

## COUNCIL

**Minutes of the meeting held at 13:00 on 27 NOVEMBER 2023, in MedRus 3, Penbryn.**

Present: Dr Emyr Roberts, Chair of Council (Chair); Professor Elizabeth Treasure, Vice-Chancellor; Professor Tim Woods, Pro Vice-Chancellor (Learning, Teaching and Student Experience); Ms Kate Eden (from minute 22); Ms Kylie Evans; Professor Simon Green; Miss Elain Gwynedd, UMCA President; Mrs Ellen ap Gwynn; Dr Louise Marshall; Mr Bayanda Vundamina, AberSU President; Mr Arwel Thomas; Mr Mark Tweed; Ms Jane Usherwood; and Professor Reyer Zwiiggelaar.

In attendance: Mr Simon Crick, Director of Finance and Planning; Mr Dewi Day, Environmental and Sustainability Advisor (for minute 28.4); Ms Andrea James, Director of Estates, Facilities and Residences (for minute 29 and 30); Mrs Jean Jones, Head of the Vice Chancellor's Office; Mrs Rhian Linehan, Finance Business Partner (for minute 25); Mathew Clark, Tax and Investments Manager (for minute 25); Dr Rhodri Llwyd Morgan, Director of Welsh Language and External Engagement, (for minute 29); Mr Nick Rogers, Director of Human Resources and Operational Development (for minute 29 and 30); Dr Gwawr Taylor, University Secretary; and Mr Steve Thomas, Head of Communications and Public Affairs.

Apologies for absence had been received from Ms Meri Huws, Deputy Chair of Council and Ms Rhuanedd Richards.

### 16. MATTERS RAISED BY THE CHAIR

#### 1. Welcome

Mr Simon Crick, Director of Finance and Planning was welcomed to his first meeting of Council.

Claire Vaughan was welcomed back to Council.

#### Council appraisals

Further to discussions with the incoming Chair of Council, meetings will be scheduled in January 2024.

### 17. CONFLICTS OF INTEREST

The Chair noted a conflict in relation to item 14 Old College, due to their role on the Wales Committee of the National Lottery Heritage Fund.

### 18. MINUTES OF THE PREVIOUS MEETING

RECEIVED

Minutes of the meeting held on 06 October 2023 (COU2324-021).

RESOLVED

That the minutes be confirmed as a correct record.

## **19. 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 (COU2324-022).

NOTED

1. The updates provided in the decisions log.

## **20. DECISIONS TAKEN BETWEEN MEETINGS**

RECEIVED

Report by the University Secretary (COU2324-023).

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 via correspondence were:
  - 2.1. Deed of release for a mortgage  
There was a Land Charge on a property that was being sold, which was not owned by the University. However, an employee of the University used to live at the property, and at one time, the University financed a mortgage on the house. The Land Charge is an obligation on the owner of the property to pay back that Mortgage. The University does not own the property, and neither the University nor its previous solicitors can find any record of the Land Charge. A request was received from the solicitors of the new buyers to remove the Charge from the Title.

## **21. CORRESPONDENCE**

1. Letter from David Blaney – Consent to increase financial commitments threshold.

RECEIVED

Letter from David Blaney, Chief Executive, HEFCW (COU2324-024).

NOTED

1. The proposal had been previously approved by Council, and the letter was tabled for completeness.

**RESOLVED**

3. Members noted the correspondence.

## **22. VICE-CHANCELLOR'S REPORT**

RECEIVED

Report by the Vice-Chancellor (COU2324-025).

NOTED

1. The report consisted of four key parts: a highlight report; Senate report; a planning and student enrolment report; and a communications report.
2. The primary areas of concern were finance and recruitment, which is currently the primary focus for the University Executive.
3. The notable work on parasitology by Professor Karl Hoffman and the significant achievement of the Queen's Anniversary Prize was noted. Members congratulated the team.
4. Two recent open day had been held, with good attendance levels.
5. Resources and Performance Committee approved two outline business cases for the Mid-Wales Growth Deal. This was not the final stage, and the University has the opportunity to withdraw.
6. The Vice-Chancellor thanked Council for their support during her tenure. She also extended her thanks to the Communications team who had worked hard to develop local and national engagement with the University.

