

COUNCIL

Minutes of the meeting held at 13:00 on 16 MAY 2024, in Dialogue Centre, Visualisation Building.

Present: Ms Meri Huws, Chair of Council (Chair); Professor Jon Timmis, Vice-Chancellor; Professor Tim Woods, Pro Vice-Chancellor (Learning, Teaching and Student Experience); Ms Kate Eden; Ms Kylie Evans; Professor Simon Green; Mrs Ellen ap Gwynn; Professor Louise Marshall; Ms Rhuanedd Richards; Mr Arwel Thomas; Mr Mark Tweed; Ms Jane Usherwood; Mr Bayanda Vundamina, AberSU President; and Professor Reyer Zwiggelaar.

In attendance: Mr Simon Crick, Director of Finance and Planning; Mrs Jean Jones, Head of the Vice Chancellor's Office; Professor Anwen Jones, Pro Vice-Chancellor (Faculty of Arts and Social Sciences) (for minute 66.2); Dr Gwawr Taylor, University Secretary and Director of Welsh Language; Mr Steve Thomas, Head of Communications and Public Affairs; and Mr Daniel Taylor, Good Governance Improvement.

Apologies for absence had been received from Elain Gwynedd, Welsh Culture Officer and UMCA President.

56. MATTERS RAISED BY THE CHAIR

1. Daniel Taylor, Good Governance Improvement, was welcomed as an observer, which would inform the work of the external Governance Review currently underway.
2. Members requested that the risk register be discussed in a future meeting of Council and included in the items for discussion. [**ACTION:** University Secretary].
3. Senior Independent Member
Rhuanedd Richards was appointed Deputy Chair of Council in the last meeting of Council. Following a discussion with the Chair and University Secretary regarding the role and responsibilities of the Deputy, it was proposed that Rhuanedd Richards would formally undertake the role of the Senior Independent Member. The role is outlined in Ordinance 6: Chair and Deputy Chair of Council.
4. Trade Union meeting
The Chair has met with Trade Union representatives. It was agreed in the meeting that an annual meeting would be scheduled.

57. CONFLICTS OF INTEREST

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

58. MINUTES OF THE PREVIOUS MEETING

RECEIVED

Minutes of the meeting held on 12 March 2024 and 26 April 2024 (COU2324-106).

RESOLVED

That the minutes be confirmed as a correct record.

59. 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 (COU2324-107).

The actions due by May 2024 have been completed and are recorded in the 'closed action' table for completeness. Members were given an update on the outstanding matters.

48.1.4 Appointment of Chancellor

Following discussions regarding a Nominations Committee for the Chancellor recruitment process, a conflict of interest has been noted and is being managed accordingly. To ensure a fair and transparent process, an external member will be invited to join the Nominations Committee. Dates are being confirmed and the committee will be convened as soon as possible.

64.4.4 EDI Information

There remain technical issues with accessing University systems. It is, however, a priority and included as an action in the Race Action Plan.

Updates were provided in the paper on actions with future deadlines.

54.19 Redundancy Committee

Members considered an update on the Voluntary Severance scheme and the proposed schedule for communication.

NOTED

Members noted the updates against the open and closed actions.

60. DECISIONS TAKEN BETWEEN MEETINGS

RECEIVED

Report by the University Secretary (COU2324-108).

NOTED

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

61. CORRESPONDENCE

1. 2023/24 – 2024/25 Fee and Access Plan Variation: Approval

RECEIVED

Correspondence from HEFCW in relation to 2023/24 – 2024/25 Fee and Access Plan Variation (COU2324-109) confirming the fee uplift to £9250 for the 2024-25 academic year.

RESOLVED

The correspondence and its content were noted.

62. VICE-CHANCELLOR'S REPORT

1. Vice-Chancellor's Report

RECEIVED

Report by the Vice-Chancellor (COU2324-110).

