



COUNCIL

Minutes of the meeting held at 13:00 on 26 NOVEMBER 2020, via Zoom.

Present: Dr Emyr Roberts, Chair of Council (Chair, from minute 13); the Rt Hon Elfyn Llwyd, Deputy Chair of Council (Chair, for minute 12); Professor Elizabeth Treasure, Vice-Chancellor (except for minute 13); Professor Tim Woods, Pro Vice-Chancellor (Learning, Teaching and Student Experience); Mr George Ashworth (from minute 22); Ms Samantha Blackie; Ms Kate Eden (from minute 24); Ms Meri Huws; Mr Morgan Lewis, UMCA President; Dr Louise Marshall; Mr Nathaniel Pidcock, AberSU President; Ms Rhuanedd Richards (until minute 24.2); Ms Fiona Sharp; Mr Mark Tweed; 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.

No apologies for absence had been received.

12. APPOINTMENT OF THE CHAIR OF COUNCIL

RECEIVED

Report by the University Secretary (COU2021-033)

NOTED

1. Dr Emyr Roberts would reach the end of his first three-year term as Chair of Council on 31 December 2020. The Nominations Committee had met on 22 October 2020 to consider the reappointment of Dr Roberts for a further term, with due reference to the outcome of the annual appraisal of the Chair of Council which had been undertaken by the Deputy Chair of Council.
2. The Nominations Committee were unanimous in their recommendation that Dr Roberts be appointed reappointed for a further term as Chair of Council. While reappointment for a further term to 31 July 2024 was possible, Dr Roberts had since indicated that his preference would be for a shorter second term.

RESOLVED

3. That Dr Emyr Roberts be appointed as Chair of Council for a further, final term for the period 01 January 2021 to 31 December 2023 (**ACTION:** University Secretary).

13. VICE-CHANCELLOR'S TERM OF OFFICE

RECEIVED

Report by Chair of Council (COU2021-034).

NOTED

1. Prof Elizabeth Treasure's current five-year appointment as Vice-Chancellor was due to expire in April 2022. This had been considered by the Chair of Council as part of his annual appraisal of the Vice-Chancellor, and a recommendation for an early renewal of Prof Treasure's employment contract had been presented to the Nominations Committee on 17 November 2020.
2. Members of the Nominations Committee were unanimous in their recommendation that Prof Treasure's employment contract as Vice-Chancellor be extended. This would provide certainty to the Vice-Chancellor, and enable her to fulfil the strategies and actions which she had been put in train.
3. Various considerations would influence the Vice-Chancellor's eventual date of departure, including the time taken to recruit her successor and the notice period of the successful candidate. The precise timing of the Vice-Chancellor's departure would therefore be considered further closer to the time.
4. Dr Emyr Roberts advised members that his intention was for his successor as Chair of Council to be involved in the process to recruit the University's next Vice-Chancellor – which would likely commence during the latter half of 2023 – and that the process to recruit a new Chair of Council would need to be scheduled accordingly.

RESOLVED

5. That Prof Elizabeth Treasure's employment contract as Vice-Chancellor, in principle, be extended to 30 September 2024, subject to continuing satisfactory performance; and that the precise timing of the Vice-Chancellor's departure be considered further closer to the time (**ACTION:** Director of Human Resources and Organisational Development).

14. MATTERS RAISED BY THE CHAIR

1. Condolences

Sympathies were expressed following the deaths of:

1. Professor Peter Borsay, Emeritus Professor of History and Welsh History;
2. Professor D Q Bowen, formerly Director of the Institute of Earth Studies;
3. Michael Lowe, former Lecturer in Information Studies;
4. Dr Jan Morris, Honorary Fellow; and
5. Professor Sir John Meurig Thomas, Honorary Fellow.

2. Briefing session

A briefing session led by Aberystwyth University Students' Union (AberSU) had been held for Council members in advance of the formal meeting. A recording of this session – which focused on the results of a survey of students on the impact on them of the Covid-19 pandemic – would be made available via SharePoint for the benefit of those members not able to attend during the morning (**ACTION:** University Secretary).

3. 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.

