

COUNCIL

Minutes of the meeting held at 10:00 on 19 MARCH 2021, via Zoom.

Present: Dr Emyr Roberts, Chair of Council (Chair); the Rt Hon Elfyn Llwyd, Deputy Chair of Council; Professor Elizabeth Treasure, Vice-Chancellor; Professor Tim Woods, Pro Vice-Chancellor (Learning, Teaching and Student Experience); Mr George Ashworth; Ms Samantha Blackie (from minute 42); Ms Meri Huws; Mr Morgan Lewis, UMCA President; Dr Louise Marshall; Mr Nathaniel Pidcock, AberSU President; Ms Rhuanedd Richards; Ms Fiona Sharp; Mr Mark Tweed; Ms Kath Williams; Dr William Williams; Professor Sir Robin Williams; and Professor Reyer Zwiggelaar (until minute 51).

In attendance: Mr Stephen Forster, Director of Finance and Corporate Services; Ms Jean Jones, Head of the Vice-Chancellor's Office; Ms Sharron Lusher; Dr Rhodri Llwyd Morgan, Director of Welsh Language and External Engagement (for minute 47.1); Mr Jim O'Rourke, Old College Project Manager (for minute 47.1); Mr Geraint Pugh, University Secretary; and Mr Steve Thomas, Head of Communications and Public Affairs.

Apologies for absence had been received from Ms Kate Eden.

36. MATTERS RAISED BY THE CHAIR

1. Welcome

Sharron Lusher, an independent member of the Governance and Compliance Committee (GCC), was attending the Council meeting as an observer.

2. Condolences

Sympathies were expressed following the deaths of:

1. John Corfield, former Head Gardener;
2. Morton Davies, former Senior Lecturer in the Mathematics department;
3. Tun Dr Mohamed Salleh Abas, Honorary Fellow; and
4. Euryng Ogwen Williams, Honorary Fellow.

3. Congratulations

Rhuanedd Richards was congratulated on her appointment as Director of Content and Services at BBC Wales.

4. Meeting Conduct

In order to ensure an effective online meeting, members had been asked to provide advance warning should they wish to discuss any item marked with an asterisk on the agenda. There have been no such requests, and the items in question would therefore

be approved or noted in accordance with the recommendation set out on the coversheet.

37. CONFLICTS OF INTEREST

NOTED

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

38. MINUTES OF THE PREVIOUS MEETINGS

RECEIVED

Minutes of the meetings held on 26 November 2020, and 12 January 2021 (COU2021-087).

RESOLVED

That the minutes be confirmed as correct records.

39. 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 (COU2021-088).

NOTED

1. Re-designation of Endowment Funds (minute 28.5)

On the basis of the legal advice previously received and shared with Council at the previous meeting, the re-designation in question had now been completed without recourse to the Charity Commission.

2. The other updates provided in the decisions log.

40. DECISIONS TAKEN BETWEEN MEETINGS

RECEIVED

Report by the University Secretary (COU2021-089).

NOTED

1. The report detailed the instances since the last Council meeting where matters had been approved by members via correspondence, or by the Chair on behalf of Council.

2. The matter approved by members via correspondence was:

1. the formal resolution required by NatWest Bank Plc with respect to amending the Revolving Credit Facility and Coronavirus Large Business Interruption Scheme Facility Agreement.

3. The following were approved by the Chair on behalf of the Council:

1. the disposal of land which had been used by for the creation of Phase II of the Shared-Use Path from Gogerddan Campus to Penrhyncoch (on the recommendation of the Resources and Performance Committee (RPC)); and
2. the submission of a variation of the 2021–22 Fee and Access Plan to HEFCW (on the recommendation of the Fee and Access Plan Oversight Group).

41. CORRESPONDENCE

There was no correspondence to report.

42. VICE-CHANCELLOR'S REPORT

RECEIVED

Report by the Vice-Chancellor (COU2021-090).

