

COUNCIL

Minutes of the meeting held at 11:00 on 06 JULY 2018, at the Executive Boardroom, Visualisation Centre.

Present: Dr Emyr Roberts, Chair of Council; Ms Gwerfyl Pierce Jones, Deputy Chair of Council; Prof Elizabeth Treasure, Vice-Chancellor; Ms Anne Davies (via Skype); Mr Keith Evans; Mr Richard John; Mr Ian MacEachern; Dr Hazel Davey (except for minute 106); Prof Reyer Zwiggelaar; Ms Kath Williams; Mr Bruce Wight, AberSU Union Development Officer; and Ms Anna Wyn Jones, UMCA President.

In attendance: Prof John Grattan, Pro Vice-Chancellor (Student Experience and International); Mrs Lucy Hodson, Director of Planning; Mrs Jean Jones, Head of the Vice-Chancellor's Office; Dr Rhodri Llwyd Morgan, Pro Vice-Chancellor (Welsh Language and Culture, and External Engagement); Mrs Esther Prytherch, Head of Communications and Public Affairs; and Mr Geraint Pugh, University Secretary.

Apologies for absence had been received from Mr George Ashworth; Ms Rebecca Davies, Pro Vice-Chancellor (Chief Operating Officer); the Rt Hon Elfyn Llwyd; Mr Nick Rogers, Director of Change Strategy; and Professor Chris Thomas, Pro Vice-Chancellor (Research).

84. PERSONAL MATTERS RAISED BY THE CHAIR

1. Welcome

The following were welcomed to the meeting:

1. Anna Wyn Jones, UMCA President and Aberystwyth University Students' Union (AberSU) Welsh Culture Officer, who was attending her first meeting of Council as a member since commencing in post on 01 July 2018; and
2. Dr Anwen Jones, Head of the Department of Theatre, Film and Television Studies, who was attending as part of her career development.

2. Quorum

The number of apologies received from Independent Members meant that this element of Council's membership would not be in the majority. The meeting consequently would not be quorate and all discussions would be in an advisory capacity until such time as a quorum was achieved and the understandings reached formally approved.

3. Condolences

Sympathies were expressed following the death of Professor Meic Stephens, author and scholar, and Honorary Fellow of the University.

4. New Independent Members

Following the thorough recruitment exercise undertaken, members had agreed by correspondence to appoint Samantha Blackie; Prof Sir Ian Diamond; and Prof Robin Williams as new Independent Members of Council. Unfortunately, none of the new Members could attend this meeting, and they would therefore commence their terms on 01 August 2018.

5. HE Remuneration Code

The Committee of University Chairs (CUC) Higher Education Senior Staff Remuneration Code had been published during June 2018. The Chair and Deputy Chair of Council were ensuring that it is embodied into the University's remuneration arrangements going forward.

6. Briefing sessions

A briefing session on marketing and student recruitment had been held for Council members in advance of the formal meeting. A video of this informal session would be made available via SharePoint for the benefit of those members not able to attend during the morning (**ACTION:** University Secretary).

85. CONFLICTS OF INTEREST

NOTED

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

86. MINUTES OF THE PREVIOUS MEETING

RECEIVED

Minutes of the meeting held on 18 May 2018 (COU1718-105).

ADVISED

That the minutes be confirmed as a correct record

87. 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 (COU1718-106).

NOTED

The updates provided in the decisions log.

88. DECISIONS TAKE BETWEEN MEETINGS

RECEIVED

Report by the University Secretary (COU1718-107).

NOTED

1. The report detailed the instances since the last Council meeting when matters had been approved either by members via correspondence, or via executive action by the Chair of Council in line with the provision of Standing Orders.
2. The matter approved by members via correspondence was:
 1. the appointment of Independent Members to serve on Council or the sub-committees.

3. The matters approved by means of executive action by the Chair of Council were:
 1. the submission of a revised Fee & Access Plan 2019-20 to HEFCW; and
 2. the procurement of a Revolving Credit Facility, subject to the endorsement of Finance and Strategy Committee.

89. CORRESPONDENCE

The University Secretary had not received any correspondence which had not already been drawn to the attention of members.