**RESOLVED**

7. Members noted the report.

## **23. STUDENTS' UNION MATTERS**

1. Report by Aberystwyth University Students' Union

RECEIVED

Report by Bayanda Vundamina, SU President (COU2324-026)

NOTED

1. Examples of the priorities for the year include anti-racism campaigns; mental health and wellbeing; UMCA 50<sup>th</sup> celebrations; and supporting students in various contexts.
2. The first meeting of the Senedd was held, where new policies were approved, including establishing a Trans Officer role; strengthening the SU support for strikes; lobbying the University to replace the statue of Edward VIII; and consider the stigma and challenges for students involved in sex work.
3. Black history month saw over 140 students engage with a range of events and campaigns.

4. UMCA saw an increase in the numbers engaging with welcome events; an increase in registrants for the Coleg Cymraeg Cenedlaethol's Welsh Language Certificate; and over 500 students across Wales attended the Inter-collegiate annual Dance at Aberystwyth.
5. The SU passed a policy to address the stigma and challenges for students involved in sex work. It had not been identified as an issue at Aberystwyth, but officers were conscious it was a matter under discussion across the sector and wished to take a positive stance.
6. 142 students had been supported by the advice service with over 5400 interactions with online information and guidance. Members discussed the hardship fund and University officer noted that it would be reviewed in Easter 2024, but that it had not identified a substantial increase in spend compared to previous years.

2. Code of Practice

RECEIVED

Report by (COU2324-027)

NOTED

1. The proposed amendments were primarily in relation to membership of the Students' Union, and they had been considered the Students' Union Board of Directors.

**RESOLVED**

2. The Code of Practice amendments were approved.

3. Student Charter

RECEIVED

Report by (COU2324-028)

NOTED

1. The Student Charter was reviewed and revised in August 2022, in response to additional guidance from HEFCW. The provisions of the Charter were recently reviewed in consultation with the Students' Union and no updates were required for the 2023-24 academic year.

**RESOLVED**

2. Members noted the latest review of the Student Charter.

**24. KEY PERFORMANCE INDICATORS**

RECEIVED

Report from Sion Anthony Jones, Business Intelligence Analyst, Planning (COU2324-029).

## NOTED

1. Members discussed the number of students studying in Welsh, specifically in response to a query regarding reducing a number of schemes with Welsh-medium modules. It was clarified that the schemes in question had not recruited any students, and the Welsh-medium modules were still taught and were available on other existing schemes. Welsh provision will be kept under review.

## RESOLVED

2. Members noted the update on the KPIs.

## 25. FINANCIAL MATTERS

1. Proposals for addressing 2023-24 forecast budget

### RECEIVED

Report by Mr Nicholas Rogers, Director of Human Resources and Organisational Development and Mr Simon Crick, Director of Finance and Planning (COU2324-030).

### NOTED

1. The team were thanked for their significant efforts.
2. Reaching a deficit of £4.3 million will be challenging and further work is required to achieve the target. This will include ensuring savings of at least £6.7 million due to the increase in costs and a challenging student recruitment environment.
3. The budget is prudent, and no assumptions have been made for a January intake of students due to the challenging picture across the sector.
4. Further to confirmation of the final student intake, an additional £1 million of savings is required, due to the shortfall in income from registered students and the subsequent impact on student accommodation. The proposal remains at a deficit of £4.3 million however, but the risk is increased.
5. Student recruitment is the most significant driver for the deficit, although the student-number planning process requires consideration. There are issues relating to the farms and utilities, which are being addressed.
6. A number of organisations are facing similar financial challenges and the negative narrative in relation to low-value degrees.
7. Further to the discussion in the Council strategy day in October, officers remained confident that the proposed savings will not impact the strategy. A review of the farms will ensure savings in the outyears, although there remain challenges in-year.
8. The team were congratulated for a significant amount of work undertaken over the past few weeks, in particular.
9. Members from Resources and Performance Committee noted their concern about the challenge that identifying an additional £1million would pose. The

Chair noted the conversation in relation to striking the correct balance between the various risks relating to research and student experience.

