

COUNCIL

Minutes of the meeting held at 13:00 on 08 FEBRUARY 2019, at the Executive Boardroom, Visualisation Centre.

Present: Dr Emyr Roberts, Chair of Council (Chair); Ms Gwerfyl Pierce Jones, Deputy Chair of Council; Prof Tim Woods, Pro Vice-Chancellor (Learning, Teaching and Student Experience); Mrs Samantha Blackie; Dr Hazel Davey; Ms Anne Davies (via Skype) (until minute 54); Mr Richard John; Ms Anna Wyn Jones, UMCA President; the Rt Hon Elfyn Llwyd; Mr Ian MacEachern; Ms Kath Williams; Prof Robin Williams; Mr Bruce Wight, AberSU President; and Prof Reyer Zwiggelaar.

In attendance Mr Stephen Forster, Director of Finance and Corporate Services; Mrs Jean Jones, Head of the Vice-Chancellor's Office; Mrs Esther Prytherch, Head of Communications and Public Affairs; Mr Geraint Pugh, University Secretary; Prof Chris Thomas, Pro Vice-Chancellor (Research, Knowledge Exchange and Innovation); and Dr Rhodri Llwyd Morgan, Director of Welsh Language, Culture and External Engagement (for minutes 50.2 to 56).

Apologies for absence had been received from Mr George Ashworth; and Professor Elizabeth Treasure, Vice-Chancellor.

40. MATTERS RAISED BY THE CHAIR

1. Vice-Chancellor

The Vice-Chancellor would not be present at the meeting due to a death in the family. Members expressed their condolences to Prof Treasure and family in their bereavement.

2. Condolences

Sympathies were expressed following the death of Adam Dewulf-Peters, student at the Department of International Politics.

3. Resignation

On 03 February 2019, Professor Sir Ian Diamond had resigned from the governing body due to other commitments. Steps were now being taken to fill the two vacancies for Independent Members on Council, and a recommendation would be presented in due course.

4. Discussions with Council members

1. The Chair had recently engaged in individual discussions with Council members regarding the operation of the governing body and its sub-committees over recent months. The feedback had been very positive, with the new committee structure settling in well.
2. Members were reminded that there would be opportunities to suggest further improvements to the way in which the University is governed, as part of the external review of institutional governance effectiveness by AdvanceHE.

5. Pro-Chancellors

A meeting of the Selection Committee for the appointment of Pro-Chancellors had been held on 24 January 2019 to consider the nominations received. Interactions were now underway with shortlisted nominees. The outcome of these discussions would be reported to the Selection Committee, with a view to presenting recommendations to Council for approval on 12 April 2019.

6. Other events

Since the last meeting, the Chair had represented the governing body at the following events:

1. the annual HEFCW public meeting;
2. a reception and dinner in Cardiff for a Vietnamese education delegation, along with Prof Qiang Shen (Pro Vice-Chancellor (Faculty of Business and Physical Sciences)); and
3. the Citizens' Assembly on 04 February 2019, to speak about the University's implementation of the Real Living Wage.

41. CONFLICTS OF INTEREST

NOTED

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

42. MINUTES OF THE PREVIOUS MEETING

RECEIVED

1. Minutes of the meeting held on 26 November 2018 (COU1819-070); and
2. Proposed revisions to the draft minutes for items 22 and 23 (COU1819-098).

RESOLVED

That the minutes be confirmed as a correct record, subject to incorporating the proposed revisions to minutes 22 and 23 (**ACTION:** University Secretary).

43. 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 (COU1819-071).

NOTED

1. Vice-Chancellor's Report (minute 23)

Representatives from the University had recently attended a meeting between Universities Wales representatives and the Welsh Government (WG) Minister for Education. During the meeting, the WG Seren Network initiative had been raised. It was hoped that the Minister would consider including additional Welsh universities on the list of institutions being promoted by the Seren Network.

2. The other updates provided in the decisions log.

44. DECISIONS TAKE BETWEEN MEETINGS

RECEIVED

1. Report by the University Secretary (COU1819-072); and
2. Report by the University Secretary on a further decision taken since the papers for the meeting had been circulated (COU1819-096).

