

COUNCIL

Minutes of the meeting held at 13:00 on 29 NOVEMBER 2016, at MedRus 1, Penbryn.

Present: Sir Emyr Jones Parry, Chancellor (Chair); Mrs Elizabeth France, Pro-Chancellor; Ms Gwerfyl Pierce Jones, Pro-Chancellor; Dr Glyn Rowlands, Pro-Chancellor; Dr Timothy Brain, Treasurer; Prof John Grattan, Acting Vice-Chancellor; Ms Rebecca Davies, Pro Vice-Chancellor (Chief Operating Officer); Dr Rhodri Llwyd Morgan, Pro Vice-Chancellor (Welsh Language and Culture, and External Engagement); Mr George Ashworth; Ms Anne Davies (via Skype, until minute 32); Mrs Janet Davies; Mr Keith Evans; Mr Richard John; Mr Ian MacEachern; Dr Emyr Roberts; Dr Hazel Davey; Prof Neil Glasser; Dr Jenny Mathers; Ms Jackie Sayce; Mr Rhun Dafydd, UMCA President; and Ms Lauren Marks, Aberystwyth University Students' Union President.

In attendance: Mrs Kim Broom, Head of the Vice-Chancellor's Office; Mrs Esther Prytherch, Head of Communications; Mr Geraint Pugh, University Secretary; Mrs Lucy Hodson, Director of Planning (for minutes 36 and 37); and Mr Eiddig Morgan, Assistant Director of Finance (for minutes 31 to 33).

Apologies for absence had been received from the Rt Hon Elfyn Llwyd; and Prof Chris Thomas, Pro Vice-Chancellor (Research).

22. PERSONAL MATTERS RAISED BY THE CHAIR

1. Condolences

Sympathies were expressed following the deaths of:

1. Professor Kevin Shingfield, Chair in Nutritional Physiology at IBERS; and
2. Mair Williams, former member of the University's Council.

2. Graduation

The Chair of Council reported that other universities in Wales traditionally sing the Welsh national anthem during their graduation ceremonies. The Acting Vice-Chancellor was invited to consider with staff and students whether it would be appropriate for Aberystwyth University (AU) to sing the anthem at the end of future graduation ceremonies (**ACTION:** Acting Vice-Chancellor).

23. CONFLICTS OF INTEREST

No relevant interest were declared in relation to the business to be transacted during the meeting.

24. MINUTES OF THE PREVIOUS MEETING

RECEIVED

Minutes of the meeting held on 18 October 2016 (COU1617-026).

RESOLVED

That the minutes be confirmed as a correct record.

25. 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 any outstanding actions from previous meetings (COU1617-027).

NOTED

The update provided in the decisions log.

26. CORRESPONDENCE

NOTED

The Acting Vice-Chancellor had received a letter from HEFCW as a follow-up to the earlier Institutional Risk Review letter. This latest letter would be considered in the context of Council's discussion on the implementation of the strategic objectives agreed at the away day.

27. HEALTH AND SAFETY MOMENT

NOTED

On 17 November 2016, winds of 94 to 97mph in strength during a 20 minute period had caused damage in Aberystwyth and the local area. At the University, six cars had been damaged by falling trees. Academic and residential buildings on campus had also been affected. The University had instigated its business continuity plan effectively, and was now liaising with insurers to ensure that the necessary repair works are undertaken.

RESOLVED

That a message be sent to Council members where possible, during or immediately after any such future events, to ensure that members are kept fully informed between meetings of the governing body (**ACTION:** Pro Vice-Chancellor (Chief Operating Officer)).

28. IMPLEMENTATION OF STRATEGIC OBJECTIVES AGREED AT COUNCIL'S AWAY DAY

RECEIVED

1. Report by the University Secretary (COU1617-028);
2. Report by the Acting Vice-Chancellor (COU1617-029);
3. Report by the Director of Finance (COU1617-030);
4. Institutional Risk Review Letter follow-up from HEFCW, dated 23 November 2016 (COU1617-054); and
5. Draft Transformation Plan Overview (COU1617-055).

NOTED

6. On 18 October 2016, Council had passed a resolution outlining the orientations agreed during the governing body's away day. The strategic objectives identified within this resolution were being progressed by the University Executive as part of a proposed Transformation Plan, which was being developed as the next phase of the institution's Recovery Plan.