15. CONFLICTS OF INTEREST

NOTED

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

16. MINUTES OF THE PREVIOUS MEETING

RECEIVED

Minutes of the meeting held on 22 September 2020 (COU2021-036).

RESOLVED

That the minutes be confirmed as a correct record.

17. 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 (COU2021-037).

NOTED

1. The updates provided in the decisions log.
2. At the request of the Chair of Council, the University Secretary had sought updates from those who had not revised the University's committee action tracker system since the last meeting. The updates received were summarised verbally, and would be formally logged on the system for reporting to the next Council meeting.

18. DECISIONS TAKEN BETWEEN MEETINGS

RECEIVED

Report by the University Secretary (COU2021-038)

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 matters approved by members via correspondence were:
 1. Revised capital costs for the Vet School following a procurement process and subsequent value-engineering work.

2. The revised formal resolution required to conclude procurement of additional borrowing under the Coronavirus Large Business Interruption Scheme (CLBILS).

19. CORRESPONDENCE

There was no correspondence to report.

20. VICE-CHANCELLOR'S REPORT

RECEIVED

Report by the Vice-Chancellor (COU2021-039)

NOTED

1. The report consisted of four key parts: a highlight report; Senate report; a planning and student recruitment report; and a communications report.
2. Following the Council's away day on 22 September 2020, the Vice-Chancellor had sought input from Senate on progress against the institution's Strategic Plan 2018–23 during that body's strategy afternoon on 30 September. The Vice-Chancellor was now progressing a mid-term refresh of the Strategic Plan, and would bring forward any proposals to the next cycle of meetings (**ACTION:** Vice-Chancellor).
3. The Vice-Chancellor advised members in confidence of scoping work being undertaken which may lead to the University's Arts Centre collaborating with another national institution on a significant project. Further information would be provided in due course as appropriate.
4. Students had completed this term's Module Evaluation Questionnaires (MEQs). The response rate was much lower than normal as the MEQs were undertaken remotely rather than in person. Overall, 86 per cent of respondents were satisfied with the quality of their modules this year, compared to 90 per cent in 2019. The Executive was looking at the trends and actions were already in place to deal with some of the negative issues raised.
5. Staff members had been invited to complete a second 'pulse' online survey between 29 October and 05 November 2020. There had been a 24 per cent increase in responses compared to the previous survey in May. Despite some encouraging results, the survey highlighted the very real challenges faced by colleagues as the impact of the pandemic had stretched into a period of several months.
6. Some academic staff were reporting that their workload was unmanageable. Colleagues had therefore been reminded that the University was not expecting the same level of research outputs this year, and that the focus was to provide as much face-to-face teaching as possible – something which some other institutions were not able to offer this year. The University Executive was also exploring additional ways of providing further support to colleagues – the resources implications would be discussed later in the context of the Financial Update.
7. The Vice-Chancellor reported that she was minded to put in place 'thank you' days during 2020–21 to recognise the hard work of all staff members over recent months as part of the institutional response to Covid-19 pandemic. Providing additional annual leave for staff on four designated 'thank you' days – three in advance of Christmas

2020, and one immediately after Easter 2021 – was deemed fairer than a financial reward for selected staff. Those required to work over these ‘thank you’ days would have the *pro rata* equivalent added to their annual leave entitlement for 2021.

8. Council wished to thank the Vice Chancellor and all staff and students for working so hard and effectively to ensure the safe provision of learning at the University.

RESOLVED

9. To endorse the Vice-Chancellor’s proposal to provide all staff with four additional ‘thank you’ days during the 2020–21 academic year (**ACTION:** Vice-Chancellor).

21. HEALTH AND SAFETY UPDATE

RECEIVED

Report by the Health, Safety and Environmental Manager (COU2021-040).

NOTED

1. The report provided a summary update on health and safety, drawing on the relevant reports presented to the Governance and Compliance Committee (GCC) on 12 November 2020.
2. The Health, Safety and Environment Annual Report 2019–20 featured later on the agenda and would be considered separately.

22. REPORT BY ABERYSTWYTH UNIVERSITY STUDENTS’ UNION

RECEIVED

Report by the AberSU President (COU2021-041).