NOTED

3. The reports detailed the instances since the last Council meeting when matters had either been approved by members via correspondence, or by the Chair of Council in line with the provision of Standing Orders.
4. The matter approved by members via correspondence was:
 1. an update on estates for submission to HEFCW.
5. The matters approved by the Chair of Council were:
 1. the Annual Sustainability Assurance Report, which had been omitted from the agenda for the last Council meeting in error;
 2. revisions to the Annual Report on 'Prevent', in accordance with Council's request on 26 November 2018 that any revisions required by considered for approval by the Chair; and
 3. minor revisions to the University's Fee and Access Plan for 2019–20.

45. CORRESPONDENCE

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

46. VICE-CHANCELLOR'S REPORT

RECEIVED

1. Report by the Vice-Chancellor (COU1819-073).

NOTED

2. The report consisted of four key parts: a highlight report; key planning considerations and sector developments; a student numbers projection and summary of recruitment activity; an update on health and safety matters; and a communications report.
3. The report of the Augar review of post-18 education in England was expected to be published soon. While the UK Government may decide not to take any action in England as a result of the report's recommendations, any changes to arrangements in England – particularly with respect to university tuition fees – could have a considerable impact on Wales. Where possible, the University Executive would be modelling the potential implications for the institution of the recommendations made by the Augar review.
4. Members discussed a summary of the recruitment activity being undertaken to maximise the student intake for September 2019. The Director of Student Recruitment and Marketing was working on a new institutional sub-strategy on student recruitment. This would include international recruitment activity, and would be presented for consideration at the March / April 2019 cycle of committee meetings.

5. Over recent years, the University had engaged the services of various external consultants to advise on the academic portfolio offered, as well as marketing and student recruitment activity. Members enquired how the outputs of these projects were informing the forthcoming student recruitment sub-strategy.
6. Members welcomed the inclusion of the high-level timetable for drafting and approving the various sub-strategies which were being proposed by the University Executive. The calendar would be revised to include an indication of when the sub-strategy relating to the University's Farms would be developed (**ACTION:** Director of Change Strategy).

RESOLVED

7. That the Director of Student Recruitment and Marketing attend the Council meeting on 12 April 2019 to present the proposed student recruitment sub-strategy (**ACTION:** Director of Student Recruitment and Marketing).
8. That a short note is produced outlining how the advice received from external consultants was informing the University's student recruitment, marketing, and other activities (**ACTION:** Director of Student Recruitment and Marketing).

47. REPORT BY ABERYSTWYTH UNIVERSITY STUDENTS' UNION

RECEIVED

Report by the AberSU President (COU1819-074).

NOTED

The report provided an update on developments at Aberystwyth University Students' Union (AberSU) since the last meeting of the University's Council.

48. FINANCIAL MATTERS

1. Financial Update

RECEIVED

Report by the Assistant Director of Finance, Mark Godsell, incorporating a summary of financial performance for Quarter 1 2018–19 (COU1819-075).

NOTED

1. The report set out the University's financial performance as at the end of Quarter 1 2018–19, together with an update on relevant key variables.
2. The University Executive understood the need to meet the agreed budget for 2018–19, and Council's expectation was that a surplus position be targeted in the budget for 2019–20. However, it was acknowledged that the environment remained challenging and that some of the in-year savings made to meet the current budget would not be recurrent.
3. On 24 January 2019, the Resources and Performance Committee (RPC) had reviewed the revised institutional financial forecasts based on the student intake for 2018–19, and the predicted student number based on current applications for 2019–20 entry. A further iteration of these forecasts – including a more detailed response by the University Executive, drawing on the emerging proposals being considered as part of the planning round now underway for the 2019–20 budget – would be presented for consideration during the next cycle of meetings.

2. Sustainability Implementation Plan

RECEIVED

Report from the Director of Finance and Corporate Services; the Director of Change Strategy; Assistant Director of Finance Mark Godsell; and Management Accountant, Mark Davies (COU1819-076).

NOTED

1. 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.
2. Members sought assurances that the various business cases being progressed as part of the SIP aligned with the overall institutional strategy, as well as the emerging thinking in relation to the sub-strategies being developed.

RESOLVED

3. That the next iteration of the report provides assurances to Council that the revised structures being implemented align with the institutional strategy and proposed sub-strategies (**ACTION:** Director of Change Strategy).

3. Revolving Credit Facility

RECEIVED

Report by the Director of Finance and Corporate Services (COU1819-077).