7. The University Executive was currently scoping how the Transformation Plan could be implemented, in order to complement the work already underway to develop an enhanced recruitment strategy (the Recruitment Delivery Plan) and the focus on academic excellence and increase student satisfaction (the Student Success Plan).
8. At its own away day on 16 November 2016, an outline of the emerging Transformation Plan had been presented to Senate. Members were supportive of the proposed objectives to deliver a sustainable University by 2018–19, and had passed a resolution which was complementary to that agreed by Council.
9. The Transformation Plan would be instrumental in the development of a draft budget for the 2017–18 academic year. In effect, the focus over the coming months would be on scoping and implementing a Transformation Plan, in place of the traditional Planning Round.
10. Some members requested clarity on the proposed vision for the University which would guide the implementation of the Transformation Plan. It was recognised that such a vision would need to be agreed as a matter of priority to ensure that staff, students and key stakeholders fully appreciate the rationale for some of the actions which would be progressed as part of the Transformation Plan.
11. In its letter of 23 November 2016, the Funding Council had raised a number of questions in light of the University's earlier response to the 2016 Institutional Risk Review letter. The Chair of Council and the Acting Vice-Chancellor had drafted a proposed response to HEFCW, which would be further developed in light of feedback received from Council members. A copy of the University's final response would be made available to members via SharePoint (COU1617-056).
12. In particular, HEFCW had requested a revised University budget for 2016–17, taking into account the actual student enrolment figures for 2016 entry which were now known. Members felt that such a revised budget was not required at this stage, given the nature of the budget already in place for the current academic year and the flexibility already allowed for.

RESOLVED

13. To endorse the orientations of the proposed response to HEFCW's letter of 23 November 2016, as outlined verbally during the present meeting (**ACTION:** Acting Vice-Chancellor).
14. To approve the seven bullet points in the draft Transformation Plan Overview setting out the ultimate objectives of the Plan, and invite the University Executive to further refine the actions which would be progressed to realise the Plan and report back to Council (**ACTION:** Acting Vice-Chancellor).
15. To invite the Acting Vice-Chancellor and the Head of Communications to work on a draft vision statement for the University, drawing on the comments made by Council members during the meeting, with a copy circulated to members for consideration by correspondence (**ACTION:** Acting Vice-Chancellor; and Head of Communications).

29. EXTERNAL ASSURANCE OF QUALITY

RECEIVED

Report by the Director of IAH; and the Director of Academic Quality and Records (COU1617-033).

NOTED

1. In October 2014, the three higher education funding bodies in England, Wales and Northern Ireland had initiated a Quality Assessment Review as part of each funding body's statutory duty for quality assessment in higher education. As a result of this Review, a more risk-based approach with rapid and appropriate intervention when problems are detected is to be developed.
2. In this context, HEFCW had since issued two consultations: one on the external assurance of quality required by regulated institutions; and a second on possible governing body annual assurance statements related to quality. Draft responses from AU to these consultations had been prepared and circulated to members as part of the report.

RESOLVED

3. To approve the proposed consultation responses (**ACTION:** Head of Strategic Planning).

30. TEACHING EXCELLENCE FRAMEWORK

RECEIVED

Report by the Director of Planning (COU1617-032).

NOTED

1. As part of work to prepare for the introduction of the Teaching Excellence Framework (TEF) Stage Two, the Higher Education Funding Council for England (HEFCE) had released datasets to each institution outlining how they would likely perform in Stage Two. However, in addition to an analysis of data, the narrative submitted by universities would also be taken into account by the TEF assessors in order to rank institutions as Bronze, Silver and Gold.
2. The introduction of TEF Stage Two is expected to be turbulent and, consequently, major changes to the framework could be introduced in future years. Members therefore considered whether it would be preferable for AU not to participate in TEF Stage Two for the time being.
3. Participation by Welsh HEIs in TEF Stage Two had been considered at a recent Universities Wales meeting, and would again be discussed in the New Year. While universities in Wales could participate in both stages of TEF, there would be no financial benefit associated with doing so.

RESOLVED

4. That, while the University had already achieved TEF Stage One, the institution would not participate in TEF Stage 2 for the time being. However, Council would be prepared to reconsider this matter should the Acting Vice-Chancellor wish to recommend AU's participation in light of further discussions within Universities Wales (**ACTION:** Acting Vice-Chancellor).

31. ABERYSTWYTH INNOVATION AND ENTERPRISE CAMPUS

RECEIVED

Report by the Pro Vice-Chancellor (Chief Operating Officer) (COU1617-034).

NOTED

1. In June, Council had agreed the investment in the replacement Seed Bio-Bank and processing facilities and, through Executive Action by the Chair, had provided authority to commence a joint-procurement with AIEC Ltd of a Principal Contractor for the development. As a result of this procurement process, it was recommended that AU enter into a Pre-Construction Services Agreement with Willmott Dixon Construction.
2. Under the Pre-Construction Services Agreement, Willmott Dixon would work alongside the AIEC Client Team to establish two building contracts: AIEC Ltd will procure and construct their new 'Main Building' comprising processing and laboratory space, while AU will procure and construct the Seed Bio-Bank and processing facilities. However, both building contracts will be awarded to the same Principal Contractor to reduce complexity on a single site build.
3. The University is awaiting formal approval from the Charity Commission in order to lease land at Gogerddan to AIEC Ltd. Pending this approval, AU will act as agents for AIEC Ltd during the pre-construction period.
4. A further proposal will be brought to Council for consideration in due course in relation to an appointment for the main construction element of this development.