10. Changes to USS pension and the employer contribution reductions should generate savings of approximately £240,000. It is a moving position and a further update will be provided in spring 2024.
11. Members discussed the impact on staff and morale. A large proportion of the University costs are related to staffing. The vacancy factor is included in the savings budget, but it not recurrent therefore conversations are ongoing with the heads of departments. A written communication will be sent to all staff, subject to Council approval. An all-staff meeting has been arranged to communicate the decision taken by Council.
12. The scale of the savings would be too great to reach a surplus budget. The base income and forecast budget for next financial year will be adjusted based on amended recruitment assumptions. Members questioned the impact on the 5-year financial planning assumptions, and the prospect of returning to sustainable surplus budgets, as well as the cashflow position. The current environment is creating uncertainty, particularly in relation to student recruitment and realistic planning work will need to be undertaken to ensure strong and robust financial plans for the next few years. This will require the university to reduce cost and increase income.
13. Modelling should be undertaken for the next financial year, looking at various models including +/-5%. It is early in the recruitment cycle for next year, and there remains a concern about international student recruitment. The university needs to grow income and be mindful of the academic business. If the savings become unachievable, this should be shared with Council.

#### **RESOLVED**

14. The proposed £4.3m deficit budget was approved.
15. An additional strategy day should be held in March 2024 to discuss the position, with a clear view on the next steps and strategy for subsequent years.

2. Annual Report and Accounts for year ended 31 July 2023 (including the Management Accounts to Financial Statements reconciliation)

#### RECEIVED

Report by Rhian Linehan and Stephen Harrison, Finance Business Partners (COU2324-031).

#### NOTED

1. The latest draft, subject to further minor amendments was presented. All the information had been provided to KPMG by the university within the agreed timescale. Additional work was required, and KPMG have not, to date, completed their review of the accounts. Regular conversations are being held between university staff and KPMG.

2. Once the Revolving Credit Facility is agreed, going concern will not be an issue for the auditors. The two RCF facilities will be combined into one facility. The bank has indicated that they are supportive of the application, and provides assurance to KPMG in relation to going concern.
3. Members noted the cashflow position and the outstanding debts from WEFO in relation to the Old College project.
4. Officers and Council will need to reflect on the controls and processes that led to the deficit budget. Some controls have been improved, including reporting actual figures as opposed to forecasted position.

**RESOLVED**

5. A further meeting of ARAC and Council should be held to consider and approve the final accounts [ACTION: University Secretary].

3. Management Accounts

RECEIVED

Report by Rhian Linehan, Finance Business Partner and Stephen Harrison, Finance Business Partner (COU2324-032).

NOTED

1. The report is based on the previous agreed budget and outlines how the deficit has arisen and the challenges faced. The position has been superseded by Council's decision, noted in minute 25.1.
2. Members discussed key areas which had overspent on their budget, and queried the processes to ensure budgets were set at appropriate levels. The Vice Chancellor would discuss with the relevant heads of departments and HR where there were specific challenges with staff recruitment and external spend.
3. It was confirmed that the cashflow table had been published before the RCF had been agreed. The position has now improved.

**RESOLVED**

4. Members noted the report.

4. Internal Auditors' Annual Report and Opinion

RECEIVED

Report by TIAA (COU2324-033)

NOTED

1. The reports from TIAA were clear and their recommendations have been reasonable and constructive.

**RESOLVED**

2. Members approved the draft Internal Audit annual report and noted the annual assurance rating.

5. Modern Slavery and Human Trafficking Statement 2023

RECEIVED

Report by Lee Pereira, Procurement Manager (COU2324-034)

NOTED

1. The University must comply with the Modern Slavery Act (2015) and the Welsh Government Code of Conduct Ethical Employment in Supply Chains. The commitments are addressed in the paper.
2. Actions included continuing to develop the contracts register, undertaking the requisite modern slavery compliance checks, and focusing on the university's UK supplier base. Work has also been undertaken with the sector to understand the supply chains. There has been a significant uptake within the university's supplier base of NETPositive Futures registration during 2022-23.

**RESOLVED**

3. Members approved the statement, subject to the inclusion of guidelines and support for those looking for support in this field.