90. VICE-CHANCELLOR'S REPORT

RECEIVED

Report by the Vice-Chancellor (COU1718-108).

NOTED

1. The report consisted of five key parts: a highlight report; a detailed report on student recruitment, planning issues as well as important external factors; a communications report; an update on health and matters; and a summary of recent research grants awarded to the University.
2. Members congratulated University staff and students on achieving a Gold award in the Teaching Excellence and Student Outcomes Framework (TEF) published on 06 June 2018.
3. A decision on the final proposal to restructure the University had been taken on 14 June 2018. Those whose posts were at risk had since been formally informed of the Committee's determination, with the process to appoint to new posts already underway. Members highlighted the fact that the decision on the final restructure proposal had been taken by the Committee of Council established for this purpose, and not by the full Council as suggested in the Vice-Chancellor's report.
4. The University had been granted accreditation for five years to provide Initial Teacher Training following a successful application to the Education Workforce Council. From September 2019, the University's School of Education would be delivering a new pioneering teacher training programme, offering two pathways to Qualified Teaching Status.
5. The Education Secretary, Kirsty Williams AM, had confirmed earlier in the week that EU students applying for a place at Welsh universities for the 2019–20 academic year would continue to be eligible for financial support. This announcement was warmly welcomed by members.
6. Following a procurement exercise, a preferred contractor had been identified for the refurbishment of Pantycelyn and the statutory 10-day standstill period was now underway. An element of value engineering would be required over the coming weeks before construction could commence in earnest over the summer. The Minister for the Welsh Language and Lifelong Learning, Eluned Morgan AM, had visited Pantycelyn the previous day and had formally confirmed the £5m grant towards the project from the Welsh Government (WG).
7. The National Assembly for Wales' Committee for the Scrutiny of the First Minister was meeting in the Old College that morning. The Chair of Council and the Vice-Chancellor

would meet with the First Minister, the Rt Hon Carwyn Jones AM, following that session to discuss recent developments at the University.

8. The Minister for Culture, Tourism and Sport, Dafydd Elis-Thomas AM, would also visit the Old College later during the day to meet with representatives from the University and be briefed on the proposals to refurbish that building.
9. Members welcomed the inclusion of an update on health and safety as part of the Vice-Chancellor's report, and suggested that future iterations seek to report on key metrics such as Reporting of Injuries, Diseases and Dangerous Occurrences Regulations (RIDDOR) (**ACTION:** Health, Safety and Environment Manager).

91. REPORT BY ABERYSTWYTH UNIVERSITY STUDENTS' UNION

RECEIVED

Report by the AberSU Development Officer (COU1718-109).

NOTED

1. The report provided an update on developments at AberSU since the last meeting of the University's Council.
2. Members congratulated AberSU on winning the NUS People and NUS Democracy awards during the national NUS Students Unions 2018 Conference and Awards held at the Birmingham NEC earlier in the week.
3. The Vice-Chancellor had requested that an architect be engaged to review AberSU's space requirements to ensure that appropriate plans could be formed in the context of the institution's next Estate Strategy, as well as the on-going refurbishment of the Arts Centre plaza (**ACTION:** Pro Vice-Chancellor (Chief Operating Officer)).

92. STRATEGIC PLAN 2018-23 KEY PERFORMANCE INDICATORS

RECEIVED

Report by the Director of Planning; and the Head of Strategic Development (COU1718-110).

NOTED

1. On 23 March 2018, Council had agreed 12 high-level Key Performance Indicators (KPIs) – 10 of which related to non-financial activities. Targets for these 10 non-financial KPIs had now been developed.
2. A further suite of more detailed KPIs would be monitored by the University Executive in relation to the Strategic Plan and forthcoming sub-strategies, as well as more operational aspects of the University. These would be shared as part of the schedule of thematic 'deep dives' being developed for the governing body.
3. The proposed values had been considered by the Finance and Strategy Committee (FSC) on 15 June 2018 where members had recommended that they be approved by Council, subject to a minor amendment. The version of the report circulated to Council had been amended accordingly.

