissioned to complete an end of project review for the Neuadd Pantycelyn Refurbishment Project, following its reopening in October 2020. The review had included a post-occupancy study survey and considered feedback from key project team members, University staff, students, and other stakeholders.
2. Student take up at Pantycelyn had been lower than expected, and the University was developing a strategy, currently at design stage, to attract students. This would include a review of catering needs and possible ways of increasing flexibility.

33. HONORARY AWARDS

RECEIVED

Report by Emma Williams, Acting University Secretary (COU2223-048).

1. Following a widely-publicised nominations process, the Honorary Awards Group had agreed the proposed shortlist for honorary awards during the University's 150th anniversary celebrations.

RESOLVED

2. That Council approves the proposed shortlist for honorary awards. [**ACTION:** University Secretary].

34. GOVERNANCE MATTERS

1. Audit Risk and Assurance Committee's Annual Report to Council

RECEIVED

Report by Emma Williams, Acting University Secretary (COU2223-049).

NOTED

1. The Audit, Risk and Assurance committee had considered the annual report which had been developed and confirmed that this was comprehensive.

RESOLVED

2. To approve the Audit, Risk and Assurance Annual Report to Council.

2. Annual Report of the Remuneration Committee

RECEIVED

Report by Emma Williams, Acting University Secretary and Nicholas Rogers, Director of Human Resources and Organisational Development (COU2223-050).

NOTED

1. The Remuneration Committee had considered its Annual Report and confirmed that it was comprehensive.

RESOLVED

2. To approve the Remuneration Committee Annual Report to Council.
3. Sub-committee annual reports to Council

RECEIVED

Report by Emma Williams, Acting University Secretary and Helen Davies, Governance Officer (COU2223-051).

NOTED

That the sub-committee annual reports raised questions about the level of detail required, and while they provided an outline of the work accomplished during the year, it was agreed to reconsider their purpose to ensure consistency and value to Council. **[ACTION: University Secretary]**.

4. AberSU's Relationship Agreement

RECEIVED

Report by Emma Williams, Acting University Secretary (COU2223-052).

1. HEFCW requires that universities and Students' Unions enter into a Relationship Agreement, which should be endorsed by the institution's Governing Body, reviewed annually in time for the new academic year, and signed by the incoming Student Officers.
2. Other than to update signatures, no changes were being proposed to the current Relationship Agreement, a copy of which was appended to the report.

RESOLVED

3. That Council retains the current Relationship Agreement for the forthcoming academic year. **[ACTION: University Secretary]**.

35. ITEMS FOR INFORMATION

RECEIVED

Members received reports on the following for information:

1. Summary Corporate Risk Register (COU2223-053);
2. Annual Review of Risk Appetite Statement and Matrix (COU2223-054);
3. Documents affixed with the Common Seal (COU2223-055);
4. Welsh Language Standards Annual Report (COU2223-056);
5. Summary of complaints received relating to the Welsh Language (COU2223-057);
6. Higher Education Investment and Recovery Fund (HEIRF) Monitoring Report (COU2223-058);

7. Serious Incidents reported to the Charity Commission (COU2223-059); and
8. Student Charter (COU2223-060)

NOTED

9. The contents of the reports presented for information.

36. REPORTS FROM SUB-COMMITTEES

RECEIVED

A composite report comprising the minutes of the following (COU2122-061):

1. Investments Committee (26 October 2022);
2. Remuneration Committee (09 November 2022);
3. Governance and Compliance (16 November 2022);
4. Audit, Risk and Assurance (17 November 2022);
5. Resources and Performance (18 November 2022); and
6. Senate (20 September 2022)

NOTED

7. The reports received from the sub-committees.

37. ANY OTHER BUSINESS, MEETING REVIEW, AND FUTURE BUSINESS

Members commented on the high volume of papers to review in advance of the meeting, and discussed possible ways of enabling pre-meeting comments and guidance on which papers to prioritise. The agenda for the November meeting was driven by external requirements, in particular HEFCW reporting with the annual deadline of 30 November.

Farewell

1. Stephen Forster, Director of Finance and Corporate Services would be retiring at the end of the year and was thanked for his services to the University.
2. Emma Williams was thanked for stepping up as Acting University Secretary during the autumn term. Dr Gwawr Taylor would return as University Secretary in January 2023.