

## COUNCIL

**Minutes of the meeting held at 13:30 on 21 SEPTEMBER 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; Prof Tim Woods, Pro Vice-Chancellor (Learning, Teaching and Student Experience); Mr George Ashworth (from minute 10); Mrs Samantha Blackie; Dr Hazel Davey; Ms Anne Davies; Mr Keith Evans; Mr Richard John; Ms Anna Wyn Jones, UMCA President; the Rt Hon Elfyn Llwyd; Mr Ian MacEachern (via Skype); 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; Mr Geraint Pugh, University Secretary; and Dr Rhodri Llwyd Morgan, Director of Welsh Language, Culture and External Engagement (for minute 12).

Apologies for absence had been received from Mrs Esther Prytherch, Head of Communications and Public Affairs; and Prof Chris Thomas, Pro Vice-Chancellor (Research, Knowledge Exchange and Innovation).

### 1. PERSONAL MATTERS RAISED BY THE CHAIR

#### 1. Welcome

Mrs Sam Blackie, Prof Robin Williams, and Prof Tim Woods were welcomed to their first meeting as members of the Council.

#### 2. Condolences

Sympathies were expressed following the deaths of:

1. Professor Ian Fletcher, former Chair in the department of Law;
2. Dr David Green, former Senior Lecturer in the department of Agricultural Economics and Marketing;
3. Emeritus Professor Ieuan Gwynedd Jones, former Chair in the department of Welsh History; and
4. Gareth Price, Honorary Fellow of the University.

#### 3. Away Day

1. Council had held a successful away day on the afternoon of 20 September and the morning of 21 September 2018. The first day had focused on developments at the University, the work now underway to develop key sub-strategies, and the wider higher education context. The second day had provided an opportunity to brief members on their responsibilities as charity trustees, and on equality and diversity, and the implementation of the General Data Protection Regulations (GDPR) at the University. Copies of all presentations would be made available on SharePoint for future reference (**ACTION:** University Secretary).
2. While Council would not be required to take any formal decisions as a result of the discussions at the away day, a number of minor issues had been raised and

these would be addressed in due course over e-mail (**ACTION:** University Secretary).

## 2. CONFLICTS OF INTEREST

NOTED

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

## 3. MINUTES OF THE PREVIOUS MEETING

RECEIVED

Minutes of the meeting held on 06 July 2018 (COU1819-003).

**ADVISED**

That the minutes be confirmed as a correct record

## 4. 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 (COU1819-004).

NOTED

### 1. Financial Update (minute 93)

The Vice-Chancellor and the Director of Finance and Corporate Services were continuing to monitor the stimulus budgets to avoid underspend and maximise the impact of the funds made available to departments. Members were reminded that departments could not roll-over unspent funds between financial years.

### 2. Revolving Credit Facility (minute 97)

Negotiations with the preferred lender had not yet concluded and a copy of the terms and any covenants would be presented to Council members at a future meeting. Despite the delay, the preferred lender had indicated that they did not expect to request any changes to the terms previously agreed in principle with the University.

### 3. The updates provided in the decisions log.

## 5. DECISIONS TAKEN BETWEEN MEETINGS

RECEIVED

Report by the University Secretary (COU1819-005).

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 an Acting Pro Vice-Chancellor (Faculty of Arts and Social Sciences).
3. The matter approved by means of executive action by the Chair of Council was:
  1. appointments to the following on the recommendation of the Selection Committee: Pro Vice-Chancellor (Learning, Teaching and Student Experience); Pro Vice-Chancellor (Research and Innovation); Pro Vice-Chancellor (Faculty of Earth and Life Sciences); and Pro Vice-Chancellor (Faculty of Business and Physical Sciences).

## 6. CORRESPONDENCE

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

## 7. VICE-CHANCELLOR'S REPORT

RECEIVED

Report by the Vice-Chancellor (COU1819-006).