ADVISED

4. That the proposed target values for the KPIs be approved (**ACTION:** Director of Planning).

93. FINANCIAL UPDATE

RECEIVED

Report by the Director of Finance; and Assistant Director of Finance Mark Godsell (COU1718-111).

NOTED

1. The report set out the University's financial performance as at 25 June 2018, and provided an update on other finance-related performance indicators.
2. Members questioned the forecast underspend against the provision made in the current budget to fund stimulus activity, even though this provision was put in place in response to requests by departments for such funding. This underspend was being reviewed by the Vice-Chancellor and the Director of Finance to better predict future demand for stimulus funding.

94. SUSTAINABILITY IMPLEMENTATION PLAN

RECEIVED

Report from Director of Finance; the Director of Strategic Change; the Director of Planning; and Assistant Director of Finance Mark Godsell (COU1718-112).

NOTED

The report provided an update on the savings made to date against the Sustainability Implementation Plan (SIP) targets; the financial factors influencing delivery against the targets; and the risk mitigation put in place.

95. BUDGET FOR 2018–19, AND FINANCIAL FORECASTS FOR OUTYEARS TO 2022

RECEIVED

Report by the Director of Finance and Assistant Director of Finance, Mark Godsell (COU1718-113).

NOTED

1. The proposed budget for 2018–19 incorporated the second year of the SIP, and reflected progress to date on achievement of the SIP targets.
2. The draft budget had been considered by FSC on 15 June 2018 where members had welcomed the proposed provisions to mitigate the risks faced by the University, some of which were common to the sector. The steps taken to counterbalance these provisions while maintaining prudent student number forecasts were particularly welcomed, and would ensure that the planned budgetary outturn as set out in the SIP could be met.
3. Members were reminded that the draft budget only included an indication of the capital projects which would be progressed during 2018–19 under the Protect and Stabilise programme, and that only the total amount of capital funding available was being approved as part of the budget. Individual projects would come forward for approval in due course according to the applicable sign-off thresholds.

ADVISED

4. That the proposed budget for 2018–19 be approved (**ACTION:** Director of Finance).

96. RE-DESIGNATION OF ENDOWMENT FUNDS

RECEIVED

Report by the Director of Finance and Assistant Director of Finance Nansi George (COU1718-114).

NOTED

1. On 18 May 2018, Council had approved the Committee's recommendation that £5.2m of Group 1 endowment funds – which had been given to the University for general purposes – be re-designated towards the refurbishment of Pantycelyn. The University had since received further legal advice on the 'Tithe and Capitular' fund which confirmed that it too could be re-designated and used for general purposes.
2. The report therefore proposed that £1.8m of the 'Tithe and Capitular' fund be re-designated towards the refurbishment of Pantycelyn. This would complete the £12m funding package for the project. The remainder of the 'Tithe and Capitular' fund would remain invested as cash endowment funds pending any future decision by Council to apply the funding towards other capital projects.
3. The proposed re-designation of the 'Tithe and Capitular' fund had been considered by FSC on 15 June 2018 where members had recommended that the proposal be approved by Council.

ADVISED

4. That £1.8m of the 'Tithe and Capitular' fund be allocated towards the refurbishment of Pantycelyn (**ACTION:** Director of Finance).

97. REVOLVING CREDIT FACILITY

RECEIVED

Report by the University Secretary (COU1718-115).

NOTED

1. On 08 June 2018, the Chair of Council had considered the report which had been circulated for the FSC meeting on 15 June, and had approved the proposed procurement of a Revolving Credit Facility (RCF) on behalf of the governing body, subject to FSC's subsequent endorsement.
2. Following the endorsement of FSC members, the Funding Council had been approached for their approval, in accordance with the Financial Management Code. HEFCW had responded with their agreement on 28 June 2018, but had requested confirmation of various matters, including that the Council had formally endorsed the decision taken on their behalf by the Chair.
3. Negotiations on the final details of the RCF were now commencing with the preferred lender, and a copy of the terms and any covenant would be circulated to Council members for information in due course (**ACTION:** Director of Finance).

ADVISED

4. That the Chair's approval, and subsequent FSC endorsement, of procuring a RCF facility be formally approved (**ACTION:** Director of Finance).