6. Performance of the Endowment and other Investment funds.

RECEIVED

Report by Mathew Clarke, Tax and Investments Manager (COU2324-035)

NOTED

1. Between 31 July 2022 and 31 July 2023, the Investment funds portfolio increased by £3.9 million, primarily due to two new endowments, a gain on revaluation of investment properties, and investment income surpassing the expenditure incurred.
2. The Endowment and other Investment funds portfolio saw an overall decline of £0.3million, due to an Old College divestment and a decrease in the market value of the investment portfolio. The Old College divestment was in line with the Council-approved budgeted cashflow forecast, but was highlighted to Council due to the large figures.
3. A different investment strategy is being proposed by Quantum Advisory, the University's investment advisors from 1 February 2023. This will be considered by Investments Committee in due course.

**RESOLVED**

4. Members noted the movements in endowments and other investment funds.

7. TRAC Oversight process

RECEIVED



Report by David Haywood, Research Finance Business Partner (COU2324-036)

1. The University is required to complete the TRAC (Transparent Approach to Costing) report annually for submission to the Office for Students, Funding Councils, and HEFCW. The TRAC process is a delegated activity overseen by the TRAC Oversight Group.
2. Matters raised in the internal audit are being addressed. Reasonable checks will be undertaken against previous University returns and most recent sector data.

**RESOLVED**

4. Members noted the process followed in completing the TRAC return and that it had complied with TRAC Guidance.

**26. GOVERNANCE MATTERS**

1. ARAC's Annual Report to Council

RECEIVED

Report by Dr Gwawr Taylor, University Secretary and Helen Davies, Governance Officer (COU2324-037).

NOTED

1. It was noted that the report was a draft, for information, until the auditors had completed their work. Members were content that the report reflected the work of the committee and the draft comments from the auditors.

**RESOLVED**

2. The report was noted, and it was agreed that a final draft would be presented to Council with the final version of the annual report, and associated end-of-year documents.

2. Annual Report of the Remuneration Committee

RECEIVED

Report by Dr Gwawr Taylor, University Secretary and Mr Nicholas Rogers, Director of Human Resources and Organisational Development (COU2324-038).

NOTED

1. Members noted the Remuneration Committee's work and decisions; the minutes of the previous meeting of Remuneration Committee; the Annual Statement on Senior Remuneration for the 2022-23 financial year; and its Terms of Reference.

**RESOLVED**

2. The report was approved.
3. Sub-committee annual reports to Council.

RECEIVED

Report by Dr Gwawr Taylor, University Secretary and Helen Davies, Governance Officer (COU2324-039).

NOTED

1. The annual reports include an outline of the work of the previous year, making specific reference to those matters considered and approved in line with the committee's delegated authority from the Council, as well as outlining the sub-committee's proposed work over future months.
2. One correction was noted, namely that Kate Eden had attended 2 meetings, not 3 as listed.

**RESOLVED**

2. Members noted the report.
4. Governance Effectiveness Review Action Plan

RECEIVED

Report by Dr Gwawr Taylor, University Secretary and Ankita Trivedi, Human Resources Officer (COU2324-040)

NOTED

1. Two action plans have historically been shared with Council, via Governance and Compliance Committee, namely the Camm Review action plan and the recommendations of the Governance Effectiveness Review. As agreed in May 2023, the recommendations and subsequent actions were incorporated into one action plan and the actions were updated accordingly.
2. The University Secretary should consider how the continuous actions are reflected in the action plan, compared to the 'completed' actions [ACTION: University Secretary].

**RESOLVED**

3. Members agreed the amended action plan.
5. Annual Assurance Return to HEFCW and Fee and Access Plan

RECEIVED

Report by Dr Gwawr Taylor, University Secretary and (COU2324-041)

NOTED

1. The template, and associated annexes, provided by HEFCW this year are similar to last year. The information required for Appendix C: Council membership has been partly derived from the declarations made by members as part of the governing body's skills matrix. An overview paper provided assurance that the Fee and Access Plan statements could be agreed.

**RESOLVED**

2. The return and the associated appendices were approved.
6. Appointment to AberInnovation subsidiary board

RECEIVED

Verbal report by Dr Gwawr Taylor, University Secretary

NOTED

1. Professor Colin McInnes retired from his role as Pro-Vice Chancellor Research, Knowledge and Innovation in August 2023. He was succeeded by Professor Angela Hatton. It was proposed that Professor Hatton replaced Professor McInnes as a Director of AberInnovation Ltd.

