

COUNCIL

Minutes of the meeting held at 13:00 on 26 NOVEMBER 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 (until minute 28); Prof Tim Woods, Pro Vice-Chancellor (Learning, Teaching and Student Experience); Mr George Ashworth; 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; 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; and Prof Chris Thomas, Pro Vice-Chancellor (Research, Knowledge Exchange and Innovation).

17. MATTERS RAISED BY THE CHAIR

1. Condolences

Sympathies were expressed following the death of William Wolfgang Dieneman, former Librarian.

2. Farewell

Keith Evans would reach the end of his term on Council on 31 December 2018. He was thanked for his contribution to the University over the past nine and a half years.

3. Committee of University Chairs

1. The Chair of Council had attended the autumn plenary of the Committee of University Chairs (CUC) where the two main issues under consideration had been pensions and student mental health.
2. In light of the discussion at the CUC plenary, the Chair had requested that a report be presented to the Resources and Performance Committee (RPC) on the pension schemes in which the University participates as employer. A copy of this report had since been made available for all Council members via SharePoint (COU1819-063).

4. Chairs of Universities Wales

The Chair of Council had also attended a meeting of the Chairs of Universities Wales (ChUW), which was followed by a meeting between ChUW members and the Welsh Government (WG) Cabinet Secretary for Education. The recruitment of Wales-domiciled students, the proposed Tertiary Education and Research Commission for Wales, and student mental health were discussed.

5. Other events

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

1. Two events on 05 November 2018 at the start of Living Wage Week where the University's decision to award the Real Living Wage to staff was recognised;
2. The steel-signing ceremony held on 12 November 2018 for the Aberystwyth Innovation and Enterprise Campus development; and
3. The formal re-opening of the refurbished Theatr y Werin on 22 November 2018 by the WG Minister for Culture, Tourism and Sport.

6. Briefing sessions

Briefing sessions on health and safety, and student support services had been held for Council members in advance of the formal meeting. Video of these informal sessions would be made available via SharePoint for the benefit of those members not able to attend during the morning (**ACTION:** University Secretary).

18. CONFLICTS OF INTEREST

NOTED

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

19. MINUTES OF THE PREVIOUS MEETING

RECEIVED

Minutes of the meeting held on 21 September 2018 (COU1819-031).

ADVISED

That the minutes be confirmed as a correct record, subject to a typographical error in the heading of minute 5 being corrected (**ACTION:** University Secretary).

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 (COU1819-032).

NOTED

The updates provided in the decisions log.

21. DECISIONS TAKE BETWEEN MEETINGS

RECEIVED

Report by the University Secretary (COU1819-033).

NOTED

1. The report detailed the instances since the last Council meeting when matters had been approved by members via correspondence.
2. The matters approved by members via correspondence were:
 1. revisions to Ordinances 24 and 25;

2. the appointment of Richard John as Chair of the Redundancy Committee, and the Rt Hon Elfyn Llwyd as an Independent Member of the same Committee, with effect from 01 November 2018; and
3. the appointment of Dr Emyr Roberts and the Rt Hon Elfyn Llwyd to serve on the Selection Committee for the appointment of a Pro Vice-Chancellor (Faculty of Arts and Social Sciences).

22. CORRESPONDENCE

1. Annual HEFCW Institutional Risk Review

RECEIVED

Composite report by the University Secretary, including a letter by the Chief Executive of HEFCW dated 19 October 2018 (COU1819-034)

NOTED

1. On 19 October 2018, HEFCW had issued the annual Institutional Risk Review Letter for 2018 to the Vice-Chancellor. The letter summarised the outcome of the most recent Institutional Risk Review assessment of the University undertaken by HEFCW, and set out the areas where the Funding Council wished to engage further with the institution.
2. The University was now working towards drafting updates on the matters raised by HEFCW in Appendix B of their letter. Two draft updates, which would be submitted to the Funding Council by 30 November 2018 were included in the composite report.