NOTED

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

23. FINANCIAL UPDATE

RECEIVED

1. Report by the Deputy Director of Finance incorporating the Quarter 1 2020–21 Management Accounts (COU2021-042); and
2. Report on key variances to the 2020–21 Budget and Cashflow by the Deputy Director of Finance (COU2021-043).

NOTED

3. The reports set out the University’s financial performance as at Quarter 1 2020–21 (30 October 2020). The timing of meetings meant that the full Quarter 1 report had not been ready in time for consideration at the Resources and Performance Committee (RPC) meeting on 12 November 2020. Council was therefore receiving a full copy of the quarterly report, rather than the usual summary.

4. On 10 July 2020, Council had approved a prudent budget for 2020–21. While the University had exceeded the student intake forecast as part of the budget, there would be significant additional costs during the year, mainly arising because of the Covid-19 pandemic. The reports showed that these additional costs would be manageable during the financial year.
5. Overall, the latest forecast outturn was better than the agreed budget for the year, which would provide some capacity to deal with any future adverse movements. The forecast outturn also meant that the institution was able to offer some additional resources to reduce the burdens on staff identified in the recent ‘pulse’ survey. Heads of Departments had recently been invited to submit requests for additional staff, and the implications of this additional resource requirement would be reported during the next cycle of committee meetings.
6. The University had applied to HEFCW’s Higher Education Investment and Recovery Fund, which was intended to support universities to maintain vital capacity and aid economic recovery in the context of Covid-19. Members would be informed of the outcome of this application once known.

24. 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 2019–20, incorporating the Internal Auditors’ 2019–20 Internal Audit Report and Opinion (COU2021-044).

NOTED

1. The report on the work of Audit, Risk and Assurance Committee (ARAC) for the year 2019–20 (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 2020 along with ARAC’s own report.
 3. Both reports had been considered by ARAC on 13 November 2020. A revised iteration of the Committee’s report had subsequently been prepared, to take account of the discussions at the last meeting, was and approved by the Chair on behalf of the Committee. ARAC members had also requested that Deloitte clarify its report prior to its circulation to Council, to explain how the assurance ratings for individual internal audits fed into the overall conclusion on the University’s ability to achieve its objectives.
2. Annual Report and Accounts for 2019–20

Composite report by the Deputy Director of Finance, incorporating the draft Annual Report and Accounts for the year ended 31 July 2020; an explanation of the reconciliation between the management and statutory accounts; the External Auditors’

year-end report for 2019–20; and the draft text of the Letter of Representation from the University to the External Auditors (COU2021-045).

NOTED

1. The operational financial result for the year ended 31 July 2020 was a deficit of £5.1m, which included a £300k provision for accrued annual leave. However, a deficit of £25.8m would be reported as a total comprehensive income in the Annual Report and Accounts, primarily as a result of an impairment charge and movements in the AUPAS. The reconciliation between that reported in the Accounts and the operating result was set out as part of the Financial Review section of the Accounts.
2. Members welcomed the new approach taken with the combined Annual Report and Accounts document, both in terms of tone and style. The Communications and Public Affairs department had assisted with the production of the draft report, and would also take appropriate steps to ensure effective communications of key messages when the Annual Report and Accounts are published on the University's website.
3. The institution's Revolving Credit Facility (RCF) and additional borrowing via the Coronavirus Large Business Interruption Loan Scheme (CLBILS) feature one hard covenant, which relates to cash cover for total debt servicing. As part of the assessment of the University's 'going concern' status, the external auditors had sought assurances that the institution would not breach the covenants agreed with its lender, NatWest Bank Plc, during the twelve-month period from when the Financial Statements are formally approved.
4. The significant uncertainties as a result of the Covid-19 pandemic meant that the University, like many organisations across the UK, could not guarantee that there would be no such breach. In view of this situation, NatWest had already issued a blanket letter of forgiveness to all its borrowers with respect to potential covenant breaches. However, this letter only extended to 31 March 2021, and the University was in separate discussions with the lender to obtain a bespoke letter of forgiveness which would cover the whole twelve-month period over which KPMG would be assessing 'going concern'.
5. While the University could take alternate steps to provide the assurances required by KPMG with respect to 'going concern', the institution and KPMG had concluded that obtaining an appropriate waiver from NatWest would be the most effective solution.
6. Other universities in Wales were in similar discussions with their respective lenders. HEFCW had therefore advised institutions that it was extending the deadline for submitting audited financial statements, from 30 November 2020 to 28 February 2021.