NOTED

1. The report consisted of three key parts: a highlight report; a planning and student enrolment report; and a communications report.
2. Staff talks have been held on Penglais and Gogerddan campuses. They were streamed live, and good proportion of the staff listened to the session in person and/or online. The four workstreams were outlined, including the faculty structures, the academic offer, and professional services support structures.
3. The recruitment trends are positive, but the assumptions remain prudent and have not been changed due to the volatility of the international market. The outcome of the Migration Advisory Committee (MAC) outcome has been published with no recommendation to change the graduate route.
4. An update was provided on senior recruitment processes. A new Academic Registrar has been appointed. An Interim Commercial Director will be focusing on the commercial activities of the university, including the Arts Centre, the accommodation offers, and advising on the Old College project. Members discussed the strategic plan for the commercial portfolio, including the impact and the integration into academic and student activities. It was confirmed that the Interim Commercial Director will focus on efficiencies and will provide a cost-benefit analysis on various aspects of the portfolio. Discussions will be held with the University Executive in due course, in accordance with the agreed milestones. The work will feed indirectly into the action plans flowing from the University Strategy. The Interim Commercial Director will also contribute towards the modifications to the business plan of Hen Goleg, which is being reviewed to ensure a profitable and sustainable business model is in place.
5. The Director of Global Marketing and Student Recruitment will report to the Vice Chancellor until the Chief Operating Officer is appointed. Interviews and appointments are progressing for vacancies in Head of Department roles, which will be internal appointments.

6. Investment and transformation were emphasised to ensure positive change against the landscape of the voluntary severance scheme. Members discussed the communication plan and how staff could engage with, and contribute towards, the process.
7. Members discussed external engagement. Officers noted that key stakeholders were informed before sharing information more widely. The response had been positive and sympathetic, with many wishing to support the university.
8. The Old College governance structure was discussed, specifically to ensure that all matters were considered at the appropriate level. An additional layer in the governance was previously included to ensure oversight; internal audits had been undertaken; and specific projects and deep-dive sessions. Members emphasised the need to ensure the project was closely managed and overseen. Officers noted that lessons were being learned with appropriate scrutiny and challenge from various committees. It was agreed that Resources and Performance Committee maintained scrutiny and oversight of the Old College project prior to Council consideration.

RESOLVED

9. Members noted the report.

2. PGCE

RECEIVED

Verbal report by the Vice-Chancellor.

NOTED

1. ITE was established in 2019, with an initial inspection by Estyn in 2023. A subsequent action plan was submitted in response to the Estyn report. The Partnership published improvement plans and acted accordingly.
2. The re-accreditation process was held during spring 2024 and an outcome was communicated to the University on 16 April 2024. The response in November 2023 was positive, but officers reported that a lack of progress since November 2023 was noted as a concern. The Head of Department was given a period of leave to write the re-accreditation documents, and an Interim Head of Department was appointed to lead in their absence. The plan was ambitious and would be challenging to deliver. Some areas of risk and challenges were outlined to Council, and it was noted that lessons would be learnt to ensure that it did not happen with other accreditation, or reaccreditation processes.
3. Members discussed academic oversight and which matters should be escalated within the internal structures of the university to ensure the appropriate level of assurance and scrutiny.

4. There will be an impact on Welsh-medium teaching and those studying the course in Welsh. Positive conversations are being held with other universities, with university officers signposting as much as possible, subject to student choice. The course will close in August 2024. Members discussed re-applications processes and noted that re-applying for the provision was possible in future. However, staff would be leaving the provision, and the course could not be taught in September, therefore it would require investment in another team. Re-applying would therefore be a strategic decision. There are cost implications to providing the course, but the University may wish to apply and teach the course because of other, civic priorities.
5. Members reflected on the reputational impact, and the impact on the teaching supply chain. Members discussed their role in the oversight of the work, alongside Welsh-medium teaching and reflected on the lessons learned. Academic governance was discussed, and the relationship between Senate and Council on academic matters.
6. The Risk Register should be discussed in the next meeting of Council, specifically looking at whether academic governance and its link with Council was appropriate and fit for purpose. It was noted that a governance review was underway and academic governance was a key area of focus for the review. Members welcomed the opportunity to review how the sub-committees can operate most effectively.