98. RESTRUCTURE OF UNIVERSITY COMMITTEES

RECEIVED

Report by the University Secretary (COU1718-116).

NOTED

1. On 18 May 2018, Council had approved in principle a restructure of University committees. Terms of reference had since been drafted for the six new or revised sub-committees which in future would report in to the governing body. These were set out in the report.
2. Details of the staff members who would regularly be 'in attendance' at meetings had been deliberately omitted pending the conclusion of the University restructure process. These names would be agreed with the individual Committee chairs in due course (**ACTION:** University Secretary).
3. The proposed reduction in the Senate representation on some sub-committees was queried. It was clarified that academic colleagues would continue to have significant input into the development of proposals at earlier stages.
4. The AberSU Development Officer was consulting with his fellow sabbatical officers on whether to retain a student representative on the Audit, Risk and Assurance Committee. He would advise the University Secretary of their conclusion in advance of the first scheduled meeting of that committee (**ACTION:** AberSU Development Officer).

ADVISED

5. That the proposed draft terms of reference for the six sub-committees be approved, subject to (**ACTION:** University Secretary):
 1. Consulting guidance published by the Funding Council on the inclusion of the word 'Assurance' in the title of the Audit, Risk and Assurance Committee; and
 2. Revising the text of the second paragraph of the terms of reference for the Resources and Performance Committee under 'Operation' to read: "In order to provide suitable assurances to the Council, the Committee shall:".

99. RELATIONSHIP AGREEMENT WITH ABERYSTWYTH UNIVERSITY STUDENTS' UNION

RECEIVED

Report by the University Secretary (COU1718-117).

NOTED

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. The University's current Relationship Agreement had been reviewed in consultation with both the AberSU Development Officer and the Vice-Chancellor. No changes were being proposed to the current Relationship Agreement as a result of this review.

ADVISED

3. That the current Relationship Agreement be retained for the forthcoming academic year, subject to revising the title of point two in Welsh to read “Canoli ar y Myfyrwyr” (**ACTION:** University Secretary).

100. FEE AND ACCESS PLAN 2018–19 VARIATION

RECEIVED

Report by the Director of Planning; and the Head of Strategic Development (COU1718-118).

NOTED

The University is required to list all programmes provided by franchise partners as part of the institution's Fee and Access Plan. Some programmes had not been approved in May 2017 when the Fee and Access Plan for 2018–19 had been compiled. The University was therefore required to submit a request for a variation to its approved Fee and Access Plan.

ADVISED

That the proposed Fee and Access Plan 2018–19 variation application be submitted to HEFCW (**ACTION:** Director of Planning).

101. WELSH GOVERNMENT'S CONSULTATION ON 'PUBLIC GOOD AND A PROSPEROUS WALES'

RECEIVED

Report by the Director of Planning; and the Head of Strategic Development (COU1718-119).

NOTED

1. The WG were consulting on future changes to the Post-Compulsory Education and Training system in Wales, which would see higher education, further education, and sixth forms come under the one regulatory body.
2. The report set out a draft response by the University to the consultation, which would close on 17 July 2018. Members discussed the proposed response.

ADVISED

3. That the draft response be submitted, subject to minor amendments to reflect the comments made during the preceding discussion (**ACTION:** Director of Planning).

102. INDEPENDENT MEMBERS ON THE SUB-COMMITTEES

RECEIVED

Report by the University Secretary (COU1718-120).

NOTED

1. Following Council's decision on 18 May 2018 to approve in principle a restructure of the sub-committees which will report to the governing body, the membership of the new or revised sub-committees had been considered by the Nominations Committee on 06 June 2018.
2. The report drew on the separate proposal to Council with respect to revised terms of reference for the sub-committees in the new structure, and recommended a number of appointments, the majority of which were to take effect from 01 August 2018.

ADVISED

3. That the proposed appointments to serve on the new or revised sub-committees be approved, in accordance with the recommendations from the Nominations Committee as set out in the report (**ACTION:** University Secretary).

103. MEMBERSHIP OF THE COURT

RECEIVED

Report by the University Secretary (COU1718-121).