RESOLVED

7. That a Special Meeting of Council be convened during January 2021, once a letter of forgiveness for the full period is received from NatWest and KPMG has concluded the external audit, to enable the Council to formally approve the Annual Report and Accounts for 2019–20 (**ACTION:** University Secretary).

3. ASSUR (Annual Sustainability Return)

RECEIVED

Report by the Deputy Director of Finance (COU2021-046).

RESOLVED

That this report also be considered at the Special Meeting to formally approve the Annual Report and Accounts for 2019–20 (**ACTION:** University Secretary).

4. Strategic Plan 2018–23 Key Performance Indicators

RECEIVED

Report by the Head of Planning (COU2021-047)

NOTED

1. The report presented the institution's performance as at 31 July 2020 against the Key Performance Indicators (KPIs) which had been agreed by Council to monitor the delivery of the institutional Strategic Plan.
2. Due to the extended absence of a member of staff, the KPI for 'Annual External Research Income' was based on data as at the end of Quarter 3. However, it was felt that this remained a good representation of the year.
3. Members recognised that the KPIs when agreed by Council in spring 2018 were intended to be aspirational, and to be delivered over the five-year term of the institutional Strategic Plan.
4. While the KPIs remained appropriate overall, the University Executive would review the proposed targets to ensure that they remain relevant. This review would be progressed once the mid-term refresh of the institutional strategy has been undertaken in early 2021 (**ACTION:** Vice-Chancellor).

5. Quality Assurance Statements

RECEIVED

Report by Deputy Registrar Kim Bradick (COU2021-048).

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 2020.
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. At Council's request, status flags had been introduced into last year's report to highlight the key issues and their associated risk levels. This year's iteration provided an indication of the progress made during 2019–20, and the current key issues and risk levels.
4. Copies of the current Student Charter, AberSU's Annual Submission for 2019–20, and the most recent Degree Outcome Statement, had been appended to the report for information.
5. The timing of governance committee meetings each November was dictated by the requirement to submit the annual audited financial statements to HEFCW by 30 November. This meant that there was insufficient time to complete the relevant academic quality assurance processes each autumn to enable earlier scrutiny of the Academic Registry's report at a sub-committee level.
6. Members were nevertheless assured that the report had been considered and endorsed by the Senate at its meeting on 18 November 2020.

RESOLVED

7. 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).
 8. That the Chair of Council raise with the Chair of HEFCW the case for returning to previous arrangements whereby audited financial statements are submitted to the funding council by the end of December, which in turn would provide sufficient time for university governing bodies in Wales to undertake fuller scrutiny of all end of year reports which need to be agreed at this point in the annual cycle (**ACTION:** Chair of Council).
6. Health, Safety and Environment Annual Report 2019–20

RECEIVED

Health, Safety and Environment Management Annual Report for 2019–20 (COU2021-049).

NOTED

1. The Annual Report summarised developments with respect to health, safety, and environment arrangements at the University during the 2019–20 academic year. As expected, the impact and effect of the Covid-19 pandemic on these activities featured prominently in the report.
 2. The Annual Report had been considered at the GCC meeting held on 12 November 2020 where members had requested that the Annual Report be amended to include a short section on any legislative changes during 2019–20. The Annual Report had been revised accordingly prior to circulation to Council members.
7. Welsh Language Standards Annual Report 2019–20

RECEIVED

Report received by Director of Welsh Language and External Engagement; Welsh Language Services Manager; and Welsh Language Services Development Officer (COU2021-050).

NOTED

1. The Welsh Language Standards places a statutory duty on the University to prepare and publish an Annual Report within six months (30 January 2021) of the end of the reporting year (1 August 2019 – 31 July 2020).
2. The draft Annual Report had been prepared in accordance with the guidance issued by the Welsh Language Commissioner.
3. The draft Annual Report had been considered by GCC members on 12 November 2020. While members had recommended that the Annual Report be approved by Council, further information had been requested on the large number of participants that had undertaken the IOSH Working Safely course through the medium of Welsh. It had since been identified that the participants were students and not staff, and therefore could not be included in the data. The Annual Report had therefore been amended accordingly.

