

## COUNCIL

### Minutes of the meeting held at 10:00 on 8 JULY 2022, via Zoom.

Present: Dr Emyr Roberts, Chair of Council (Chair); Ms Meri Huws, Deputy Chair of Council; Professor Elizabeth Treasure, Vice-Chancellor; Professor Tim Woods, Pro Vice-Chancellor (Learning, Teaching and Student Experience); Ms Kate Eden; Ms Kylie Evans; Professor Simon Green; Mr Dafi Jones, UMCA President; Ms Sharron Lusher; Dr Louise Marshall; Ms Rhuanedd Richards; Mr Mark Tweed; Professor Sir Robin Williams; Dr William Williams; and Professor Reyer Zwiggelaar.

In attendance: Mr Stephen Forster, Director of Finance and Corporate Services; Dr Rhodri Llwyd Morgan, Director of Welsh Language and External Engagement (for Minute 82); Mr Steve Thomas; Head of Communications and Public Affairs; and Ms Kath Williams, Interim University Secretary.

Apologies for absence had been received from Aisleen Sturrock, AberSU President; Ms Jean Jones, Head of Vice-Chancellor's Office.

### 71. MATTERS RAISED BY THE CHAIR

#### 1. Welcome

1. Dafi Jones, UMCA President was welcomed to his first meeting of Council;
2. Aisleen Sturrock, SU President, was welcomed to Council in her absence.

#### 2. Condolences

Sympathies were expressed following the death of:

1. Dr David Law a former Senior Lecturer and head of the Department of Economics;
2. Dr Brian Harold Davies, a former lecturer in biochemistry;
3. Professor Mike Pearson, former lecturer and Professor of Performance Studies;
4. Tun Arshad, Fellow.

#### 3. Congratulations

Professor Sir Robin Williams was congratulated on being awarded the National Eisteddfod Science and Technology Medal for his lifelong contribution to science.

#### 4. Meeting Conduct

In order to ensure an effective meeting, members had been asked to provide advance warning should they wish to discuss any item marked with an asterisk on the agenda.

There had 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.

**72. CONFLICTS OF INTEREST**

NOTED

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

**73. MINUTES OF THE PREVIOUS MEETING**

RECEIVED

Minutes of the meeting held on 12 May 2022 (COU2122-106).

**RESOLVED**

That the minutes be confirmed as a correct record.

**74. 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 (COU2122-107).

NOTED

1. The updates provided in the decisions log.

**RESOLVED**

2. To close item 37.10 as discussions had not progressed with regard to this matter [**ACTION:** University Secretary].

**75. DECISIONS TAKEN BETWEEN MEETINGS**

RECEIVED

Report by the University Secretary (COU2122-108).

NOTED

1. A note of the decisions taken between meetings by correspondence or Chair's Action.

**76. CORRESPONDENCE**

There was no correspondence to report.

**77. VICE-CHANCELLOR'S REPORT**

RECEIVED

Report by the Vice-Chancellor (COU2122-109)

## 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 anticipated budget surplus at year end was highlighted along with current student number data, foregrounding the 2022 budget which was being presented for approval at the meeting. It was further reported that the recent Open Day had attracted significant interest and that international student numbers, in particular, were currently positive and being closely monitored.
3. Members were advised that the proposed allocation of QR income following the release of the REF results would be a significant issue for Aberystwyth and that the Vice-Chancellor would raise this with the Funding Council. It was noted that whilst the budget for the next two years was unlikely to be affected significantly due to mitigation arrangements, the current proposal would lead to financial challenges for AU from Year 3 onwards. Members noted that given AU's 100% submission to REF, the prospect of financial penalty as a result of the QR funding formula appeared anomalous.
4. The reference to the Shared Prosperity Fund was also highlighted and it was report that colleagues in Research Business & Innovation had been working on how best to engage with the fund. The Executive had received and considered a detailed paper and agreed to work up an AU bid in two distinct areas of continuous professional development: *animal health, human health and well-being and environmental health training as well as Training in digital skills and spectrum-dependent technologies.*
5. The final QER report and the overwhelmingly positive result was also highlighted and colleagues, in particular the Pro Vice-Chancellor for Learning, Teaching and the Student Experience, thanked for their work in securing this outcome.
6. Members responded positively to the report's reference to the introduction of the Veterinary Nursing Degree, noting the importance of including vocational routes within the portfolio as well as the wider strategic benefits of working with employers.

## RESOLVED

7. To include a further update on the Shared Prosperity Fund applications at the September Strategy Days [**ACTION:** Pro Vice-Chancellor for Research and Innovation].