RESOLVED

3. To approve the two draft updates included in the composite report for submission to HEFCW (**ACTION:** University Secretary).
4. That the final update be drafted and circulated to Council for approval by correspondence, in advance of its submission to HEFCW by the end of December 2018 (**ACTION:** Director of Finance and Corporate Services).

23. VICE-CHANCELLOR'S REPORT

RECEIVED

1. Report by the Vice-Chancellor (COU1819-035); and
2. Recommendation by the Selection Committee on the appointment of the Pro Vice-Chancellor (Faculty of Arts and Social Sciences) (COU1819-066).

NOTED

3. The report consisted of four key parts: a highlight report; a report on student recruitment; an update on health and matters; and a communications report.
4. The University's full-time student population as at the 01 November 2018 census date was set out in the report, thereby providing a valid year-on-year comparison of numbers. Members discussed the varying performance of academic departments and welcomed confirmation that a new student recruitment and marketing plan was being developed which would increase the focus on the recruitment of student populations who are Wales-domiciled, Welsh-speaking, or international but based in the UK.

5. The Vice-Chancellor had written to the WG Cabinet Secretary for Education in relation to the Seren Network initiative, which encourages the brightest sixth formers to gain access to leading universities. The University was now looking to make the case for including more than one Welsh university on the list of institutions being promoted via this initiative.
6. The University had been very successful in gaining support from the WG Sêr Cymru programme, which has been developed to strengthen research capability in Wales. A further report on the new appointments made at the University as part of this programme would be included as part of an in-depth report on the institution's research and innovation activities to the Council meeting on 12 April 2019 (**ACTION:** Pro Vice-Chancellor (Research, Knowledge Exchange and Innovation)).
7. As part of an external recruitment process, a Selection Committee had been convened on 22 November 2018 to interview shortlisted candidates for the substantive role of Pro Vice-Chancellor (Faculty of Arts and Social Sciences). The Selection Committee were unanimous in recommending the appointment of Dr Anwen Jones – currently undertaking the role in an interim capacity – to the substantive position.

RESOLVED

8. To appoint Dr Anwen Jones as Pro Vice-Chancellor (Faculty of Arts and Social Sciences) for the period to 08 August 2022, on the terms set out in the report (**ACTION:** Interim Head of Human Resources).

24. REPORT BY ABERYSTWYTH UNIVERSITY STUDENTS' UNION

RECEIVED

Report by the AberSU Development Officer (COU1819-036).

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. During the Union Senedd meeting held on 22 October 2018, an 'idea' been passed whereby the Union would no longer engage with the Prevent Duty where possible within the law. In common with all 'ideas', the proposal would not become full Union policy until it is passed by the Union's Trustee Board. While the Trustee Board had considered the 'idea' at its meeting on 20 November 2018, the intention was to now take the matter to an 'all student vote' in spring 2019. AberSU's policy would therefore remain unchanged pending the outcome of an 'all student vote'.

25. FINANCIAL MATTERS

1. Financial Update

RECEIVED

Report by the Assistant Director of Finance, Mark Godsell, incorporating a summary of financial performance for Quarter Four 2017–18 (COU1819-037).

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. While the University had been fully credit-sanctioned for a Revolving Credit Facility earlier this year, the agreement had not been concluded over the summer due to a delay on the part of the lender. The heads of terms were now being reviewed by legal representatives, in the hope that the final agreement could be signed as soon as possible. As previously agreed, a copy of the final terms and any covenants would then be circulated to Council members for information.

2. Sustainability Implementation Plan

RECEIVED

Report from the Director of Finance and Corporate Services; and the Director of Strategic Change (COU1819-038).

NOTED

1. The report provided an update on the savings made to date against the SIP targets; the financial factors influencing delivery against the targets; and the risk mitigation put in place.
2. The Aberystwyth University Students' Union (AberSU) President thanked the Vice-Chancellor for continuing to include him in key discussions relating to the delivery of the SIP.