RESOLVED

4. To approve the Annual Report for publication on the University's website (**ACTION:** Director of Welsh Language and External Engagement).
8. Carbon Management Performance Annual Statement

RECEIVED

Report by the Sustainability Advisor (COU2021-051).

NOTED

1. During 2019, the University Executive and the Council had agreed a pledge to try to achieve institutional carbon neutrality by 2030. The Annual Statement summarised progress made by the University over the past year towards reducing the University's CO₂ emissions.
2. The Annual Statement had been considered and endorsed by RPC members on 12 November 2020.

RESOLVED

3. To approve publication of the Carbon Management Performance Annual Statement on the University's Sustainability web pages (**ACTION:** Sustainability Advisor).
9. Modern Slavery Statement

RECEIVED

Report by the Deputy Director of Finance (COU2021-052).

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 2020. 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 (WG) Code of Conduct for Ethical Employment in Supply Chains.
2. The draft Statement for the year ended 31 July 2020 had been considered and endorsed by GCC on 12 November 2020.

RESOLVED

3. To approve the proposed Modern Slavery and Human Trafficking Statement (**ACTION:** Deputy Director of Finance).

10. 'Prevent' Annual Report

RECEIVED

Report by the Business Continuity and Health, Safety and Environment Officer (COU2021-053).

NOTED

1. Under the Counter Terrorism and Security Act 2015, Higher Education Institutions 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. To comply with HEFCW's 'Prevent' Monitoring Framework, the Council was required to submit a Prevent Duty Annual Accountability Return signed by the Chair of Council, as well as a Prevent Duty Monitoring Annual Data Return. The report therefore sought to provide assurances to the governing body, to enable it to approve the submission of these returns.
3. The report provided a summary of recent developments at the University, and details of existing arrangements, in respect of the 'Prevent' Duty during the 2019–20 academic year, alongside copies of the latest versions of the University's 'Prevent' Duty Risk Assessment and Action Plan.
4. The draft Annual Report had been considered by GCC on 12 November 2020 where members had recommended that it be approved by Council.

RESOLVED

5. To approve the submission of the Prevent Duty Annual Accountability and Data Returns to HEFCW, on the basis of the assurances provided in the report (**ACTION:** University Secretary).

11. Annual Assurance Return

RECEIVED

Report by the University Secretary, incorporating a draft Annual Assurance Return 2019–20 (COU2021-054).

NOTED

1. As part of annual reporting arrangements, HEFCW requires each higher education institute in Wales to submit an Annual Assurance Return. The template to be used is provided by HEFCW each November, and the submission is to be signed by both the Chair of Council, and the Vice-Chancellor as Accountable Officer.

RESOLVED

2. To approve the submission of the Annual Assurance Return (**ACTION:** University Secretary).

12. Annual Pay Statement

RECEIVED

Report by the Director of Human Resources and Organisational Development (COU2021-055).

NOTED

1. Since 2017, WG has expected universities to publish 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 for 2019–20, to be approved by Council and subsequently published on the University's Corporate Information section of the website.
3. The Statement had been considered and endorsed by GCC on 12 November 2020.

RESOLVED

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

13. Annual Report by the Remuneration Committee

RECEIVED

Report by the Remuneration Committee for 2019–20, incorporating a draft public Annual Statement on Senior Remuneration for the 2019–20 financial year (COU2021-056).

NOTED

1. To comply with the '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 2019–20 for publication on the University’s website (**ACTION:** University Secretary).

25. POLICY MATTERS

1. Risk Appetite Statement and Matrix

RECEIVED

Report by Director of Finance and Corporate Services, and Head of Strategic Development (COU2021-057).

NOTED

1. In line with the University’s current Risk Management Policy, Council is invited to review the Risk Appetite Statement and Matrix each year.
2. The current Risk Appetite Statement and Matrix had been considered and endorsed by the ARAC members at their meeting on 13 November. While the University Executive was not proposing any revisions to the document, ARAC members had proposed a minor clarification.