NOTED

1. The report consisted of four key parts: a highlight report; a report from the Senate; a planning and student enrolment report; and a communications report.
2. Around 40 per cent of students were estimated to have returned to their University or private accommodation in Aberystwyth. Members were advised that the majority of those who had returned were behaving responsibly, with few concerns about conduct raised by the local authority.
2. The Welsh Government (WG) had advised that, subject to the current decrease in Covid-19 infection rates being maintained, it was expecting to permit the wholesale return of students to university campuses in Wales for blended learning from April 2021. This would enable the University to resume in-person teaching from the start of the third term, and appropriate preparations were now being made. The importance of keeping the local community informed of developments was underlined by members.
3. Council had previously agreed that students in University accommodation could apply for a refund of 100 per cent for every week they were not using that accommodation where WG advised them not to return. Members were reminded that this arrangement would end once the WG confirms that students can return to campuses next month.
4. Preparations were now being made for the new academic year in September 2021. Drawing on the experiences of September 2020, the University would follow government guidelines and maximise student experience, to both protect the institution's financial position and safeguard jobs.
5. The University's submission for the Research Excellence Framework (REF) 2021 was due at the end of the month. This had been a seven-year effort, with the pace of work increasing dramatically over recent weeks. Members were advised that a fuller briefing would be organised for Council in due course on the REF exercise, the outcome of which would not be known until spring 2022.
6. The Pro Vice-Chancellor (Research, Knowledge Exchange, and Innovation) was progressing proposals to boost research to both recover from the effects of the pandemic and to increase activity beyond pre-pandemic levels. Associate Lecturers and Graduate Teaching Assistants had already been appointed this term under this

'Research Boost' initiative, with the intention that the provision of additional support for teaching would allow more time for research to be undertaken by academic staff.

7. There had been increases in undergraduate applications from the UK and international students for September 2021 entry across all departments. These increases would compensate for the decrease in applications from the European Union, who would no longer qualify for the same fee levels as UK domiciled applicants from the next academic year onwards. The focus was now turning to converting the increased number of applications received to firm acceptances.
8. It was becoming increasingly evident that it would not be wise to hold graduation ceremonies during July 2021. Other options for potential celebratory events later in the year – when a larger proportion of graduates and their families will have been vaccinated – were now being considered.

43. HEALTH AND SAFETY UPDATE

RECEIVED

Report by the Health, Safety and Environmental Manager (COU2021-091).

NOTED

1. The report provided a summary update on health and safety activity, drawing on aspects of the fuller report presented to GCC on 25 February 2021.
2. During that meeting, GCC members had agreed that the current Health, Safety and Environment Strategy and Action Plan be extended by a year to cover the period 2018–22. This would provide more realistic and achievable deadlines for those actions which had been delayed because of the Covid-19 pandemic. However, GCC had been assured that any actions relating to potential injury or harm to staff, students or others would continue to be implemented without delay.

44. REPORT BY ABERYSTWYTH UNIVERSITY STUDENTS' UNION

RECEIVED

Report by the AberSU President (COU2021-092).

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. AberSU continued to interact with students virtually to ensure that everyone benefits from the activities and services on offer regardless of whether they had returned to Aberystwyth. These activities included online escape rooms and Strava challenges.
3. Members welcomed news that AberSU had secured funding to train a staff member in mental health first aid, with the intention that this staff member then provides further training to their colleagues at AberSU and students.

45. FINANCIAL UPDATE

RECEIVED

Report by the Deputy Director of Finance (COU2021-093).

NOTED

1. The report provided a summary of the key variances against the institutional budget which had been agreed for 2020–21, and the effect of these variances on the University's broad financial planning assumptions. A fuller report, setting out the University's financial performance to the end of Quarter 2 (31 January 2021), had been presented to RPC on 25 February 2021.
2. Cashflow remained positive, and financial reports now provided a quarterly assessment of compliance with the cashflow covenant agreed as part of the RCF and CLBILS lending. This was welcomed by members.

46. STRATEGIC MATTERS

1. Strategy Refresh

RECEIVED

Report by the Vice-Chancellor (COU2021-094).

NOTED

1. During its strategy day in September 2020, Council had considered the principles behind a refresh of the University current Strategic Plan 2018–23. The University Executive had since assessed the progress made against the current strategy, the external environment, and what the institution could look like in 2030.
2. The Vice-Chancellor advised that the University remained in a rebuilding phase – having stabilised the institution, the focus was now turning to addressing institutional culture and internal practices. The report therefore set out an indicative set of projects to address the 'basics' over the coming years. Consequently, an operational rather than a strategic plan was being proposed.
3. Members were nevertheless reminded that the University may look to progress major projects during the coming period as suitable opportunities arise, and any such proposals would be presented to the Council for consideration as appropriate.
4. Members welcomed the clarity with which the Vice-Chancellor had set out the institution's strategic priorities over the coming years, and the stability that the proposed actions were intended to provide.
5. While the report proposed initiatives to support employability, job creation and the development of vocational skills in the region, members encouraged the Vice-Chancellor to pursue these aspects even further. In particular, the current efforts to build relations with further education, local authorities, and other institutions should be further strengthened.
6. The Vice-Chancellor would be revising the strategic priorities document in light of the feedback received by Council members. Senate and staff members would

then be consulted on the proposals, prior to a final iteration of the document being presented to Council for formal approval [**ACTION:** Vice-Chancellor].

