

COUNCIL

Minutes of the meeting held at 14:10 on 22 SEPTEMBER 2020, 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; Ms Kate Eden; 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 (until minute 8.4); Ms Kath Williams; Dr William Williams; Professor Sir Robin Williams; and Professor Reyer Zwiggelaar.

In attendance: Mr Stephen Forster, Director of Finance and Corporate Services; Mr Geraint Pugh, University Secretary; Mr Steve Thomas, Head of Communications and Public Affairs; Dr Rebecca Edwards (until minute 8.3); Mr Owen Evans; Ms Sharron Lusher; Mr David Moyle; Prof Qiang Shen; and Ms Jacqui Weatherburn.

No apologies for absence had been received.

1. MATTERS RAISED BY THE CHAIR

1. Welcome

1. The following were welcomed to their first meeting as Council members:
 1. Kate Eden, Independent Member;
 2. Dr Louise Marshall, Senate Member;
 3. Rhuanedd Richards, Independent Member; and
 4. Dr William Williams, Independent Member.
2. Those who were currently only serving on a Council sub-committee, who had been invited to attend the governing body meeting as observers.

2. Condolences

Sympathies were expressed following the deaths of:

1. Professor Peter Thomas, formerly of the Department of History and Welsh History;
2. John Meirion Morris, former lecturer at the University and noted Welsh sculptor; and
3. Dr David Wilman, former Reader in Agricultural Sciences.

3. Council Strategy Day

1. Council had held a successful Strategy Day using the Zoom online platform prior to the formal governing body meeting. While it would have been preferable to hold the Strategy Day in person at the University, current circumstances meant that this would not have been appropriate.
2. The Vice-Chancellor had delivered a detailed updated for members during the Strategy Day, and would therefore not be presenting a further report to the formal Council meeting.
4. Briefing for members
Immediately in advance of the formal Council meeting, the Pro Vice-Chancellor (Learning, Teaching and Student Experience) had briefed members on a Prevent-related matter concerning a now-former student of the University.
5. Annual Appraisal of Council members

RECEIVED

Report by Chair of Council (COU2021-002).

NOTED

During August 2020, the Chair of Council had held annual appraisal meetings with those members whose terms on the governing body were continuing into the 2020–21 academic year. The report summarised the matters discussed during those meetings – including the training and development needs identified, and which were now being addressed.

2. CONFLICTS OF INTEREST

NOTED

Several Council members were members of the Universities Superannuation Scheme (USS). While the governing body would consider correspondence relating to the USS during the meeting, it was not deemed necessary for any members to recuse from those discussions.

3. MINUTES OF THE PREVIOUS MEETING

RECEIVED

Minutes of the meeting held on 10 July 2020 (COU2021-004).

RESOLVED

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 (COU2021-005).

NOTED

The updates provided in the decisions log.

5. CORRESPONDENCE

1. USS Employer Consultation

RECEIVED

Report by the University Secretary (COU2021-006).

NOTED

1. On 28 August 2020, the USS had launched a Technical Provisions Consultation for the 2020 valuation of the scheme. Universities UK (UUK), as the formally nominated employers' representative body for such consultations, was now seeking feedback from those institutions whose employees are members of the USS.
2. The University was working to develop its response to the consultation by UUK's deadline of 30 October 2020. A detailed briefing on the USS would be provided for members of the Resources and Performance Committee (RPC) in advance of their meeting on 12 November 2020.

2. UCU letter to Chairs in response to Welsh Government funding

RECEIVED

Report by the University Secretary (COU2021-007).

NOTED

1. On 23 July 2020 the Chair of Council had received a letter from Margaret Phelan, University and College Union (UCU) Wales Official. The same letter had been sent to all Chairs of university Councils in Wales. The Chair of Council had issued a response to the UCU on 29 July 2020. Copies of both letters were appended to the report.
2. The Vice-Chancellor advised members that representatives of the University Executive held weekly discussions with trade union representatives as part of the institution's response to the Covid-19 pandemic.

3. National Student Survey results

RECEIVED

Report by the University Secretary (COU2021-008).

NOTED

On 13 August 2020, the Vice-Chancellor had a letter from Dr David Blaney, Chief Executive of HEFCW, in which the Funding Council had welcomed the University's continued good progress in the National Student Survey (NSS). A copy of this correspondence was appended to the report for information.

6. HEALTH AND SAFETY UPDATE

RECEIVED

Report by the Health, Safety and Environmental Manager (COU2021-009).

NOTED

1. The report provided a summary update on health and safety. A fuller report would be presented to the Governance and Compliance Committee (GCC) meeting on 12 November 2020.
2. As advised at the previous Council meeting, an updated Health, Safety and Environment Annual Plan had been produced and circulated to all GCC members via e-mail in late July 2020. Samantha Blackie advised that, as incoming Chair of GCC, she had discussed the Action Plan with the Health, Safety and Environmental Manager.

7. REPORT BY ABERYSTWYTH UNIVERSITY STUDENTS' UNION

RECEIVED

Report by the Aberystwyth University Students' Union (AberSU) President (COU2021-010).

NOTED

The report provided an update on developments at AberSU since the last meeting of the University's Council.

8. FINANCE MATTERS

1. Management Accounts

RECEIVED

Report by the Deputy Director of Finance (COU2021-011).