RESOLVED

3. To approve the Risk Appetite and Risk Appetite Matrix with the minor revision as recommended by ARAC (**ACTION:** Head of Strategic Development).

2. Anti-bribery Policy

RECEIVED

Report by Director of Finance and Corporate Services (COU2021-058).

NOTED

1. The Anti-Bribery policy had last been reviewed by in November 2018 and was therefore due for its bi-annual review. Minor amendments were being proposed to the existing policy to include a section on recording declarations of interest and to clarify responsibilities.
2. The proposed revisions had been considered and endorsed by GCC members on 12 November 2020. ARAC members had also been invited to test the appropriateness of the proposed provisions at their meeting on 13 November.

RESOLVED

3. To approve the proposed amendments (**ACTION:** Director of Finance and Corporate Services).

3. Counter-Fraud Policy

RECEIVED

Report by Director of Finance and Corporate Services (COU2021-059).

NOTED

1. The Counter Fraud and Malpractice policy had last been reviewed in November 2018 and was therefore also due for its bi-annual review. Minor amendments had been made to the existing policy to include a new policy statement and a section on reporting incidents to the Charity Commission, as well as updating role titles as appropriate.
2. The proposed revisions had been considered and endorsed by GCC members on 12 November 2020. ARAC members had also been invited to test the appropriateness of the proposed provisions at their meeting on 13 November.

RESOLVED

3. To approve the proposed amendments (**ACTION:** Director of Finance and Corporate Services).
4. Sickness Absence Policy and Procedure

RECEIVED

Report by Deputy Director of Human Resources and Human Resources Business Partner Liz Merriman, incorporating a draft Sickness Absence Policy and Procedure document (COU2021-060).

NOTED

1. A thorough review of the current Sickness Absence Policy and Procedure had been undertaken over recent months, in consultation with Trade Union Representatives. The current policy forms part of Ordinance 35 (Managing Sickness Absence Policy). The revised policy and procedures now being proposed therefore required formal approval by Council.
2. The revised policy had been considered by GCC members on 12 November 2020, who had recommended that it be approved by Council.

RESOLVED

3. To approve the new Sickness Absence Policy and Procedure, in place of the current Ordinance 35 (**ACTION:** University Secretary; and Deputy Director of Human Resources).

26. GOVERNANCE MATTERS

1. CUC Higher Education Code of Governance

RECEIVED

Report by the University Secretary (COU2021-061).

NOTED

1. During September 2020, the Committee of University Chairs (CUC) had published a new Higher Education Code of Governance. This Code was based on six key

elements that form an effective governance framework. A copy of the Code in full had been made available on SharePoint (at COU2021-079).

2. The values-based approach adopted by the new Code resembled those values proposed as part of the Camm Review of Higher Education Governance in Wales. Rather than develop an Action Plan in response to the new CUC Code, the University would continue to implement those actions already agreed in response to the Camm Review, and in doing so ensure alignment with the new Code of Governance.
3. However, as an appendix to the new Code, the CUC had proposed a revised template for a governing body's Statement of Primary Responsibilities. Revisions were therefore being proposed to Ordinance 5 – The Council: Statement of Primary Responsibilities, to ensure that the University's current provisions are better aligned with the new template.
4. GCC members had considered the report and endorsed the proposed revisions to Ordinance 5 at their meeting on 12 November 2020. However, a Council member who was not a GCC member had since queried the appropriateness of some of the revisions recommended by the CUC.
5. The new CUC Code also encouraged governing bodies to consider the appointment of a 'Senior Independent Governor'. The University had previously recognised the Deputy Chair of Council as the governing body's 'Senior Independent Member'. However, the Code was now suggesting that the role of 'Senior Independent Governor' was different to that of Deputy Chair.
6. The role of 'Senior Independent Governor' had been considered by GCC members on 12 November 2020, who had concluded that there appeared to be little value in creating a stand-alone role of this nature, and that the duties should continue to be undertaken by the Deputy Chair of Council.

RESOLVED

7. To formally adopt the revised CUC Higher Education Code of Governance (**ACTION:** University Secretary).
8. That GCC further considers the wording of the proposed revisions to Ordinance 5 – The Council: Statement of Primary Responsibilities (**ACTION:** University Secretary).