RESOLVED

7. The report was noted.

63. REPORT BY ABERYSTWYTH UNIVERSITY STUDENTS' UNION

1. Report by Aberystwyth University Student's Union

RECEIVED

Report by Bayanda Vundamina, SU President (COU2324-111)

NOTED

1. Bayanda Vundamina and Elain Gwynedd were congratulated on their re-election as sabbatical officers.
2. The SU officers discussed their recent AGM, which had the highest levels of engagement across Wales. New policies were considered approved, varying from volunteer representatives in the Union Senedd, to free laundry services for full-time residences, and amendments to by-laws in relation to eligibility to stand for elections.
3. Key activities were highlighted, such as discussions regarding reducing the number of faculty officers from six to three; and working with Commercial Services on the viability of opening a Starbucks on campus.
4. Global week was hosted recently, with over 100 international students engaging with activities. The Food Hall served a variety of food based on the countries

represented at the University.

UMCA

5. £3000 was raised for DPJ and Wish Foundation during RAG week.
6. UMCA 50 arrangements have been finalised for June 15. Alumni will be hosted over the weekend and will be offered hosted tours around Pantycelyn halls of residence; events to discuss and understand the history of UMCA; and bands will be invited to perform on Saturday evening to entertain the guests.
7. Increased engagement has been seen with Welsh Learners, particularly international students who are learning Welsh.
8. Officers are working with the Coleg Cymraeg Cenedlaethol to increase Welsh provision and opportunities for students to use Welsh on their courses.
9. Bayanda Vundamina and Elain Gwynedd were thanked for their contributions to Council over the last year.

RESOLVED

10. Members noted the report.
2. Students' Union Articles of Association

RECEIVED

Report by Trish McGrath, Students' Union CEO and Bayanda Vundamina, SU President (COU2324-112)

NOTED

1. The changes proposed were approved by a quorate Students' Union AGM on 20 February 2023 and 4 March 2024 and ratified by the Students' Union Board of Trustees on 20 April 2023 and 25 April 2024 respectively.
2. The changes include amending the language to ensure it is gender neutral; remove references to the Executive Committee, which has not been in place for several years; changing the name of Aberystwyth University Students' Union / The Students' Union to Undeb Aberystwyth; and changing the numbering and formatting for ease of reading and consistency.

RESOLVED

3. The SU Constitution was approved, subject to correcting the name on page 3 of the document.

64. FINANCIAL MATTERS

1. Management Accounts update – Month/Quarter end

RECEIVED

Report by Mr Simon Crick, Director of Finance and Planning, Mrs Rhian Linehan, Finance Business Partner, and Mr Stephen Harrison, Finance Business Partner (COU2324-113).

NOTED

1. The variances and costs noted previously are still relevant and the forecast year-end position remains at £5.8m deficit.
2. Savings of £7.3m have been identified to-date, and the focus needs to be maintained to ensure these are delivered. Energy budget costs have reduced to £300,000, where additional actions undertaken to mitigate costs have yielded results. There remains an urgent requirement to locate three water leaks across the University campus.
3. Cash balances remain under pressure and work to improve the underlying cash position is ongoing and remains an urgent priority, which is closely scrutinised by Resources and Performance Committee.
4. Members discussed the farm and the risks highlighted at various committee and Council meetings. The Pro-Vice Chancellor Research and Innovation is undertaking a review of the farm and, although the matters are operational, a presentation will be given to Council on the risks and mitigations in a future meeting. [**ACTION:** Pro Vice-Chancellor Research and Innovation and University Secretary].

RESOLVED

5. Members noted the report.

2. 2024/25 Budget and Planning Round - update

RECEIVED

Report by Mr Simon Crick, Director of Finance and Planning (COU2324-114).