26. STRATEGIC PLAN 2018–23 KEY PERFORMANCE INDICATORS

RECEIVED

Report by the Interim Head of Planning (COU1819-039).

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.

27. END OF YEAR REPORTING

1. Audit, Risk and Assurance Committee's Annual Report (including the Internal Audit Annual Report and Opinion)

RECEIVED

Report by the Audit, Risk and Assurance Committee for 2017–18, incorporating the Internal Auditors' 2017–18 Internal Audit Report and Opinion (COU1819-040).

NOTED

1. The report on the work of Audit, Risk and Assurance Committee (ARAC) for the year 2017–18 (and up to its most recent meeting) was presented to Council in accordance with the HEFCW *Financial Management Code*, and with the CUC *Higher Education Code of Governance*.
2. The University's Internal Auditors, Deloitte, had also agreed their Annual Report and Opinion. This would be submitted to HEFCW during December 2018 along with ARAC's own report.
3. KPMG had not completed their external audit of the University's Financial Statements at the time of the ARAC meeting held on 16 November 2018 where an earlier draft of the Committee's Annual Report had been considered. Key

considerations which would influence the External Auditors' conclusions were discussed at that meeting.

4. On the basis of the External Auditors' final draft Memorandum and Management Letter when issued, the ARAC Chair had agreed the final version of the Committee's Annual Report, which gave an assurance to Council that it could place reliance on the adequacy and effectiveness of the University's internal controls, risk management systems, and governance processes.

2. Financial Statements for 2017–18, including the outcome of the External Audit

RECEIVED

Composite report from the Director of Finance and Corporate Services; incorporating the audited Financial Statements for the year ended 31 July 2018, the final draft External Auditors' Management Letter and Memorandum, and proposed Letter of Representation to the External Auditors (COU1819-041).

NOTED

1. The operational financial results for the year ended 31 July 2018 were broadly in line with the deficit budget which had been agreed for that year, although a surplus would nevertheless be reported once actuarial gains in respect of the pension schemes had been accounted for.
2. KPMG had not identified any audit differences higher than tolerated materiality levels during the External Audit. However, two medium- and one low-priority recommendations had been raised.
3. KPMG had also requested that the University include a prior-year adjustment in the Financial Statements with respect to the treatment of endowment funds. This followed the work undertaken by the Finance Department over the past year to identify those endowments which were unrestricted and could be released if required towards other purposes. While the opening line from the previous financial year had now been revised in light of this adjustment, the bottom line for the Financial Statements remained unchanged.
4. In considering the draft Financial Statements on 16 November 2018, ARAC members had considered whether the Strategic Report – which sets out the institution's performance throughout the financial year, its future prospects, and the principal risks and uncertainties being faced – presented a 'fair and balanced' view of the principal risks faced by the institution. In light of these discussions, minor revisions had been made to the wording of the Strategic Report.

RESOLVED

5. To approve the Financial Statements for the year ended 31 July 2018 (**ACTION:** Director of Finance and Corporate Services).
6. To approve the proposed Letter of Representation to the External Auditors as drafted (**ACTION:** University Secretary).

3. Modern Slavery Act Disclosure

RECEIVED

Report by the Director of Finance and Corporate Services (COU1819-042)

NOTED

1. As required by the Modern Slavery Act (2015), the University had drafted a Modern Slavery and Human Trafficking Statement for the financial year ended 31 July 2018. The draft statement built on the version approved and published for the previous year, and also outlined the steps being taken by the University to comply with the Welsh Government Code of Conduct for Ethical Employment in Supply Chains.
2. The draft report had been considered by the Governance and Compliance Committee (GCC) on 15 November 2018, and by ARAC on 16 November.

RESOLVED

3. To approve the Modern Slavery and Human Trafficking Statement for publication on the University's website (**ACTION:** Director of Finance and Corporate Services).
4. Quality Assurance Statements

RECEIVED

Report by Deputy Registrar Kim Braddick (COU1819-043).