2. CUC Audit Code of Practice

RECEIVED

Report by the University Secretary (COU2021-062).

NOTED

1. During May 2020, the Committee of University Chairs (CUC) had published a new Higher Education Audit Committees Code of Practice. The key principles and elements which form part of the new Code were set out in the report, which looked to test the extent to which ARAC already aligned with the new Code. Where appropriate, actions to ensure further alignment were proposed.

2. Universities were being encouraged to formally adopt the new Code, and to report this via the Audit Committee's annual report to the governing body, and within the institution's published financial statements.
3. ARAC members had considered and endorsed the new CUC Higher Education Audit Committees Code of Practice, and the action plan proposed by the University Secretary, at their meeting on 16 October 2020.

RESOLVED

4. To formally adopt the CUC Higher Education Audit Committees Code of Practice, and agree the action plan as set out in the University Secretary's report (**ACTION:** University Secretary).

3. AberSU Constitution

RECEIVED

Report received by University Secretary; and AberSU Chief Executive (COU2021-063).

NOTED

1. The Constitution of Aberystwyth University Student's Union (AberSU) had last been reviewed in autumn 2015, with revisions agreed by the University's Council on 02 December 2015. The nature of the revisions agreed in 2015 meant that there has been no need to propose further substantive revisions during the period since.
2. To comply with the Education Act 1994, the University was now required to formally review AberSU's constitution by 02 December 2020. The University Secretary has therefore undertaken this review in consultation with AberSU's Chief Executive.
3. This review had concluded that only minor revisions were needed to AberSU's constitution to reflect the fact that the 'Union Council' was now known as the 'Senedd'.
4. The proposed revisions had been considered and endorsed by GCC members at their meeting on 12 November 2020.

RESOLVED

5. To approve the minor revisions to AberSU's Constitution (**ACTION:** University Secretary).

4. TRAC Governance Oversight Group

RECEIVED

Report by the University Secretary (COU2021-064).

NOTED

1. The Transparent Approach to Costing (TRAC) is the methodology developed with the higher education sector to help them cost their activities. The most recent

guidelines issued to institutions on how to prepare and submit their annual TRAC returns stated that submissions should be signed off by a committee of the governing body.

2. The submission deadlines for TRAC and TRAC(T) in early 2021 did not align with scheduled meetings of RPC – the sub-committee of Council which had previously considered these returns prior to their submission. The University Secretary’s report therefore proposed establishing a new TRAC Governance Oversight Group to consider and approve the University’s submissions in future.
3. Given the efforts made over recent years to rationalise Council’s sub-committees, members queried whether establishing a new sub-group to approve the TRAC returns was the most appropriate solution – particularly given the very operational nature of the TRAC process.

RESOLVED

4. That the institution’s TRAC and TRAC(T) returns continue to be signed off for submission by RPC on behalf of Council, with RPC members considering the draft TRAC returns by correspondence where scheduled RPC meetings do not align with TRAC submission deadlines (**ACTION:** University Secretary).
 5. That the Chair of Council raise with the Chair of HEFCW the increasing number of operational matters which the governing body is now required to formally approve for submission to the funding council (**ACTION:** Chair of Council).
5. Academic Promotions – Revisions to Ordinance

RECEIVED

Report received by University Secretary; and Deputy Director of Human Resources (COU2021-065).

NOTED

1. Ordinance 23 (“Appointment and Promotion to Chairs, Readerships and Senior Lectureships”) was last revised on 29 June 2016. Since the University’s Academic Promotions process had been paused pending the implementation of the Sustainability Implementation Plan, proposals to revise Ordinance 23 had similarly been on hold pending agreement of a revised Academic Promotions scheme.
2. Now that agreement has been reached on a new Academic Promotions scheme, revisions were being proposed to Ordinance 23. These revisions had been considered and endorsed by GCC members at their meeting on 12 November 2020.

RESOLVED

3. To approve the proposed revisions to Ordinance 23 (**ACTION:** University Secretary).

27. ABERYSTWYTH UNIVERSITY PENSION AND ASSURANCE SCHEME

1. AUPAS Employer Covenant

RECEIVED

Report by the Deputy Director of Finance (COU2021-066).