7. As part of the next iteration of the document, the list of proposed actions would be further prioritised. As previously agreed with Council, the institution's current Key Performance Indicators (KPIs) would also be reviewed to ensure that they support the delivery of these new strategic priorities.

2. Estates Strategy

RECEIVED

Report by the Director of Estates, Facilities and Residences, incorporating the revised 'Aberystwyth University Estate Strategy 2020' report by CBRE (COU2021-095).

NOTED

1. The external consultants CBRE had been engaged by the University to develop a new Estates Strategy and provide a framework for future property-related decisions for the next decade.
2. An initial draft of CBRE's report had been presented to RPC on 12 November 2020. At that meeting, members had been advised that the University Executive had requested that further work be undertaken on the in the areas of research and innovation, and sustainability.
3. CBRE's revised report had been presented to RPC on 25 February 2021. This new iteration provided a detailed assessment of the current estate, an analysis from the consultation with key stakeholders, and consideration of the major gaps that would need to be addressed in the future.
4. In considering the revised report, RPC members had felt that while it was described as an Estate Strategy, the report did not read as such. However, the CBRE report was considered a very useful foundation upon which the University could develop an initial action plan for the University's estate.
5. The Director of Finance and Corporate Services advised that, building on the foundations provided by the CBRE report, the Estates, Facilities and Residences department would develop an implementation plan for estates-related works over the coming years. This implementation plan would need to ensure alignment with the University's sub-strategies – including the learning and teaching, and research strategies; as well as the emerging digital strategy.

RESOLVED

7. To adopt the 'Aberystwyth University Estate Strategy 2020' report as the foundation to guide future estates-related development at the University [**ACTION:** Director of Estates, Facilities and Residences].
8. That the implementation plan for estates-related works over the coming years be presented to RPC for consideration during autumn 2021 [**ACTION:** Director of Estates, Facilities and Residences].

3. Key Performance Indicators

RECEIVED

Report by the Head of Planning (COU2021-096).

NOTED

1. The report presented the institution's performance as at 31 January 2021 against the KPIs which had been agreed by Council to monitor the delivery of the institutional Strategic Plan.
2. Members were reminded that some data points which underpin the KPIs are only updated on an annual basis, and that not all indicators had changed since the previous report to Council.
3. Members discussed potential steps which could be taken to increase the number of full-time students studying 40 or more credits through the medium of Welsh. The Vice-Chancellor advised that the Pro Vice-Chancellor (Faculty of Arts and Social Sciences) was currently developing a strategy in this respect, which would be shared with Council once it has been considered by the Senate. Several Council members indicated their willingness to assist with the development of the strategy.

47. MAJOR PROJECTS:

1. Old College

RECEIVED

Report by Director of Welsh Language and External Engagement (COU2021-097).

NOTED

1. The report provided an update on the project's progress, with particular attention to: design progress to RIBA Stage 4; Listed Building Consent; current project cost estimate; and current match-funding position, including external funding and fundraising activity.
2. Some of the external funders were requiring that the University provide car parking spaces for visitors to the Old College. Following discussions with St Michael's Church, it was proposed that the University enter into a 25-year lease to provide a minimum of 30 car parking spaces at the Church's car park. The terms proposed for this lease were set out in the report.
3. Heads of Terms had been negotiated with CCC to enter into a three-year lease for the Crazy Golf area adjacent to the Old College, with the intention that it be used for contractor site offices and the storage of materials. Providing this space would avoid the need for the contractors to find their own space in town. The terms proposed of this lease were set out in the report.
4. The report had been considered by RPC members on 25 February 2021, who had recommended that the two proposed leases be approved by Council. During that meeting, RPC members had also considered the next steps in the procurement of contractors for the project.