NOTED

1. The Quality Assurance Framework for Wales places an emphasis on the role of governing bodies for providing assurances about quality and standards matters. Governing bodies are required to agree and submit an Annual Quality Assurance Statement to HEFCW during December 2018.
2. The detailed report prepared by the Academic Registry had been designed to provide Council with the appropriate evidence to confirm to HEFCW that it is satisfied that the University has and continues to meet its obligations in respect of series of statements in relation to quality assurance.
3. This would be the second such Annual Quality Assurance Statement which the Council had been invited to agree. As such, the supporting report drafted by the Academic Registry was less detailed than the last year's version, which had necessitated a fuller explanation of the University's quality assurance processes. An earlier version of the report had been considered and endorsed by Senate members via correspondence.
4. Members considered the report in detail, and welcomed arrangements which had been made to provide a further informal briefing session for members on Learning, Teaching and Academic Quality arrangements at the University in advance of the Council meeting scheduled for 08 February 2018.

RESOLVED

5. To approve the submission of the Annual Quality Assurance Statements to HEFCW on the basis of the assurances provided in the report (**ACTION:** University Secretary).
6. That next year's version of the supporting report presented to Council looks to include suitable metrics (**ACTION:** Deputy Registrar Kim Braddick).
5. 'Prevent' Annual Report

RECEIVED

Report by the Pro Vice-Chancellor (Learning, Teaching and Student Experience) and Business Continuity and Health, Safety and Environment Officer (COU1819-044).

NOTED

1. Under the Counter Terrorism and Security Act 2015, universities must have due regard to the need to prevent people from being drawn into terrorism. This requirement has become known as the 'Prevent' Duty.
2. HEFCW's Monitoring Framework for Higher Education Providers in Wales in relation to the 'Prevent' Duty includes a requirement to formally submit an Annual Report, with a data return.
3. The draft Annual Report had been considered by GCC on 15 November 2018 where members had recommended that it be approved by Council. However, since that meeting HEFCW had advised the University that it would like some aspects relating to Prevent activity for the current academic year (2018–19) to be included within this annual report. The draft report would therefore need to be revised accordingly.

RESOLVED

4. To agree the three standard declarations as set out in the report, endorse the Annual Report as currently drafted, and delegate authority for the Chair of Council to agree any additional information to be included in the report to meet HEFCW's requirements (**ACTION:** Business Continuity and Health, Safety and Environment Officer).

28. OLD COLLEGE

RECEIVED

1. Report by the Director of the Welsh Language and External Relations (COU1819-045); and
2. Revised Old College Project Timeline document (COU1819-067).

NOTED

3. A positive mid-phase review meeting had been held with the Heritage Lottery Fund (HLF) on 22 November 2018. The University was now in discussions with the HLF on the submission date for the Phase 2 application. However, the outcome of the mid-phase review meant that a 28-day public consultation could now be launched on the proposals, which once concluded would enable the submission of a planning application.
4. The report provided information on the latest iteration of the concept plans for the refurbishment, as well as an indication of the capital costs, which had been revised to reflect the changed scope of the project.
5. Members recognised that, now that the HLF had undertaken its own gateway review of the project, it would be appropriate for the University to do so as well. The latest business model and revised activity plan would therefore be presented to the next RPC for scrutiny (**ACTION:** Director of the Welsh Language and External Relations). However, a report on fundraising could not be provided until the summer cycle of meetings since the success of some funding applications already in train would be contingent on the relevant planning approvals being obtained.

6. The possibility of procuring a third-party to undertake a gateway review for the University ahead of the submission of the Phase 2 application was suggested. Members recognised that this would be appropriate given the size and value of the project, and that the external review of capital costs, revenue projections and associated risks would be beneficial.

RESOLVED

7. That a third-party be procured to undertake an independent review for the University on the Old College project, with the outcome presented to Council prior to the institution agreeing the submission of the Phase 2 application to the HLF (**ACTION:** Director of the Welsh Language and External Relations).