NOTED

1. The financial context for the 2024-25 planning and budget round is challenging, with institutions across the sector reporting deficit positions for 2022-23. The structural challenges for Higher Education institutions were outlined to Council and noted.
2. Cash balances are under pressure due to many years of successive deficit trading and is being managed carefully by the Finance team.
3. Modelling work undertaken by the Finance team shows the future position, based upon the current student intake forecast. Domestic recruitment reports and forecasts are positive, but international student recruitment is challenging and may drive market behaviours during Clearing.
4. Within the agreed Assurance and Sustainability return the University has forecast a £3m deficit for 24/25 largely driven by covenant requirements for the new RCF. Reaching this deficit budget requires savings and/or income increases of £9.5m to

reach the target deficit budget of £3m. With flat income this requires the University to identify and deliver, as a minimum, savings of £9.5m in 24/25 and £18.3m by 25/26.

5. Members discussed the projected deficit as a percentage of income, and the level of surplus needed to deliver the University strategy. Officers outlined plans to diversify income streams, and the need to work differently to enable efficiencies and deliver the quantum of savings. Trading areas such as the Arts Centre, Commercial Services, Residences and Farms are all under review to identify efficiencies.
6. Members received an update on the transformation programme and the executive leads for each workstream. Where appropriate, the major projects would be reported to Council via the committees to ensure suitable oversight and scrutiny.
7. As part of the savings delivery, there will be costs of change relating to contractual obligations, before realising savings. The detail and quantum of these costs is currently unknown.
8. Values-driven decisions were considered, and the need to protect the student experience, whilst ensuring the urgency of the matter was communicated appropriately in the narrative.
9. Council members reflected on their expectations, recognising that workloads would be challenging, particularly whilst the transformation programme was implemented and embedded. Members noted the need to scrutinise and consider what issues may be a result of change, and what may be a result of structural issues. This should be continuously monitored by members and discussed in future meetings, as required.

RESOLVED

10. The recommendations were approved.

3. Performance of the Endowment and other Investment Funds

RECEIVED

Report by Mathew Clarke, Tax and Investments Manager (COU2324-115).

NOTED

1. During the May 2023 meeting, the current portfolio did not generate the 2% income required by the University to help fund scholarships/bursaries, thus leaving a shortfall in the budget.
2. Due to the on-going strategy and policy discussions, no trades have been actioned in line with the new strategy and the income generated is unlikely to hit the budget for 23/24. To meet the income required by the University from the investments, it was recommended that the University retains the cash receipt for one legacy fund to avoid trading costs.

3. The University has divested £9m of the agreed £10m for the Old College project. The final £1m is due to be utilised in August or September 2024.

RESOLVED

4. The recommendation was approved.
4. Review of Investments Policy

RECEIVED

Report by Mathew Clarke, Tax and Investments Manager (COU2324-116)

NOTED

1. The amended policy, and the discussions in Investment Committee have emphasised Environmental, Social and Governance (ESG) considerations. Officers are working with Investment Managers and funds aligned with the policy to ensure the holdings are as compliant as possible.

RESOLVED

2. The Investment Policy was approved, subject to clarifying the annual income target on page 4, via the Chair of Council.

65. GOVERNANCE MATTERS

Ellen ap Gwynn and Jane Usherwood left the meeting for this item.

1. Membership of Council

RECEIVED

Verbal report by Dr Gwawr Taylor, University Secretary and Director of Welsh Language.

NOTED

1. Goodson Thomas were appointed to undertake a search process on behalf of Council. The Nominations Committee interviewed over a period of two days, with one interview outstanding. The Nominations Committee will convene to consider the candidates and formally make a recommendation to Council.
2. Members with finance, audit, investment skills and qualifications were identified as a priority, and Goodson Thomas were asked to ensure a diverse pool of applicants, specifically applicants from minority ethnic groups.
3. An anonymised equality report was shared with the Committee, demonstrating that applications met the criteria for the areas of priority and applicants were diverse in terms of race, ethnicity, sexual orientation, and age.

RESOLVED

4. Members noted the update and the anticipated timetable.

Ellen ap Gwynn and Jane Usherwood returned to the meeting.

2. Annual meetings with Council members: Feedback and actions

RECEIVED

Report by Ms Meri Huws, Chair of Council (COU2324-117).

NOTED

1. During January and February 2024, the Chair of Council held meetings with all members of Council to reflect upon the last year and to look ahead to the role of University Council in the next period.
2. The matters would be noted by Good Governance Improvement, who are undertaking the Governance Review process, and considered by committees in future, as appropriate.