## 78. HEALTH AND SAFETY UPDATE

### RECEIVED

Report by the Health, Safety and Environmental Manager (COU2122-110).

### NOTED

1. The report provided an interim summary update on health and safety activity.

2. The report had been received at the Governance and Compliance Committee in June 2022 and the progress in advancing the work detailed in the action plan. A number of developments scheduled for completion during the period to end of July had been completed by the department and were at implementation stage. There had also been significant progress in securing new staff to the department with one vacancy to fill which it was anticipated would be done by early Autumn.

**RESOLVED**

1. To note the report as outlined.

**79. REPORT BY ABERYSTWYTH UNIVERSITY STUDENTS' UNION**

RECEIVED

Report by AberSU President (COU2122-111).

NOTED

1. The report provided an update on developments at AberSU since the last meeting of the University's Council.
2. The report highlighted in particular the SU's progress in tackling student mental health issues, the return to in-person activity which had been welcomed by all students, and appreciation for positive nature of the relationship with officers of the University.

**80. KEY PERFORMANCE INDICATORS**

RECEIVED

Report by Steve Walsh, Head of Planning (COU2122-112)

NOTED

1. The Key Performance Indicators for Quarter 3 were received by Council updates recorded since Quarter 2 to research income and finance.

**RESOLVED**

2. To note the report as outlined.

**81. FINANCIAL MATTERS**

1. Management Accounts

RECEIVED

Report by the Deputy Director of Finance, Mark Godsell (COU2122-113).

NOTED

The report set out the University's financial performance to the end of Quarter 3 (30 April 2022).

1. The University's approved budget for 2021-22 was £0.1m surplus and as at Q3 the forecast remained at budget. Whilst the position remained relatively stable, there were some cost and budget exceptions which were set out in the report. The overall budget remained manageable for the University.
2. Although student recruitment had not fully met budget expectations the Executive had directed a range of measures in response. The situation had also been alleviated by the reduced USS contributions and in-year funding body grants.
3. The additional investment in Cyber-essentials was also highlighted.
4. Resources and Performance Committee had received and noted the content of the Q3 Management Accounts at the May meeting and the Chair had no further substantive comments.

**RESOLVED**

5. To note the report as outlined.
2. Performance of the Endowment and other Investments Fund.

RECEIVED

Report by the Tax & Investments Manager, Matthew Clarke (COU2122-114).

NOTED

1. That Investments Committee and Resources and Performance Committee had approved the divestment strategy.

**RESOLVED**

2. To note the report as outlined.
3. Budget for 2022-23, and Financial Forecasts for outyears 2026-27

RECEIVED

Report by Deputy Director of Finance, Mark Godsell (COU2122-115).

NOTED

1. The 2022-23 Budget included the latest student number forecasts and also provided for moderate growth in targeted areas. Capital investment plans for the planning horizon, together with associated cashflow planning, were also included.
2. The University's planned Income and Expenditure position for 2022-23 was £0.3m surplus, building upon the planned surplus in 2021-22 and reflecting an improved performance. The longer-term forecasts showed a trajectory of moderately increasing surpluses derived from sustainable planned growth.
3. QR income was highlighted as a risk to the proposed budget in the out years. This was noted to be particularly so in year 3 unless other mitigations could be negotiated in the intervening period.

4. The pay settlement was also noted to present a risk to the forthcoming year's budget.

**RESOLVED**

5. To approve the budget for 2022-23 as recommended in the report, and to note the forecasts for the outyears.

4. Asset Disposal: Aber Innovation Campus: Lease of Lord Milford

RECEIVED

Report by Dr Tim Macy, Space Planning Manager (COU2122-116)

NOTED

1. Following a request via the University's Space Management Group, Estates had been in discussion with colleagues at AIEC to provide space for businesses who had outgrown the start-up space in the AIEC Office Block. At the same time, RB&I had put forward a proposal to support the development of enterprise space and entrepreneurial space, as well as a strategy to use Research Wales Innovation Funds (RWIF) to create spaces that serve this purpose. This agreement would satisfy both objectives.
2. The proposed rate of rent was noted to be £32,220 per calendar year, for five years, inclusive of a FM service charge, but excluding proportionate contributions for any applicable rates, utilities and telephony costs.

**RESOLVED**

3. To approve the proposal to enter into a Business Tenancy Agreement with AIEC Ltd to rent part of the first floor of the Lord Milford Building.