**RESOLVED**

2. The recommendation was approved.
7. Nominations for Honorary Awards

RECEIVED

Report by Dr Gwawr Taylor, University Secretary and Helen Davies, Governance Officer (COU2324-042).

NOTED

1. Following a widely publicised nominations process, the Honorary Awards Group had agreed the proposed shortlist for honorary awards.

**RESOLVED**

2. Council approved the proposed shortlist for honorary awards.
8. Governance and Compliance Committee: Review Governance and Culture Committee

RECEIVED

Report by Dr Gwawr Taylor, University Secretary (COU2324-043)

NOTED

1. Further to a workshop held by the Governance and Compliance Committee, a recommendation arose in relation to changing the name of the committee to 'Governance and Culture'
2. Changing the name of the committee would also partly address recommendations 15 and 17 in the Camm Review, and was a demonstrable change to ensure culture was discussed and considered by Council, and its committees.

**RESOLVED**

3. Council approved changing the name of the committee to 'Governance and Culture Committee'.

## **27. ACADEMIC QUALITY OVERSIGHT**

1. Quality Assurance Statement (including SU Annual Submission and Degree Outcome Statement)

RECEIVED

Report by Kim Bradick, Deputy Registrar (COU2324-044)

NOTED

1. Members noted the high number of academic appeals and the establishment of a new Student Casework Steering Group to consider discipline, complaints, appeals, and final reviews to provide better oversight of the increasingly complex and high-risk procedures. It was noted that this area was becoming increasingly challenging across the sector.
2. Members discussed reporting against ethnicity in relation to degree outcomes. It was noted that it was widely debated across the sector and, due to relatively small number, it was difficult to get tangible information. However, this should be included in the report [ACTION: Deputy Registrar].

**RESOLVED**

3. The report was approved and the statements regarding Quality Assurance were approved.

2. Academic Governance

RECEIVED

Verbal report by Professor Tim Woods, Pro Vice-Chancellor (Learning, Teaching and Student Experience)

NOTED

1. Members discussed the option of establishing a separate committee of Council to scrutinise Quality Assurance. An annual briefing is currently shared with Council, and external reviews are held by QAA and HEFCW.
2. Nothing was causing members any concern in relation to the matter, but it was noted that Council felt it had limited oversight and involvement in quality assurance.

**RESOLVED**

3. Quality Assurance oversight should be considered as part of an external review of governance [ACTION: University Secretary].
4. The Interim Academic Registrar should be invited to brief Council at an appropriate session [ACTION: University Secretary].

## 28. ANNUAL REPORTS/STATEMENTS

### 1. Annual Pay Statement

RECEIVED

Report by Mr Nicholas Rogers, Director of Human Resources and Organisational Development (COU2324-046)

NOTED

1. The pay policy is prepared in light of the recommendations from Welsh Government relating to the transparency of senior remuneration in the Welsh Public Sector.
2. The University is an accredited Real Living Wage employer, and no employee is paid below the rate defined for Grade 3, scale point 6, set at £10.90 per hour as at 31 July 2023.

**RESOLVED**

3. The Annual Pay Statement was approved.

### 2. Annual Report on Health and Safety

RECEIVED

Report by Claire Williams, Health, Safety and Environmental Manager (COU2324-047)

NOTED

1. The proposal relating to a new Health, Safety and Environment strategy were noted, along with the training calendar for 2023-24 and the upcoming inspection by Mid and West Wales Fire and Rescue Service. The incident reporting statistics were also noted, and updates should be provided on any lessons learned from the investigations [ACTION: Health, Safety and Environment Manager].

**RESOLVED**

2. The annual report was approved, and update was noted.

### 3. Prevent Annual Report

RECEIVED

Report by Professor Tim Woods, Pro Vice-Chancellor (Learning, Teaching and Student Experience) (COU2324-048)

NOTED

1. Members discussed the need for all staff to complete the online training and agreed it should be promoted to all staff and targeted towards key areas of the university.