NOTED

1. On 08 June 2018, Council had formally approved a recommendation from the then Finance and Strategy Committee to procure a Revolving Credit Facility (RCF) to smooth cash flows during the delivery of the institution's major capital projects.
2. Members considered and discussed the documents which were appended to the Director of Finance and Corporate Services' report.

RESOLVED

3. To confirm the previous decision to procure a RCF, and approve the formal resolution required by the lender, as per the separate minute in Appendix 1 (**ACTION:** Director of Finance and Corporate Services).

POST-MEETING NOTE

4. *Following the Council meeting on 08 February 2019, a request was received by the lender to include Aberystwyth Innovation and Enterprise Campus (AIEC) Ltd as a party to the RCF agreement. This resulted in the need for Council to approve a new formal resolution at its meeting on 12 April 2019. Consequently, the formal resolution is not appended.*

49. DISPOSAL OF AN ASSET

RECEIVED

Report by Director of Estates, Facilities and Residences (COU1819-097).

NOTED

1. The report proposed the disposal of a further property which is located within close proximity to farmland which was currently in the process of being sold. While not originally included in the list of assets for disposal, the property was surplus to future strategic requirement.
2. In accordance with the University's Financial Regulations, three separate valuations had been received for the property being proposed for disposal.

RESOLVED

3. To approve the disposal in principle, subject to the University clarifying whether the sale of both the land and property together in fact increases their respective valuations; and should there indeed be an increase in the combined valuation, a further report should be presented to the next RPC (**ACTION:** Director of Estates, Facilities and Residences).

50. MAJOR CAPITAL PROJECTS

1. Pantycelyn

RECEIVED

Report from the Director of Finance and Corporate Services; Director of Estates, Facilities and Residences and Head of Residences and Residential Development (COU1819-078).

NOTED

1. The report – which had been considered by RPC on 24 January 2019 – provided an update on the project in terms of progress, design and scope, timetable, and affordability.
2. While, subject to final value engineering, the refurbishment of Pantycelyn could be achieved for the £10m plus VAT approved by Council in November 2017, the need for considerable additional backlog maintenance had been identified by the site surveys undertaken at Pantycelyn over recent months.
3. The report set out how the additional work required to the fabric of the building could be financed using the University's Protect and Stabilise budget. Members were assured that the use of this budget would not impact on any other pressing work required to other buildings.
4. The final lump sum offer from Morgan Sindall was expected to be received in early April 2019. In order to expedite matters and enable contracts to be signed with minimal delay, approval was now being sought to enter into contracts with Morgan Sindall for a combined value of up to £16.5m (including VAT).
5. Members expressed their disappointment that the project timetable had slipped by another two months, and emphasised the need for construction to now commence as soon as possible. Robust project management would also be essential to ensure that the refurbishment is completed in good time for September 2020, and to the required high-standard of finish.
6. Members also sought assurances that appropriate due diligence had been undertaken on Morgan Sindall's ability to deliver the project. While this was likely

to have been considered as part of including Morgan Sindall as an approved contractor on the SEWSCAP framework, enquiries would nevertheless be made in this respect (**ACTION:** Director of Finance and Corporate Services).

RESOLVED

7. To approve contracts totalling no more than £16.5m (including VAT) with Morgan Sindall, to cover the total capital costs once the final lump offer is received in April 2019 (**VOTE:** 15 in favour, one abstention) (**ACTION:** Director of Finance and Corporate Services).
8. That Council members receive monthly progress reports on the Pantycelyn refurbishment project, similar to those received by the Chair in relation to the Aberystwyth Innovation and Enterprise Campus project (**ACTION:** Director of Finance and Corporate Services).

2. Old College

RECEIVED

Report by the Director of Welsh Language, Culture and External Engagement (COU1819-079).

NOTED

1. The report provided an update on preparations to submit an application for the second round of funding from the Heritage Lottery Fund (HLF); construction designs and costs; fundraising activity; and the development of a business plan. Key future milestones requiring Council approvals were also outlined.
2. An earlier iteration of the report had been considered by RPC on 24 January 2019, where members had requested that a report be presented to the next Committee meeting on the financial projections for the project, including VAT implications, as well as the longer-term business plan for the Old College. A copy of this report would also be shared with Council at its next meeting.
3. A fundraising appeal would be launched over the coming days, with the aim of raising £3m in philanthropic income from the University's alumni and friends. The various elements of this campaign were outlined, and Council members were encouraged to demonstrate their support where possible.