RESOLVED

3. Members noted the report and the collective findings.

3. Dysgu Cymraeg: Transfer provision from Carmarthen County Council to Aberystwyth University

RECEIVED

Report by Anika Lloyd, Interim Head of Learn Welsh and Dr Gwawr Taylor, University Secretary and Director of Welsh Language (COU2324-122).

The Chair noted a potential conflict of interest as Chair of the Strategic forum for Carmarthenshire. Rhuanedd Richards, as Deputy Chair of Council, chaired the item.

NOTED

1. Members noted the request by the National Centre for Learning Welsh to deliver the provision in Carmarthenshire, and the external funding that was available to deliver the provision.
2. Discussions are in their final stages, and the date of transfer should be discussed and agreed with the Chair of Council.

RESOLVED

3. The recommendation was approved in principle, including the use of the University Seal; to be signed at an appropriate time, as recommended by the University Secretary and Director of Welsh Language.

66. ESTATES, FACILITIES AND RESIDENCES

1. Modification of Restrictive Covenant

RECEIVED

Report by Ms Andrea James, Director of Estates, Facilities and Residences (COU2324-118).

NOTED

1. The University was approached by a local property developer regarding the removal of a restrictive covenant affecting Brynderw, Y Buarth, formerly known as Brynderw Halls of Residence.
2. The proposed development is unlikely to significantly impact the amenities enjoyed by the School of Art, mitigating concerns over loss of amenity.

RESOLVED

3. The modification of the restrictive covenant was approved.
2. Old College

RECEIVED

Report by Professor Anwen Jones, Pro Vice-Chancellor (Faculty of Arts and Social Sciences); and Jim O'Rourke, Project Manager (COU2324-119).

NOTED

1. Progress continues on site. The work on the car park is complete and is awaiting electricity connection and final planting and seeding. The next project will be the removal of scaffold from the rear of the villas and to the northern elevation of Old College to begin work on the new atrium excavation and piling to construct the atrium foundations over the summer months.
2. The main contractor works were behind profile due to the delays in engaging sub-contractors. Discussions in relation to Youth Charity Area 43 area have been resolved, with an uplift of funding to enable progress.
3. Elfen is progressing work on the new visual brand and naming opportunities for spaces within the building. Workshops will be undertaken to engage with stakeholders and the outcomes will be considered by the University Executive.
4. The WEFO payment has not yet been received and cost pressures remain. Design for the Cambria bedrooms have been put on hold until there is further certainty on the costs of completing the Old College. However, completing the Cambria bedrooms will be fundamental to a successful and profitable hotel operation.
5. Discussions are ongoing with HMRC in relation to a new VAT agreement and officers are awaiting paperwork to finalise established agreements.
6. A paper will be presented to the University Executive on philanthropic giving and the communication plan for future messages.

RESOLVED

7. Members noted the report and the updated position.

67. ITEMS FOR INFORMATION

RECEIVED

Members received reports on the following:

1. Summary Corporate Risk Register (COU2324-120).

RESOLVED

2. The contents of the reports were presented for information. The risk register should be discussed in the next meeting of Council [**ACTION:** University Secretary and Director of Welsh Language].

68. REPORTS FROM SUB-COMMITTEES

RECEIVED

A composite report comprising the minutes of the Council sub-committees (COU2324-121)

NOTED

The reports received from the sub-committees.

1. An additional meeting of Audit Risk and Assurance Committee was held to ensure the committee members were comfortable that the risk register addressed the current context of the university, particularly ensuring a correlation between the risk framework and the internal audit plan.
2. Resources and Performance Committee asked for an update against the Estate Strategy because of movement on maintenance cost. An update on the Estates strategy will be provided in the next meeting of RPC and Council.
3. Governance and Culture Committee members discussed how they could support and scrutinise elements of transformation, ensuring appropriate boundaries between governance and management.

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

The next meeting of Council will be held on Monday, 8 July 2024.

Good Governance Improvement will be conducting meetings with Council members over the coming weeks.

The meeting finished at 12:57.