5. Tender submissions would be requested by the end of May 2021 from the contractors who had completed the Pre-Qualification Questionnaire stage, with a view to presenting the outcome to Council for formal approval on 09 July. There would therefore be a short window to evaluate the tenders received, and engage as appropriate in value engineering activity. Steps could also be taken to identify potential sources of additional funding to cover any shortfall.
6. Since this would not be a design and build contract, the potential contractors would base their prices on an existing schedule of works, thereby removing an element of risk for the contractors. However, members noted that it was possible that the prices received could still be higher than the University's own assessment of cost.
7. In considering the governance arrangements for the next phase of the project, RPC members had emphasised the need to ensure that the process is efficient, and that all key information is presented to Council to enable it to take a clear decision at the appropriate point. The University Executive had therefore been requested to provide regular briefings for RPC members as the project progresses over the coming weeks, including on the various scenarios which are being prepared for in anticipation of the eventual tender submissions.

RESOLVED

8. To approve the proposed leases with respect to the St Michael's Church car park, and the Crazy Golf area [**ACTION:** Director of Welsh Language and External Engagement].

2. Solar Farm – Investment Grade Proposal

RECEIVED

Report by the Sustainability Advisor (COU2021-098).

NOTED

1. An investment-grade proposal had been developed for a solar farm adjacent to Fferm Penglais, which would generate 25 per cent of the Penglais campus' annual electricity requirement. This would significantly reduce the institution's energy costs and carbon emissions, and support Council's pledge to achieve carbon neutrality by 2030.
2. Agreement was now being sought from Council to borrow the £2.5m capital costs for the project via an additional interest-free Salix loan. HEFCW would also need to agree to further borrowing undertaken by the University.
3. The proposal had been considered by RPC on 25 February 2021, where members had recommended that Council approves the application for a Salix loan.

RESOLVED

4. To approve an application for a Salix loan of £2.5m to fund the capital costs of the project [**ACTION:** Sustainability Advisor].

48. END OF YEAR REPORTING

1. Annual Report and Accounts for year ended 31 July 2020

RECEIVED

1. Composite report by the Director of Finance and Corporate Services; and the Deputy Director of Finance; incorporating the draft audited Annual Report and Accounts for the year ended 31 July 2020; an explanation of the reconciliation between the management and statutory accounts; and the draft text of the Letter of Representation from the University to the External Auditors (COU2021-099); and
2. KPMG External Audit year-end report for 2019–20 (COU2021-113).

NOTED

3. On 15 February 2021, members had formally approved the revised Facilities Agreements for lending under the Revolving Credit Facility (RCF) and the Coronavirus Large Business Interruption Loan Scheme (CLBILS). While this approval had enabled the external audit to progress to the final stages, the audit process could not be completed in time for the University to meet HEFCW's extended deadline of 28 February 2021. The Funding Council had been kept informed of developments and had agreed a further extension.
4. KPMG had now substantially concluded the external audit process, which meant that the Annual Report and Accounts could be formally approved by Council. The outcome of the external audit had been considered by the Audit, Risk and Assurance Committee (ARAC) on 18 March 2021 where members had agreed to recommend that the Annual Report and Accounts be approved by the governing body.
5. The audited underlying operational financial result for the year ended 31 July 2020 was a deficit of £5.4m. However, an accounting loss of £16.2m would be reported in the Annual Report and Accounts, predominantly relating to actuarial losses on pensions and an impairment charge on the carrying value of fixed assets. A reconciliation between the operational and accounting results were set out as part of the Financial Review section of the Accounts.
6. Members welcomed the tone and style of the Annual Report and Accounts document, and congratulated the University Executive on the achievement of a clean external audit in such challenging circumstances.

RESOLVED

7. To approve the final Annual Report and Accounts for the year ended 31 July 2020 [**ACTION:** Director of Finance and Corporate Services].
8. To issue the proposed Letter of Representation to the External Auditors [**ACTION:** University Secretary].

2. ASSUR (Annual Sustainability Return)

RECEIVED

Report by the Deputy Director of Finance (COU2021-100).

NOTED

1. The University was required to agree the Annual Sustainability Assurance Report for submission to HEFCW alongside the audited Financial Statements. This report followed a standard disclosure format as suggested by the Financial Sustainability Strategy Group, and provided a suitable mechanism to test the institution's 'going concern' status.
2. While the Margin for Sustainability and Investment (MSI) had decreased from 8.6 to 7.1 per cent since last year's report, it remained over the target of 7 per cent.

RESOLVED

3. To approve the draft Annual Sustainability Assurance Report [**ACTION:** Deputy Director of Finance].

49. QUALITY ENHANCEMENT REVIEW (WALES)

RECEIVED

Report by the Pro Vice-Chancellor (Learning, Teaching and Student Experience) (COU2021-101).