NOTED

1. The report consisted of four key parts: a highlight report; a report on student recruitment, planning issues as well as important external factors; an update on health and matters; and a communications report.
2. Members congratulated the Vice-Chancellor and colleagues following the announcement earlier that morning that Aberystwyth University (AU) had been named University of the Year for Teaching Quality for the second year running by *The Times / Sunday Times Good University Guide*. The University had been ranked top in the UK for teaching quality in the 2019 edition of the Guide, up five places on 2018.
3. The University had announced on 13 September 2018 that, following further surveys and detailed discussions with architects and contractors, the challenges of redeveloping the Grade II listed Pantycelyn building meant that the original aim of reopening the hall in September 2019 was not achievable. To allow the work to be carried out sympathetically, to a high standard and on budget, the first students would now move into their rooms in September 2020. The Vice-Chancellor assured members that she was now receiving weekly updates to ensure that the project was progressing according to the revised schedule.

**RESOLVED**

4. That the Governance and Compliance Committee consider a detailed analysis of RIDDOR reporting and the recording of near-misses at a forthcoming meeting (**ACTION:** University Secretary).

## 8. REPORT BY ABERYSTWYTH UNIVERSITY STUDENTS' UNION

RECEIVED

Report by the AberSU Development Officer (COU1819-007).

NOTED

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

2. The comments made by AberSU in relation to the capital investment needed to improve the fabric of the Union building were discussed. While steps were being taken to engage an architect to work with AberSU to identify the facilities a Students' Union needs in the 21<sup>st</sup> Century, this would not prevent essential improvement work being undertaken in the meantime, including to improve disabled access via the main entrance.

#### **RESOLVED**

3. That an opportunity be identified for Council members to visit the Students' Union in advance of a future meeting of the governing body (**ACTION:** University Secretary).

### **9. STRATEGIC PLAN 2018–23 KEY PERFORMANCE INDICATORS**

#### RECEIVED

Report by the Interim Head of Planning (COU1819-008).

#### NOTED

1. 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. There were very few updates to report since the target values had been approved by Council on 06 July 2018.
2. While members welcomed the way in which the data had been presented in the report, steps would be taken to further refine the structure to include additional narrative, units of calculation, and tolerance thresholds. Future iterations of the report would also re-order the data to present those KPIs which are below target first (**ACTION:** Interim Head of Planning).

### **10. FINANCIAL MATTERS**

1. Financial Update

#### RECEIVED

Report by the Assistant Director of Finance Mark Godsell (COU1819-009).

#### NOTED

1. The report set out the University's financial performance as at 31 July 2018, and provided an update on other finance-related performance indicators.
2. The External Auditors would commence their field work during October 2018, in order to present the financial statements for the year ended 31 July 2018 to Council and the key sub-committees during November 2018.

2. Sustainability Implementation Plan

#### RECEIVED

Report from the Director of Finance and Corporate Services; the Director of Strategic Change; and Assistant Director of Finance Mark Godsell (COU1819-010).

#### 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.

### 3. Update on Pay Settlement and USS Pension

#### NOTED

1. The nationally-negotiated cost of living pay settlement for 2018–19 had been imposed by the employers, including AU. The trade unions were therefore now balloting members in the sector on the potential for industrial action. The pay settlement imposed was within that allowed for in the University's budget.
2. The first report of the Joint Expert Panel (JEP) set up by Universities UK and the University and College Union following the recent industrial dispute over the Universities Superannuation Scheme (USS) had been published on 13 September 2018. A copy of this report would be circulated to Council members (**ACTION:** University Secretary).
3. The JEP report was recommending small increases in both employee and employer contributions towards the USS, and the University would be invited to respond to a consultation of employers which was scheduled to be held during October 2018.

#### RESOLVED

4. To delegate approval of the University's proposed response to the consultation on the JEP's recommendation to the Resources and Performance Committee at its meeting on 04 October 2018 (**ACTION:** Director of Finance and Corporate Services).
5. That the Resources and Performance Committee reviews the University's financial forecasts for the coming five-year period now that there is more clarity on the pay settlement and recommended outcome in relation to the USS (**ACTION:** Director of Finance and Corporate Services).