29. ANNUAL PAY STATEMENT

RECEIVED

Report by the Human Resources Metrics Manager (COU1819-046).

NOTED

1. In 2017, the Welsh Government (WG) had advised universities that they were expected to publish such 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. The University had therefore developed an Annual Pay Statement, to be approved by Council and subsequently published online. The Statement had been considered and endorsed by GCC on 15 November 2018.

RESOLVED

3. To approve the proposed Annual Pay Statement for publication on the University's website (**ACTION:** University Secretary).

30. ANNUAL REPORT BY THE REMUNERATION COMMITTEE

RECEIVED

Report by the Remuneration Committee for 2017–18, incorporating a draft public Annual Statement on Senior Remuneration for the 2017–18 financial year (COU1819-047).

NOTED

1. To comply with the new 'Higher Education Senior Staff Remuneration Code', the Remuneration Committee had agreed an annual report to the governing body summarising the decisions taken by the Committee on behalf of Council, and to provide assurance to the governing body that the Committee was effectively discharging its responsibilities. A summary of this report would also be made publicly available as part of an Annual Statement on Senior Remuneration.

RESOLVED

2. To approve the proposed Annual Statement on Senior Remuneration for the 2017–18 for publication on the University's website (**ACTION:** University Secretary).

31. DISPOSAL OF SURPLUS ASSETS

RECEIVED

Report by Director of Estates, Facilities and Residences (COU1819-048).

NOTED

1. The report provided an update on the disposal of surplus land and building assets which had been approved by Council on 23 June 2017, and proposed the disposal of three further assets which had since been identified as being surplus to future strategic requirement.
2. The value of registering of AU-owned land with the Land Registry was highlighted, and it was recognised that voluntarily registering the University's land would expedite the process of selling land assets in the future and protect against the risk of adverse possession.

RESOLVED

3. To approve the disposal of the three additional surplus assets as set out in the report (**ACTION:** Director of Estates, Facilities and Residences).
4. That the University identifies any unregistered land assets and formally registers such land voluntarily with the Land Registry (**ACTION:** Director of Estates, Facilities and Residences).

32. STRATEGIC PLANNING AND ENGAGEMENT DOCUMENT

RECEIVED

Report by Head of Strategic Development (COU1819-049).

NOTED

1. HEFCW had requested that universities submit updates on the targets agreed by each institution in the Strategic Planning and Engagement Document for 2017–18, which had been submitted in January 2018. The report set out a proposed response to be sent to the Funding Council.

RESOLVED

2. To approve the proposed submission to HEFCW, subject to typographical errors being corrected (**ACTION:** Head of Strategic Development).

33. APPOINTMENT OF PRO-CHANCELLOR(S)

RECEIVED

Report by the University Secretary (COU1819-050).

NOTED

1. Aberystwyth University (AU) currently has one Pro-Chancellor, Gwerfyl Pierce Jones, whose final term will come to an end on 31 December 2019. The Chancellor, the Lord Thomas of Cwmgiedd, had requested that a suitable process now be undertaken to appoint one or more Pro-Chancellors, both to complement and eventually serve in place of Gwerfyl Pierce Jones.
2. The report set out the key considerations and a proposed timetable to enable a suitable process to be undertaken. This report had been considered by GCC on 15 November 2018, where members had endorsed the proposed timetable and recommended the appointment of members to the required Selection Committee.

RESOLVED

3. To approve the proposed timetable and the proposed membership of the Selection Committee (**ACTION:** University Secretary).
4. That in addition to the Chair of Council and the Vice-Chancellor, the following members of the Committee serve on the Selection Committee: Samantha Blackie, Dr Hazel Davey, Richard John, and Bruce Wight (**ACTION:** University Secretary).

34. HONORARY AWARDS

RECEIVED

Report by the University Secretary (COU1819-051).