NOTED

1. The next external Quality Enhancement Review of the University was scheduled to be undertaken by the Quality Assurance Agency for Higher Education (QAA) during April 2022. In response to the Covid-19 pandemic, a revised scope for such reviews had been agreed between HEFCW, the QAA and universities in Wales. The forthcoming Review would therefore focus solely on quality assurance, with the intention that quality enhancement be reviewed separately in future.
2. The revised approach would likely have implications for the University's approach. Fewer staff were expected to be involved in this scaled-down process, and less paperwork submitted in advance of the Review.
3. Since the previous Quality Enhancement Review of the University, it had become possible for governing bodies to place additional requirements on the QAA or to request a particular emphasis on elements being reviewed. This was considered by members who concluded that no matters of concern had emerged over recent years to merit a request that the QAA broaden its Review.

RESOLVED

4. That Council does not place additional requirements on the QAA nor request that a particular emphasis on elements of the forthcoming Quality Enhancement Review of the University [**ACTION:** Pro Vice-Chancellor (Learning, Teaching and Student Experience)].

50. ANNUAL EQUALITIES REPORT

RECEIVED

Report by Diversity and Inclusion Manager (COU2021-102).

NOTED

1. In line with the statutory requirements of the Equality Act 2010 and Public Sector Equality Duties (PSED) 2011 for Wales, the University was required to publish an annual report by 31 March detailing how it complies with these duties.
2. The draft Annual Equality Report for 2019–20 outlined the progress the University had made during the period in question to embed equality and diversity, and to promote an inclusive culture and environment for students, staff and the wider community who use its facilities and services.
3. The report had been considered by GCC on 25 February 2021 where members had recommended that it be approved by Council.
4. The University's Gender Pay Gap Report for 2021 was also appended for information to the Diversity and Inclusion Manager's Report. While the University was not required by law to publish this information, the institution over recent years had chosen to report the key data externally via the UK Government's portal, and intended to do so again this year.

RESOLVED

5. To approve the Annual Equality Report for 2019–20 [**ACTION:** Diversity and Inclusion Manager].

51. REVISIONS TO ORDINANCES

RECEIVED

Report by the University Secretary, incorporating proposed revisions to 'Ordinance 5 – The Council: Statement of Primary Responsibilities' and 'Ordinance 6 – The Council: Clerk to the Council' (COU2021-103).

NOTED

1. As requested by Council on 26 November 2020, the proposed revisions to Ordinance 5 had been further considered by the University Secretary. Where appropriate, minor revisions had had been made to the proposed revisions.
2. A draft job description for the Secretary role had been developed by the Welsh University Secretaries group, which in turn had been agreed by the Chairs of Universities Wales and Universities Wales during autumn 2020. In accordance with the University's Action Plan in response to the Camm Review of Higher Education Governance in Wales, revisions were now being proposed to Ordinance 6 to incorporate the nationally agreed job description.
3. The proposed revisions to the two Ordinances had been considered and endorsed by GCC members on 25 February 2021.

RESOLVED

4. To approve the proposed revisions to the two Ordinances [**ACTION:** University Secretary].

52. APPOINTMENT OF EXTERNAL AUDITORS

RECEIVED

Report by the Director of Finance and Corporate Services (COU2021-104).

NOTED

1. Following a procurement exercise in 2018, KPMG had been awarded a three-and-a-half-year tender for the provision of External Audit services. Council was nevertheless required to formally appoint the External Auditor on an annual basis.
2. The report had been considered by ARAC on 18 March 2021 where members had recommended that Council formally agree the appointment of the External Auditors.

RESOLVED

3. To formally appoint KPMG as External Auditors for the year ending 31 July 2021, at the fee set out in the report [**ACTION:** Director of Finance and Corporate Services].

53. ITEMS FOR INFORMATION

RECEIVED

Members received reports on the following for information:

1. Covid-19: Decisions record (COU2021-105);
2. Summary Corporate Risk Register (COU2021-106);
3. Documents affixed with the Common Seal (COU2021-107); and
4. Meeting dates 2021–22 (COU2021-108).

NOTED

5. The contents of the reports presented for information.

54. REPORTS FROM SUB-COMMITTEES

RECEIVED

A composite report comprising the following (COU2021-109):

1. Senate (18 November 2020; 05 February, and 10 March 2021);
2. Investments Committee (19 November 2020);
3. Remuneration Committee (26 November 2020);
4. Governance and Compliance Committee (25 February 2021); and
5. Resources and Performance Committee (25 February 2021).

NOTED

6. The reports received from the sub-committees.