NOTED

1. As part of work to review the University's governing documents, the membership of the institution's Court has also been reviewed, in consultation with the Chair of Council and the Vice-Chancellor, to identify the consequential changes required.
2. The report set out the proposed amendments to the membership of the Court, which included providing for representation from some additional external bodies.

ADVISED

3. That the proposed revisions to the membership of the University's Court be approved (**ACTION:** University Secretary).

104. REVISIONS TO ORDINANCES

RECEIVED

Report by the University Secretary (COU1718-122).

NOTED

1. The University's petition to revise the institution's Charter and Statutes had been formally approved by the Privy Council on 27 June 2018. The revisions had come into force immediately.
2. Pending the outcome of the petition to the Privy Council, the Charter Committee had reviewed the University's Ordinances to identify the consequential revisions which would be required should the revisions to the Charter and Statutes be approved. As part of this work, Dr Christopher Turner, former Registrar and Director of Governance Services at Cardiff University, who had worked with the University Secretary to develop the proposed revisions to the Charter and Statutes, had also conducted an external review of the Ordinances against sector practice.
3. The report set out the proposed revisions to the Ordinances, which had been considered by the Charter Committee at its meeting on 23 May 2018 and subsequently via correspondence. Those Ordinances relating to academic matters had been considered by the Senate on 20 June 2018. The minor amendments proposed during these earlier stages were reflected in the report.
4. The latter part of the report set out proposed revisions to the University's Ordinances relating to human resources matters in order to ensure compliance with the Welsh Language Standards. Since circulating the report, the recognised Trade Unions had confirmed their agreement to the proposed revisions.

ADVISED

5. That the proposed amendments to the University's Ordinances be approved, including the deletion of the Ordinance relating to the Honorary Office of Treasurer, the merger of some Ordinances, and the re-numbering of all Ordinances (**ACTION:** University Secretary).

105. REVISIONS TO STANDING ORDERS

RECEIVED

Report by the University Secretary (COU1718-123).

NOTED

1. As a result of Council's agreement in principle on 18 May 2018 to restructure the University's committees and the further proposals in that respect presented separately to Council, the Charter Committee had considered the consequential amendments which would be required to the Standing Orders.
2. The report set out the proposed revisions. Additional minor amendments were also proposed, particularly with respect to confidentiality, and receiving delegations at meetings of Council and Senate.
3. These proposed amendments had been considered by members of the Charter Committee by correspondence between 22 and 27 June 2018, who had agreed to recommend that Council approve the revisions.

ADVISED

4. That the proposed revisions to the Standing Orders which apply to Council, Senate and the governance committees be approved (**ACTION:** University Secretary).

106. FORMAL APPROVAL OF DECISIONS

RESOLVED

Given the presence of a quorum, that the business already conducted in an advisory capacity be formally approved, namely minutes: 86, 92, and 95 to 105.

107. ITEMS FOR INFORMATION

RECEIVED

Members received a report on the following for information:

1. Summary Corporate Risk Register (COU1718-124);
2. Health and Safety Incident Trends (COU1718-125); and
3. Progress against The Knowledge Partnership recommendations (COU1718-126).

NOTED

4. The contents of the report presented for information.

108. REPORTS FROM SUB-COMMITTEES

RECEIVED

A composite report comprising the following (COU1718-127):

1. Finance and Strategy Committee (15 June 2018);
2. Audit and Risk Committee (15 June 2018);
3. Senate (20 June 2018);
4. Health, Safety and Environment Committee (14 June 2018);
5. Professional Development, Staffing and Equality (08 June 2018);
6. Charter Committee (23 May 2018);
7. Nominations Committee (06 June 2018);
8. University Research Ethics Committee (14 June 2018); and
9. Committee of Council established to consider the final University restructure proposal (14 June 2018).

NOTED

10. The reports received from the committees.

109. ANY OTHER BUSINESS

1. Farewells

Lucy Hodson and Susan Chambers would be leaving the University's employment on 20 and 31 July 2018 respectively. Both were thanked for their substantial contribution to the work of the Council and the wider institution over recent years in their respective roles as Director of Planning and Director of Human Resources.