51. UNIVERSITY FARMS

RECEIVED

Report by the Pro Vice-Chancellor (Research, Knowledge Excellence and Innovation) (COU1819-080).

NOTED

1. Following the steps taken to review and improve health and safety on the University's farms, action was underway to improve financial performance. A series of options had been developed with the new Farms Manager and the IBERS team. These had been considered by the University Executive on 15 January 2019, where members had agreed to implement Option D.
2. Once the financial performance of the farms has stabilised, work would commence to develop a longer-term strategy, taking into account the relevant elements of the emerging estates, learning and teaching, and research strategies. This longer-term

strategy was expected to be presented to RPC and Council for approval later this year (**ACTION:** Pro Vice-Chancellor (Research, Knowledge Excellence and Innovation)).

52. STRATEGIC PLAN 2018–23 KEY PERFORMANCE INDICATORS

RECEIVED

Report by the Interim Head of Planning (COU1819-081).

NOTED

The report presented current data points for the 10 non-financial Key Performance Indicators (KPIs) which had been agreed by Council on 23 March 2018.

53. HEALTH AND SAFETY

RECEIVED

Report by the Health, Safety and Environment Manager (COU1819-085).

NOTED

1. At its meeting on 24 January 2019, the Governance and Compliance Committee (GCC) had considered a new Health, Safety and Environment Strategy and Action Plan for 2018–21, as well as the Health, Safety and Environment Annual Report for the period 01 January to 31 July 2018.
2. GCC members had discussed the proposed Strategy and Action Plan in detail, and had recommended that it be approved by Council subject to a couple of amendments. However, not all amendments had been made to the revised document prior to circulation to Council.
3. The Annual Report only covered a seven-month period to enable the reporting period to re-align with the academic year. During the period in question, some breaches relating to health and safety had occurred, and members therefore encouraged the University Executive to consider how best to report such breaches to the governing body in future (**ACTION:** Vice-Chancellor).

RESOLVED

4. To approve the Health, Safety and Environment Strategy and Action Plan for 2018–21, subject to making all revisions by GCC on 24 January 2019 (**ACTION:** Health, Safety and Environment Manager).

54. THEMATIC UPDATE: CIVIC MISSION

RECEIVED

Report by the Director of Welsh Language, Culture and External Engagement (COU1819-083).

NOTED

1. The thematic update provided a summary of Civic Mission and Community Engagement activities undertaken by the University, as well as the related strategic context. The report had been structured according to headings recently highlighted by the WG Minister for Education when outlining her expectations of the Higher Education sector in Wales.

2. Members welcomed the report, and suggested that future iterations of this annual summary of activity provide an increased focus on the University's activities with respect to the Welsh Language and Culture (**ACTION:** Director of Welsh Language, Culture and External Engagement).

RESOLVED

3. That the University Executive consider whether it would be beneficial to commission an external assessment of the University's economic impact to the local region (**ACTION:** Vice-Chancellor).

55. ANNUAL REPORT ON THE WELSH LANGUAGE STANDARDS

RECEIVED

Report from the Centre for Welsh Language Services (COU1819-084).

NOTED

1. The University had been subject to the Welsh Language Standards since 01 April 2018. The report therefore focused on the period 01 April to 31 July 2018, and set out the new and strengthened procedures which had been adopted to ensure compliance with the requirements of the Welsh Language Standards.

RESOLVED

2. To approve the Annual Report for publishing on the University's website (**ACTION:** Manager of the Centre for Welsh Language Services).
3. That, in future, information on any complaints received by the University in relation to its application of the Welsh Language Standards be routinely reported to Council (**ACTION:** Manager of the Centre for Welsh Language Services).

56. THEMATIC UPDATE: EQUALITY AND DIVERSITY

RECEIVED

Report from the Pro Vice-Chancellor (Faculty of Earth and Life Sciences); and the Human Resources Communications and Equalities Officer (COU1819-082).

NOTED

1. The thematic update provided data and commentary on the progress the University was making on equality and diversity in the workplace.
2. Work was now underway to draft the University's Annual Equality Report, which needs to be formally approved and published online by 31 March 2019.

RESOLVED

3. That the Annual Equality Report be presented to GCC at its meeting on 14 March 2019 for consideration, and subsequently circulated to Council members for formal approval by correspondence during late March (**ACTION:** Human Resources Communications and Equalities Officer).