NOTED

1. On 22 October 2018, the Honorary Awards Group had met to consider nominations for Honorary Awards of AU. The report outlined the Group's recommendations for the conferral of Honorary Awards.
2. The Group's recommendations had been considered by GCC on 15 November 2018 where members had suggested that the Vice-Chancellor be given a degree of discretion over who to invite to be conferred with Honorary Awards in 2019, and who could be held back until 2020. Senate had also endorsed the nominations at its meeting on 14 November 2018.

RESOLVED

3. To approve the proposed nominations for Honorary Awards, and agree that the Vice-Chancellor take a view on when best to confer each Award (**ACTION:** University Secretary).

35. ANTI-BRIBERY POLICY

RECEIVED

Report by the Director of Finance and Corporate Services, incorporating a proposed Anti-bribery Policy (COU1819-052).

NOTED

1. The University's Anti-bribery policy had been revised by Council on 06 December 2013. A detailed review had now been undertaken of this Policy, and several revisions were being proposed.
2. The proposed revisions had been considered by GCC and ARAC on 15 and 16 November 2018 respectively, where members had recommended that they be approved by Council.

RESOLVED

3. To approve the revised Anti-bribery Policy (**ACTION:** University Secretary).

36. COUNTER-FRAUD AND MALPRACTICE POLICY

RECEIVED

Report by the University Secretary, incorporating proposed revisions to the Counter-Fraud and Malpractice Policy (COU1819-053).

NOTED

1. While the University's current Counter-Fraud and Malpractice Policy had been revised by Council on 23 March 2018, changes to the University's structure – both in terms of committees and the Executive – meant that consequential changes were now required.
2. The proposed revisions had been considered by GCC on 15 November 2018 where members had recommended that they be approved by Council subject to a couple of minor changes. The proposed revisions had also been endorsed by ARAC on 16 November 2018.

RESOLVED

3. To approve the revised Counter-Fraud and Malpractice Policy (**ACTION:** University Secretary):

37. MAGNA CHARTA UNIVERSITATUM

RECEIVED

Report by the University Secretary (COU1819-054).

NOTED

1. During May 2018, the Vice-Chancellor had been approached by the Magna Charta Observatory, which had encouraged the University to join the *Magna Charta Universitatum*.
2. The *Magna Charta Universitatum* – first signed by 388 rectors and heads of universities from all over Europe and beyond on 18 September 1988 – contains principles of academic freedom and institutional autonomy as a guideline for good governance and self-understanding of universities in the future.
3. The report had been considered by Senate on 10 October 2018 where members had recommended that the University joins the *Magna Charta Universitatum*.

RESOLVED

4. That the University joins the *Magna Charta Universitatum* (**ACTION:** University Secretary).

38. ITEMS FOR INFORMATION

RECEIVED

Members received a report on the following for information:

1. Summary Corporate Risk Register (COU1819-055); and
2. Documents affixed with the Common Seal (COU1819-056).

NOTED

3. The contents of the reports presented for information.

39. REPORTS FROM SUB-COMMITTEES

RECEIVED

A composite report comprising the following (COU1819-057):

1. Audit, Risk and Assurance Committee (28 September, and 16 November 2018);
2. Governance and Compliance Committee (04 October, and 15 November 2018);
3. Resources and Performance Committee (04 October, and 15 November 2018);
4. Senate (10 October, and 14 November 2018);
5. Investments Committee (05 November 2018); and
6. Remuneration Committee (04 October 2018).

NOTED

7. Governance and Compliance Committee (04 October 2018)
 1. GCC had endorsed a proposed approach to undertaking a review of governance effectiveness at the University, which the institution would need to conduct by the end of the 2018–19 academic year in accordance with the CUC *Higher Education Code of Governance*.
 2. A procurement process had since been followed to engage the services of an independent individual or company with the relevant experience in higher education governance. AdvanceHE had consequently been appointed to work with the University on the governance effectiveness review.
 3. Further information on the governance effectiveness review, including how Council members would input into the process, would be circulated in due course (**ACTION:** University Secretary).
8. The reports received from the other sub-committees.