5. Fferm Penglais Update

RECEIVED

Report by Stephen Harrison, Finance Business Partner (COU2122-117)

NOTED

1. In 2013, the University had entered into a sale and lease-back agreement on Fferm Penglais with Balfour Beatty and Legal and General for the development of additional student accommodation. This had generated a long-term liability for the University comprising payments against the lease which were funded by student fees, which were themselves adjusted in accordance with the lease repayment conditions embedded in the agreement.
2. Members were invited to note the forecast deterioration to project Net Present Value (NPV) based on approved, contracted and forecast adjustments relating to financial year 2021-22 and 2022-23. This worsening was noted to be attributed to a significant increase in inflation (RPI) since April 2021, and its impact on indexed project costs, which has significantly outstripped inflation assumptions at the time fee levels were set.

3. The overall forecast project NPV remained £0.9m favourable when compared to the original financial model. However, it was recommended that the University realigned Hall fee rates with respect to project costs, over the life of the project.

**RESOLVED**

4. To approve the realignment of Hall fees as recommended in the report.
6. Report on AberSU Budget for 2022-23

RECEIVED

Report by Mark Godsell, Deputy Director of Finance (COU2122-118)

NOTED

1. The SU received from the University, an annual block grant payment to the Students' Union in order to support activities and maintain the ongoing viability of a fit for purpose Students' Union. In recent years, only modest increases to the block grant had been made, with the Union recognising the wider financial position of the University. It had absorbed costs and in some years had an acknowledged 'real terms' reduction in funding.
2. As part of its normal course of business, the Students' Union recently undertook a review of its remuneration levels for staff and officers. The Students' Union Trustee Board were keen to ensure a fair and comparable rate of remuneration. The report recommended a Block Grant payment of £868k for 2022-2023, along with an associated BUCS supplement of £58k. The SU had also been allocated additional funding for a fixed-term Welsh Language and Culture Co-ordinator post in 2020-2021 and the 2022-2023 total would also, therefore, include a budget to fund the second year of that post (£29k). The total proposed expenditure was £910k

**RESOLVED**

3. To approve the 2022-23 Students' Union Block Grant payment of £910k (£823k Block Grant, associated BUCS supplement £58k and the second year of the two-year fixed term contract for a Welsh Language and Culture Coordinator position (£29k).

***Post-meeting note: The report received noted that the core grant was £868k but should have read £823k. The total is £910k, as approved.***

7. Finance Strategy 2022-2025

RECEIVED

Report by Stephen Forster, Director of Finance and Corporate Services (COU2122-119)

NOTED

1. Following completion of the SIP and the financial impacts of Covid-19, the University was now in a position to deliver against the mid-term strategy refresh.

2. The draft Financial Strategy set out the financial objectives over the remaining period of the University Strategy and proposed a number of key financial indicators (KFIs).
3. The Draft Reserves Policy was also included as Appendix 4 of the main Finance Strategy.
4. Members' attention was drawn to the information embedded within the strategy document outlining the background to the Fferm Penglais project.

**RESOLVED**

5. To approve the Draft Finance Strategy and appended Draft Reserves Policy.

**82. OLD COLLEGE**

RECEIVED

Verbal report by Director of Welsh Language and External Engagement.

NOTED

1. Planning consent to enable the structural work to commence on Old College was pending and there were nine conditions to meet which were subject to on-going discussion between officers of the University and Ceredigion County Council.
2. Consent to close King Street for key periods of the project had been confirmed.
3. University officers were in regular contact with WEFO, Welsh Government and the Lottery Heritage Fund to appraise each of them of progress.
4. The Oversight Group would be meeting monthly or more regularly as required and the Deputy Chair of Council was present at those meetings to provide oversight on behalf of the Governing Body.

**83. ABERSU ANNUAL REPORT TO SENATE**

RECEIVED

The Annual Submission to the governing body by Academic Affairs Officer, Elizabeth Manners (COU2122-120)

NOTED

1. The SU noted that much of the content of the report covered issues in the QER student submission, including digital processes, collaboration with the Graduate School to build relationships across the PG community, issues around consistency, and raising awareness of student academic representatives more generally.

**RESOLVED**

2. To note the report as outlined.



## 84. GOVERNANCE MATTERS

### 1. Outcome of Review of Governing Documents

RECEIVED

Report by the University Secretary (COU2122-121)

NOTED

1. As per established practice, the University Secretary had reviewed the institution's governing documents and Standing Orders. A report on the outcome was presented to the Governance and Compliance Committee. Following this year's review, no changes were proposed to Standing Orders of Council, nor the Statute and Charters.
2. Following the reconfiguration of IBERS as two separate academic units, from 1 August 2022, a change to Ordinance 21 Academic Units had been recommended to, and approved by, the Governance and Compliance Committee and Senate in June 2022. The revised Ordinance, with track changes, was included in the report for information.

