

COUNCIL

Minutes of the meeting held at 1430 on 19 JANUARY 2024, on Microsoft Teams.

Present: Ms Meri Huws Chair of Council; Professor Jon Timmis, Vice-Chancellor; Professor Tim Woods, Pro Vice-Chancellor; Ms Kylie Evans; Mrs Ellen ap Gwynn; Ms Kate Eden; Professor Simon Green; Ms Louise Marshall; Mr Arwel Thomas; Mr Mark Tweed (until item 5.2); Ms Jane Usherwood Ms Claire Vaughan; Mr Bayanda Vundamina, AberSU President and Professor Reyer Zwiggelaar.

In attendance: Mr Simon Crick, Director of Finance and Planning; Mrs Jean Jones, Head of Vice-Chancellor's Office; Dr Gwawr Taylor, University Secretary and Mr Steve Thomas, Head of Communications and Public Affairs.

Apologies were received from Ms Rhuanedd Richards and Elain Gwynedd.

34. MATTERS TO BE RAISED BY THE CHAIR

The Chair thanked members for attending the special meeting of Council to consider the 2022-23 annual report and accounts, and associated papers, including the Revolving Credit Facility, and the annual returns to HEFCW.

35. CONFLICTS OF INTEREST

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

36. DECISIONS TAKEN BETWEEN MEETINGS

Nominations Committee met on 18 January to consider the membership of Council. It was recommended to Council via email that Jane Usherwood and Ellen ap Gwynn were appointed to Council until 31.7.24, subject to HEFCW approval. Members noted their support of the proposal, and the matter was approved via executive action from the Chair. This will also be recorded in the next general meeting of Council in March [ACTION: University Secretary].

37. REVOLVING CREDIT FACILITY

RECEIVED

Verbal update by Mr Simon Crick, Director of Finance and Planning.

NOTED

1. The University has reached an agreement with the bank, and the documents have been signed under Seal. The arrangement fee will be paid imminently, and the University will be able to draw down from the facility.
2. Further to discussions with HEFCW, an advance will be paid to the University to mitigate against potential uncertainties with the timings of receipts, debts and assumptions.

3. Members noted the outstanding debt with WEFO, which totals over £4m. The University has discussed the matter with HEFCW.
4. The Chair of Resources and Performance Committee noted that the RCF had been scrutinised by the committee, who were content to recommend to Council for approval.
5. Officers and teams were thanked for their work and open communication throughout the process.

RESOLVED

6. The decision was ratified, and the wording was agreed.

38. EXTERNAL AUDIT

1. Annual Report and Accounts for year ended 31 July 2023

RECEIVED

Report from Steve Thomas, Head of Communications and Affairs and Mr Simon Crick, Director of Finance and Planning (ARC2324-031)

NOTED

1. The content has been amended and debated to ensure a balanced assessment of the year, particularly following recent challenges. Some elements remain positive to reflect successes and the developments seen during the tenure of the outgoing Chair of Council and Vice Chancellor.
2. The KPIs address the issues and strengths. No details relating to the Public Interest Disclosure have been included, but the impact on the institution and the control environment is articulated.
3. On balance, KPMG are comfortable that the University has included as much information as possible, in light of the ongoing investigation, and the sensitivity of the associated legal and HR matters.
4. HEFCW has been appraised of the situation and officers will understand the wider context of the report.
5. KPMG are duty-bound to outline the scope of their work, but it was agreed that, where there are legal risks, the concern should be outlined to KPMG and the wording should be agreed based on the collective understanding of the situation. The final wording should be discussed with the Chair or referred back to Council, as required.
6. Members discussed the wording of the USS pension provision. It was confirmed that different figures could be used, and different valuers used different assumptions. This was not deemed a criticism.
7. Any potential reputation risk should be considered, and a response should be planned accordingly. The financial situation should be reviewed, and the implications should be considered in detail in the Council's strategic away-day in March.

8. The Chair thanked the Chair of Audit for his work and for the committee's scrutiny.

RESOLVED

6. Council approved the report in principle. Further discussions should be undertaken with KPMG regarding the final wording, noting that KPMG had ultimate authority to decide what was included. The risks should, however, be highlighted.
7. Members agreed to delegate authority to the Chair of Council to approve minor amendments and to confirm the final wording. If there were significant risks or amendments, Council should be reconvened.

Mark Tweed left the meeting.

2. ASSUR (Annual Sustainability Assurance Return)

RECEIVED

Report from Simon Crick, Director of Finance and Planning (ARC2324-032).

NOTED

1. The report provides assurance in relation to financial sustainability of the university, demonstrating that it has sufficient cash to trade in the medium term.
2. Challenges are seen across the sector. The projected figures are realistic, but the challenge will be to deliver financial improvements over the next 2-3 years.
3. Members questioned whether the current forecast was on-target to deliver a £4.3m deficit position. It was confirmed that savings had been identified and good progress was being made, which was in line with the projected savings target. Some additional cost pressures were noted, specifically the energy budget. The forecast remains on target, but there are risks and additional pressures to ensure the budget is delivered.
4. The January intake of students was looking positive. The need for realistic planning assumptions was emphasised, particularly in the context of a challenging international student market. No additional income was forecasted for the January intake, therefore any students who registered would strengthen the budget position. The numbers are not as positive as last year, but they are better than anticipated.

RESOLVED

5. The Annual Sustainability Assurance Return was approved.

39. GOVERNANCE MATTERS

1. ARAC'S Annual Report to Council

RECEIVED

Report by Dr Gwawr Taylor, University Secretary (ARC2324-033).

NOTED

1. The Annual report from the Audit, Risk and Assurance Committee is a requirement of the Financial Management Code and is shared annually with HEFCW.
2. A draft had been shared with Council in November, and an outline of the updates was presented.

RESOLVED

3. Members approved ARAC's Annual Report to Council.

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

The next meeting will be held on Tuesday, 12 March 2024.

The meeting concluded at 15:40.