## 11. SENIOR REMUNERATION FRAMEWORK

#### RECEIVED

Report by the University Secretary (COU1819-011).

#### NOTED

1. The final version of the Committee of University Chairs' (CUC) Higher Education Senior Staff Remuneration Code had been published during June 2018. In order to align the University's approach to senior remuneration with the best practice set out in the Remuneration Code, amendments were being proposed to the terms of reference of the institution's Remuneration Committee, and a new Remuneration Framework had been developed.
2. The proposed Remuneration Framework would address the key principles of the CUC Remuneration Code, and set out the key parameters within which any decisions relating to senior remuneration will be taken.

#### RESOLVED

3. To approve the proposed revisions to the terms of reference of the Remuneration Committee, and the draft Senior Remuneration Framework (**ACTION:** University Secretary).

## 12. OLD COLLEGE

RECEIVED

Report by the Director of Welsh Language, Culture and External Engagement (COU1819-012).

NOTED

1. The report set out the progress made to date to further refine the proposals, and the key milestones which would need to be met as the University prepares to submit the Stage 2 application to the Heritage Lottery Fund (HLF) during Spring 2019.
2. An interim review meeting would be held with HLF Officers during October 2018 as a precursor to submitting the Stage 2 application. This interim review would provide an opportunity to ensure that the HLF is content with how proposals are developing, which in turn would enable the submission of a planning application and the start of a public consultation.

**RESOLVED**

3. That a further update be provided to the next Council meeting (**ACTION:** Director of Welsh Language, Culture and External Engagement).

### **13. ABERYSTWYTH INNOVATION AND ENTERPRISE CAMPUS**

RECEIVED

Report by the Director of Finance and Corporate Services (COU1819-013).

NOTED

1. On 27 April 2018, the Finance and Strategy Committee had refused a request by Willmott Dixon to include financial underwriting by the University in the AIEC Ltd construction contracts.
2. Further discussions with Willmott Dixon over the summer had resulted in a revised collateral warranty in favour of AU with amended step-in wording being proposed. The report set out the rationale for recommending this step-in provision. Members were assured that lessons would be learned from the late change of position on this matter.

**RESOLVED**

3. To agree that the document for the AIEC Ltd construction agreement include a step-in clause as part of the collateral warranty document (**ACTION:** Director of Finance and Corporate Services).

### **14. RISK APPETITE AND MATRIX**

RECEIVED

Report by the University Secretary (COU1819-014).

NOTED

1. In line with the University's current Risk Management Policy, Council is invited to review the Risk Appetite Statement and Matrix at its first full meeting of each academic year.
2. Pending the completion of the SIP, the Vice-Chancellor was recommending that the Risk Appetite and Risk Appetite Matrix be retained as currently drafted. Appropriate

steps would be taken to bring forward proposed revisions where required during the course of the current academic year.

**RESOLVED**

3. To retain the Risk Appetite and Risk Appetite Matrix as currently drafted (**ACTION:** Head of Strategic Development).

**15. REVISIONS TO ORDINANCES**

RECEIVED

Report by the University Secretary (COU1819-015).

NOTED

1. On 06 July 2018, Council had agreed revisions to several Ordinances relating to Human Resources processes to ensure compliance with the Welsh Language Standards.
2. Subsequent discussions with Trade Union representatives have led to a generic paragraph on 'Welsh Language – Employee Rights' being developed. This new text would avoid the need to make the revisions previously agreed by Council, which involved more extensive tweaks to achieve the same outcome.

**RESOLVED**

3. To reinstate the Human Resources Ordinances in question as worded prior to the Council meeting held on 06 July 2018, and to insert the generic 'Welsh Language – Employee Rights' section at the end of these Human Resources Ordinances (**ACTION:** University Secretary).

**16. ITEMS FOR INFORMATION**

RECEIVED

Members received a report on the following for information:

1. Summary of Council members' responsibilities (COU1819-016);
2. Summary Corporate Risk Register (COU1819-017); and
3. Documents affixed with the Common Seal (COU1819-018).

NOTED

4. The contents of the report presented for information.