NOTED

1. Under the Pensions Act 2004, the Aberystwyth University Pension and Assurance Scheme (AUPAS) Trustees were required to report to the Pensions Regulator on the strength of the employer covenant following each triennial valuation, and more frequently if circumstances require. The last review of the employer covenant was during October 2019.
2. At the request of the Chair of the AUPAS Trustees, the University was looking to provide assurances to the AUPAS Trustees that the institution continued to be able to underwrite the scheme. The report set out the key considerations from the University's perspective, and confirmed that the institution's role remained one of supporting the AUPAS Trustees, and underwriting any deficit in the scheme.
3. The report had been considered by RPC members on 12 November 2020, where members had recommended that the proposed actions be approved by Council.

RESOLVED

4. That the University, as employer, formally agrees to continue underwriting any deficit in the AUPAS pension scheme to support the assessment of the strength of the employer covenant (**ACTION:** Deputy Director of Finance).
5. To support an independent review of the strength of the employer covenant, should the AUPAS Trustees wish to commission an independent review (**ACTION:** Deputy Director of Finance).

2. AUPAS Investment Strategy

RECEIVED

Report by the Deputy Director of Finance (COU2021-067).

NOTED

1. In order to reduce risk and volatility in the AUPAS investment portfolio so as to protect the University, the scheme's Trustees were proposing a revised AUPAS Investment Strategy. By law, such a change requires the approval of the University as employer.
2. The proposed revisions to the Investments Strategy were set out in the report, and had been considered and endorsed by RPC members at their meeting on 12 November 2020.

RESOLVED

3. To formally approve the changes to the AUPAS Investment Strategy on behalf of the University as employer (**ACTION:** Deputy Director of Finance).

28. RE-DESIGNATION OF ENDOWMENT FUNDS

RECEIVED

Report by the Assistant Director of Finance (COU2021-068).

NOTED

1. Over recent months, the University had been auditing and rationalising the endowment funds to ensure that they reflected the purpose and wishes of the donors, and that any restrictions were noted and fully documented.
2. Of the Group 2 Funds included in this review (defined as those funds which lacked sufficient information, and for which legal opinion had been sought) only the Gogerddan Estate remained unaddressed. As at 31 July 2020, the Gogerddan Estate had a total value of £8.4m.
3. The legal advice received concluded that the University could freely dispose of all or any part of the Gogerddan land purchased in 1950, and the associated fund. This meant that the University Council could re-designate the Gogerddan Estate as 'free' money, for use in accordance with the University's charitable objects.
4. The proposed re-designation of the Gogerddan Estate had been considered and endorsed by RPC members on 12 November 2020.

RESOLVED

5. To approve the re-designation of the Gogerddan Estate as 'free' money to use in accordance with the University's Policy on the use of Redesignated Endowments (**ACTION:** Assistant Director of Finance).

29. ITEMS FOR INFORMATION

RECEIVED

Members received reports on the following for information:

1. Sub-committee annual reports to Council (COU2021-069);
2. Covid-19: Decisions record (COU2021-070);
3. Performance of the Endowment and the University's other Investment Funds (COU2021-071);
4. Summary Corporate Risk Register (COU2021-072);
5. Documents affixed with the Common Seal (COU2021-073); and
6. Summary of complaints received relating to the Welsh language (COU2021-074).

NOTED

7. The contents of the reports presented for information.

30. REPORTS FROM SUB-COMMITTEES

RECEIVED

A composite report comprising the following (COU2021-075):

1. Senate (20 September 2020);
2. Audit, Risk and Assurance Committee (16 October, and 13 November 2020);
3. Nominations Committee (22 October, and 17 November 2020);
4. Governance and Compliance Committee (12 November 2020); and
5. Resources and Performance Committee (12 November 2020).

NOTED

6. The reports received from the sub-committees.

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

1. Special Meeting

1. The University Secretary would write to members shortly to confirm the date of the Special Meeting of Council in January 2021 to consider and approve the Annual Report and Accounts for 2019–20, and the ASSUR (**ACTION:** University Secretary).
2. The Vice-Chancellor would also provide a short verbal update to members during the Special Meeting on arrangements at the start of the second semester (**ACTION:** University Secretary).