57. FEE AND ACCESS PLAN: ANNUAL MONITORING STATEMENT

RECEIVED

Report by the Head of Strategic Development (COU1819-086).

NOTED

1. HEFCW had required institutions in Wales to submit an Annual Monitoring Statement on the 2017–18 Fee and Access Plan by 31 January 2019. The Funding Council had also required that the Statement be reviewed and formally approved for submission by the governing body.
2. Given the proximity of the Council meeting to the HEFCW submission deadline, the Funding Council had agreed to accept the formal submission following the Council meeting. A draft copy of the proposed Annual Monitoring Statement had nevertheless shared with HEFCW in advance of its published deadline.

RESOLVED

3. To formally approve the Annual Monitoring Statement for submission to HEFCW (**ACTION:** Head of Strategic Development).

58. POLICY ON THE NAMING OF UNIVERSITY BUILDINGS

RECEIVED

Report by the Pro Vice-Chancellor (Faculty of Arts and Social Sciences) (COU1819-097).

NOTED

1. In response to recent proposals to name or rename existing buildings on the University's Penglais campus, the University Executive had developed a framework within which names could be agreed for buildings and other spaces at the institution.
2. In drafting the proposed policy, due reference had been made to practice at other institutions as well as previous practice at AU. Key principles which the University would wish to bear in mind in its approach to the naming of buildings were also set out.
3. The proposed policy had been considered by GCC on 24 January 2019 where members had recommended, subject to a minor addition, that it be approved by Council. The version of the draft policy circulated to Council had been revised in response to GCC's feedback.

RESOLVED

4. To approve the Policy on the Naming of University Buildings (**ACTION:** Space Planning Manager).

59. INVESTMENT POLICY

RECEIVED

Report by the University Secretary (COU1819-088).

NOTED

1. On 05 November 2018, members of the Investments Committee had considered the institution's Investment Policy, and had proposed revisions to this Policy for further consideration by Council. The proposed revisions were highlighted in the report.
2. The Investments Committee was now reviewing the 'Statement of Socially Responsible Investment (SRI Policy)' section of the Investment Policy.

RESOLVED

3. To approve the proposed revisions to the Investment Policy (**ACTION:** University Secretary).

60. AUDIT, RISK AND ASSURANCE COMMITTEE: TERMS OF REFERENCE

RECEIVED

Report by the University Secretary (COU1819-089).

NOTED

1. On 16 November 2018, members of the Audit, Risk and Assurance Committee (ARAC) had considered the Committee's terms of reference, and had agreed to recommend that Council agrees revisions to the wording of the 'Remit' section.
2. The report as circulated to Council did not include 'tracked changes' to highlight the revisions being proposed.

RESOLVED

3. To approve the proposed revisions to ARAC's terms of reference, subject to a 'tracked changed' copy of the proposed revisions being circulated to Council members for information (**ACTION:** University Secretary).

61. AIEC SHAREHOLDERS' AGREEMENT

RECEIVED

Report by the AIEC Chief Executive Officer (COU1819-090).

NOTED

1. Aberystwyth Innovation and Enterprise Campus Ltd is operating as a *Teckal* body of the University, which allows the provision of services between AIEC Ltd and the University to be deemed an in-house administrative arrangement for procurement purposes.
2. To enshrine *Teckal* within the AIEC Ltd governance, a series of minor amendments were being proposed to the Shareholders' Agreement on the basis of the legal advice received. These amendments had been considered by RPC on 24 January 2019 where members had recommended that they be approved by Council.

RESOLVED

3. To approve the proposed revisions to the Shareholders' Agreement, to enable a revised Agreement to be executed on behalf of the University (**ACTION:** AIEC Chief Executive Officer).

62. ITEMS FOR INFORMATION

RECEIVED

Members received reports on the following for information:

1. Summary Corporate Risk Register (COU1819-091); and
2. Documents affixed with the Common Seal (COU1819-092).

NOTED

3. The contents of the reports presented for information.

63. REPORTS FROM SUB-COMMITTEES

RECEIVED

A composite report comprising the following (COU1819-093):

1. Governance and Compliance Committee (24 January 2019); and
2. Resources and Performance Committee (24 January 2019).

NOTED

3. The reports received from the sub-committees.