**RESOLVED**

3. To note and endorse the recommendations from GCC and Senate to amend Ordinance 21 as noted [**ACTION:** University Secretary].

### 2. Revisions to sub-committee terms of reference.

RECEIVED

Report by the University Secretary (COU2122-122)

NOTED

1. As a matter of established practice, committee terms of reference were due for review. Following a small number of amendments to the overall remit of committees in 2021, there were no recommendations to amend the terms of any committees as a result of the 2022 review.

### 3. Outcome of committee effectiveness survey

RECEIVED

Report by the University Secretary (COU2122-123)

NOTED

1. As established practice, Council members were invited to complete a questionnaire to provide constructive feedback on the governing body's operation during past year. Where appropriate, the responses received as part of the previous year's process were provided for comparison.
2. 66% returned the survey, which was higher than 2021, and members were thanked for their participation. A note of the quantitative and qualitative information was included in the report and showed broad satisfaction with the operation of Council.

There were a number of reflections on the advantages and disadvantages of on-line meetings as opposed to in-person meetings. The introduction of timed agendas was also suggested.

**RESOLVED**

3. To note the content of the report and reflect on any suggestions in time for the new academic year [**ACTION:** University Secretary].
4. Decision regarding future Council meetings

RECEIVED

Report by the University Secretary (COU2122-124)

NOTED

1. Members were invited to discuss and agree the format of meetings in 2022-2023 reflecting on the benefits and disadvantages of on-line and in-person meetings.
2. It was agreed that there were a number of benefits arising from in-person meetings and that the general expectation was that members would be available to travel to Aberystwyth to meet as governing body rather than contribute through on-line meetings consistently. It was also recognised, however, that work or other circumstances occasionally required participation virtually but that the majority of meetings – as listed – would be convened in person with the option to join on-line should attendance in person be impossible. The facility to translate both to the virtual and non-virtual meeting room had been successfully piloted during recent meetings of the Nominations Committee and would be adopted as a matter of practice during forthcoming meetings of the Council.

**RESOLVED**

3. To arrange conference room facilities for the Council meetings as listed but to ensure that the facility for a hybrid arrangement, including translation, was put in place [**Action:** Governance Officer].

**85. RISK**

1. Appointment of External Auditors and agreement of fees

RECEIVED

Report by Stephen Forster, Director of Finance and Corporate Services (COU2122-125)

NOTED

1. Council were requested to endorse and approve the reappointment of KPMG as External Auditors and the appointment of TIAA as Internal Auditors as per the recommendation made at Audit, Risk and Assurance Committee on 24 June 2022.

**RESOLVED**

2. To approve the recommendations as outlined.

2. Internal Audit Reports and Recommendations

RECEIVED

Report by Deloitte (COU2122-126)

NOTED

1. The Internal Audit Reports and Recommendations had been received and discussed in detail at the June 2022 meeting of Audit, Risk and Assurance and Council. The report was included on the agenda in error and no further action or approval was required.
2. Council noted the limited assurance report on Cyber Security and was assured that actions were in hand to address the issues which had been raised. Audit, Risk and Assurance Committee and Council would be updated on progress with this matter. In addition, as noted in the recommendations, a tailored training programme would be arranged during the new academic year including a high-level session for members of the governing body.

**86. ITEMS FOR INFORMATION**

RECEIVED

Members received reports on the following for information:

1. The Risk Management Policy (COU2122-127);
2. Summary Corporate Risk Register (COU2122-128); and
3. Documents affixed with the Common Seal (COU2122-129).

NOTED

4. The contents of the reports presented for information.

**87. REPORTS FROM SUB-COMMITTEES**

RECEIVED

A composite report comprising the minutes of the following (COU2122-130):

1. Nominations Committee (25 May 2022 and 8 June 2022)
2. Governance and Compliance (16 June 2022);
3. Resources and Performance (17 June 2022);
4. Senate (22 June 2022); and
5. Audit, Risk and Assurance (24 June 2022).

NOTED

6. The reports received from the sub-committees.

## **88. ANY OTHER BUSINESS, MEETING REVIEW, AND FUTURE BUSINESS**

### Farewells

1. This was Professor Sir Robin Williams's final meeting of Council. Although Sir Robin was thanked in person at the May meeting, the Chair took the opportunity to re-iterate his appreciation to Sir Robin for his invaluable contribution to the University during his terms on the governing body and wished him well for the future.
2. Kath Williams, Interim University Secretary, had resigned from the University and had accepted a post at Glasgow University in the Autumn 2022. Kath was thanked for her