**RESOLVED**

2. The annual report was approved.

4. Carbon Management Performance Annual Statement

RECEIVED

Report by Dewi Day, Sustainability Officer (COU2324-049)

NOTED

1. The People and Planet University green league (sustainability benchmarking within the HE sector) assign points based on monitoring of carbon performance. To gain points in this section, the university must have public performance monitoring statements. The summary of CO2 emissions performance would address those requirements.
2. The University has significantly improved its data-capture methodologies in the last financial year since engaging with the Net Zero strategy support. Total net emissions were 29% lower against the base year of 2019/20.

**RESOLVED**

3. Members approved the report and the request to publish the university's CO2 emissions performance on the website.

**29. OLD COLLEGE**

RECEIVED

Report by Dr Rhodri Llwyd Morgan, Director of Welsh Language and External Engagement (COU2324-049).

NOTED

1. The projected total project cost has increased by £400,000 since the last report, as a result of professional fees and a likely extension of approximately 18 weeks to the programme of works.
2. The remaining contingency is unlikely to be sufficient for the remainder of the project and confirming additional funding would be crucial. The project currently remains within the approved University contribution and underwrite. A report outlining the planned fundraising activities was discussed.
3. Members discussed the initial agreement made by Council, namely that the university was required to underwrite £13.5m to secure grant funding. The intention was to allocate approximately £8-9m.

**RESOLVED**

4. The report was noted. Securing additional fundraising was essential to ensure the financial sustainability of the university.

**30. ESTATES, FACILITIES AND RESIDENCES**

1. Estates Master Plan

RECEIVED

Report by Ms Andrea James, Director of Estates, Facilities and Residences  
(COU2324-051)

NOTED

1. Modest progress had been made over previous months. The sequencing had changed to enable progress where opportunities arose. Good progress had been made in teaching and research spaces.
2. The team is awaiting findings and outcomes of reviews before commencing further work in Pantycelyn and Gogerddan.

**RESOLVED**

2. Members noted the progress against the Estates Master Plan.
2. Disposal of Assets

RECEIVED

Report by Ms Andrea James, Director of Estates, Facilities and Residences  
(COU2324-052)

NOTED

1. The market averages have been exceeded in every case. Any future sales have not been included in the budget.
2. The University is expecting a report from the estate agents in relation to the sale of Llanbadarn campus.
3. Although some sales could be completed fairly quickly, others required due diligence and further valuations.

**RESOLVED**

4. The proposals were approved, and the subsequent use of the University Seal to secure completion.

### **31. ITEMS FOR INFORMATION**

RECEIVED

Members received reports on the following:

1. Summary Corporate Risk Register (COU2324-053).

**RESOLVED**

- 1.1. The amended risk register was approved.

2. Revisions to the Institution's Risk Appetite and Matrix (COU2324-054);

**RESOLVED**

- 4.2. The revisions were approved.

3. Documents affixed with the Common Seal (COU2324-055);
4. Serious incidents reported to the Charity Commission (COU2324-056);
5. Annual Report on declarations of interests and gifts received (COU2324-057);
6. Annual Report on Research Ethics (COU2324-058);
7. Annual Integrity Statement (COU2324-059);
8. Welsh Language Standards Annual Report 2022-23 (COU2324-060);

**RESOLVED**

- 8.1. The annual report was approved.
9. Welsh Language Standards Grant Policy (COU2324-061);

**RESOLVED**

- 9.1. The policy was approved.
10. Welsh Language Standards Complaints Report Feb 2022 – July 2023 (COU2324-062);
11. Report on Cyber Security Activity (COU2324-063); and
12. Academic Partnerships Report (COU2324-064)

**NOTED**

13. The contents of the reports were presented for information.

**32. REPORTS FROM SUB-COMMITTEES**

**RECEIVED**

A composite report comprising the minutes of the Council sub-committees (COU2324-065)

**NOTED**

The reports received from the sub-committees.

**33. ANY OTHER BUSINESS, MEETING REVIEW, AND FUTURE BUSINESS**

It was noted that this would be the Chair and Vice-Chancellor's final meeting of Council. Professor Treasure was thanked for her significant contributions and her inspirational leadership. The Chair was also thanked for his assured leadership of Council, and his support to the Vice Chancellor and the University community during his tenure.



An additional meeting of Council may be called on 18 December 2023, subject to receiving the final audited accounts.

The next two meetings of Council would be held in person at Aberystwyth, both with additional sessions before the Council meeting to consider the university strategy and financial position.