NOTED

1. The report summarised in narrative form the University's forecast outturn at the end of Quarter 4 (31 July 2020).
2. Members considered the report in detail, particularly the adverse movements since Quarter 3. While some movements related to non-cash accounting provisions, those operational areas which had exceeded their agreed budgets for the 2019–20 year had been identified and appropriate measures put in place.
3. Some members expressed their disappointment that the report was primarily narrative-based, and requested more figures in future iterations. The Director of Finance and Corporate Services assured the governing body that a full Quarter 4 report would be presented to RPC on 12 November 2020, alongside the draft financial statements for the previous year. A copy of the full Quarter 4 report would be circulated to all Council members should it become available sufficiently in advance of the RPC meeting (**ACTION:** Director of Finance and Corporate Services).

2. Indicative Income 2020–21

RECEIVED

Report by the Deputy Director of Finance (COU2021-028).

NOTED

1. On 10 July 2020, Council had approved a prudent budget for 2020–21 which reflected the forecast impact of Covid-19 on the University. An additional Council meeting had also been scheduled for 27 August 2020, in case student numbers for the 2020–21 year were worse than what had been budgeted for. This additional Council meeting had not been required.
2. The report set out the University's indicative income for 2020–21, which was forecast to be higher than that allowed for in the budget. The University Executive therefore did not intend to propose a revised institutional budget, and would instead bring a report to the November cycle of committees indicating the key movements against the approved budget for the year. The Director for Finance and Corporate Services also agreed that cash-flow forecasts would be submitted in future reports.

3. Coronavirus Business Interruption Loan

RECEIVED

1. Report by the Director of Finance and Corporate Services (COU2021-012);
2. Draft Council resolution for the approval of the Amendment and Restatement Agreement and CLBILS Facility Agreement (COU2021-029);
3. Proposed CLBILS Borrower's Certificate (COU2021-030); and
4. Proposed RCF Borrower's Certificate (COU2021-031).

NOTED

5. At the previous Council meeting, members had agreed in principle to an increase in borrowing of up to £5m via the Coronavirus Large Business Interruption Loan Scheme (CLBILS). Under the terms of this scheme, the additional borrowing would be 80 per cent underwritten by the UK Government. HEFCW had also indicated that they were content for the University to extend its borrowing.
6. Negotiations had progressed over the summer with the provider of the institution's current Revolving Credit Facility (RCF), and the proposed terms for the additional borrowing under CLBILS were set out in the Director of Finance and Corporate Services' report.
7. Members considered and discussed the report, especially in relation to the covenants required by the lender. Members were assured that the covenants for the borrowing under CLBILS were the same as those already in place for the RCF. The requirements with respect to sanctions lists were also similar, and a further report on this aspect would be presented to the next RPC meeting.

8. In agreeing borrowing under CLBILS, the University would also need to agree to amend the wording of the agreement already in place with respect to the RCF, to reflect the additional CLBILS borrowing.

RESOLVED

9. To approve the formal resolution required by the lender, as per the separate minute in the Appendix (**ACTION:** Director of Finance and Corporate Services).

POST-MEETING NOTE

10. *Following the Council meeting on 22 September 2020, agreement was reached with the lender to release 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 by correspondence on 04 November 2020. Consequently, the formal resolution agreed on 22 September 2020 is not appended.*

4. RE:FIT

RECEIVED

Report by the Sustainability Advisor (COU2021-013).

NOTED

1. By correspondence on 21 August 2019, Council members had agreed in principle to undertake a project under the RE:FIT scheme with a maximum budget of £2m. Under the terms of the Welsh Government backed scheme, an investment grade proposal had since been developed for a series of measures to reduce energy costs and carbon emissions at the University.
2. The proposed measures were set out in the Sustainability Advisor's report. The proposed total project value of £2.045m (including VAT) would be part-financed through an interest-free unsecured Salix loan of £1.8m, which would be backed by the Welsh Government.
3. Members were advised that, should they agree to proceed with the project and apply for a Salix loan, approval would be needed from HEFCW and the lender of the University's RCF and CLBILS borrowing.

RESOLVED

4. To approve the proposed RE:FIT project and, subject to the agreement of HEFCW and the University's lender, to apply for a Salix loan (**ACTION:** Sustainability Advisor).

5. Veterinary School Capital Costs

NOTED

1. The Pro Vice-Chancellor (Learning, Teaching and Student Experience) advised members that the tenders received by the deadline in August 2020 had all been above the proposed budget for the capital work. The University had therefore

appointed a preferred contractor, and were engaging with that contractor to value engineer the proposed capital work so that it could be achieved within the budget available.

2. It was expected that the final value of the capital work would be within RPC's approval thresholds. A final proposal would therefore be submitted to RPC for consideration once negotiations with the preferred contractor had concluded.

9. ITEMS FOR INFORMATION

RECEIVED

Members received reports on the following for information:

1. Covid-19: Decision record (COU2021-014);
2. Old College project update (COU2021-015);
3. Summary Corporate Risk Register (COU2021-016);
4. Documents affixed with the Common Seal (COU2021-017) and;
5. Annual Report on the responsibilities of Council members (COU2021-018)

NOTED

6. Covid-19: Decision record

Members welcomed the report on the ongoing work within the institution to respond to the Covid-19 pandemic, and recorded their appreciation for the way in which the Vice-Chancellor and University staff had responded during such a challenging period.

7. The contents of the other reports presented for information.

11. ANY OTHER BUSINESS, MEETING REVIEW, AND FUTURE BUSINESS.

1. Honorary Awards

The University had been unable to hold any graduation ceremonies during July 2020 due to the Covid-19 pandemic. Those who were due to be recognised with Honorary Awards of the University this year would therefore be conferred during graduation 2021. However, this meant that the University would not be inviting any new nominations for conferral in 2021. The next nomination round would therefore be held during autumn 2021.

2. Arts Centre

The Arts Centre had suffered damage during localised flooding during August 2020. Unfortunately, this had meant that the Centre could not yet reopen to the public.