RESOLVED

5. To appoint Willmott Dixon Construction as part of a Pre-Construction Service Agreement for the delivery of the Aberystwyth Innovation and Enterprise Campus (**ACTION:** Pro Vice-Chancellor (Chief Operating Officer)).
6. That the University acts as agents for AIEC Ltd during the pre-construction period, as Employer under the Pre-Construction Service Agreement (**ACTION:** Pro Vice-Chancellor (Chief Operating Officer)).

32. END OF YEAR REPORTING

RECEIVED

A composite report co-ordinated by the Finance Department consisting of the following documents (COU1617-035):

1. Financial Statements for the year ended 31 July 2016;
2. Annual Sustainability Assurance Report;
3. External Auditors' Management Letter and Memorandum;
4. Modern Slavery Act Disclosure;
5. Draft letter of representation to the External Auditors;
6. Management Assurance Statements; and
7. Executive sign-off list.

NOTED

8. While the Financial Statements were presented in the same stylistic format as those prepared in previous years, the accounting principles used now conformed to Financial Reporting Standard (FRS) 102, in common with other HEIs who were required to transition to this standard.
9. The end of year reports had been considered by both the Finance and Strategy Committee (FSC) and the Audit and Risk Committee (ARC) at their meetings on 11

November 2016. During the latter's meeting, members had been informed by the Internal Auditors that it would be good practice for the Treasurer to participate in ARC's consideration of the end of year Financial Statements.

10. ARC members had also considered the statements made in the Financial Statements with regard to 'going concern', and had requested additional information from the Director of Finance. It was confirmed that the External Auditors were content in this respect.
11. The Director of Finance and team were thanked for their hard work in preparing the Financial Statements and the associated successful external audit.

RESOLVED

12. To approve the following documents (**ACTION:** University Secretary):
 1. Financial Statements for the year ended 31 July 2016;
 2. Annual Sustainability Assurance Report;
 3. External Auditors' Management Letter and Memorandum;
 4. Modern Slavery Act Disclosure; and
 5. Draft letter of representation to the External Auditors.
13. To invite the Treasurer and the incoming chair of ARC to discuss and report back to Council as appropriate on the Treasurer being invited to attend future ARC meetings when the end of year Financial Statements were being considered (**ACTION:** Treasurer; and Dr Emyr Roberts).

33. AUDIT AND RISK COMMITTEE'S ANNUAL REPORT (INCORPORATING THE INTERNAL AUDITORS' ANNUAL OPINION)

RECEIVED

Report of the Audit and Risk Committee for the 2015–16 financial year, incorporating the Internal Auditors' 2015–16 Internal Audit Report and Opinion (COU1617-036).

NOTED

1. The report on the work of ARC for the year 2015–16 (and up to its most recent meeting) was presented to Council in accordance with the HEFCW Audit Code of Practice (revised 2008) and with the Committee of University Chairs' (CUC) 'Higher Education Code of Governance' (December 2014).
2. The University's Internal Auditors, Deloitte, had also agreed their Annual Report and Opinion. This would be submitted to HEFCW during January 2016 along with ARC's own report.
3. ARC was able to give an assurance to Council that it can place reliance on the adequacy and effectiveness of the University's internal controls, risk management systems, and governance processes.
4. Pro-Chancellor Elizabeth France would step down as Chair of ARC on 31 December 2016. She was thanked for her work on the committee over recent years.

RESOLVED

5. To approve the Annual Report (**ACTION:** Audit and Risk Committee's Clerk).

34. UNIVERSITY OFFICERS: PRO-CHANCELLORS AND TREASURER

NOTED

1. Pro-Chancellors Dr Glyn Rowlands and Gwerfyl Pierce Jones, and the Treasurer would reach the end of their initial five-year terms of office on 31 December 2016. All were eligible for reappointment. However, in line with good practice, other Council members wishing to serve in these positions would be encouraged to seek nomination.
2. At its next meeting on 16 February 2017, the Charter Committee will further consider the size and composition of Council with a view to bringing forward a recommendation to Council the following day. Given that the ultimate aim is to reduce the size of Council, the course of action agreed in this respect will inform the number of vacancies for Pro-Chancellors.
3. Also at Council on 17 February 2017, members will be invited to consider the process of appointing the University's next Chancellor and Chair of Council (**ACTION:** University Secretary). This will include the possibility of appointing two individuals, one to each of the two roles currently performed by Sir Emyr Jones Parry.

RESOLVED

4. To extend the current terms of office of Pro-Chancellors Dr Glyn Rowlands and Gwerfyl Pierce Jones, and the Treasurer until 28 February 2017 (**ACTION:** University Secretary).
5. To invite independent members of Council to submit any nominations to serve as Pro-Chancellor or Treasurer to the Chair of Council by 31 December 2016, so that these nominations can be considered by the Nominations Committee on 17 February 2017, and recommendations brought forward to Council for formal approval later that day (**ACTION:** Independent Members).

35. ABERYSTWYTH UNIVERSITY MAURITIUS

RECEIVED

Report by Assistant Director of Finance Eiddig Morgan (COU1617-037).

NOTED

1. At present, the University's branch campus in Mauritius is currently run by Aberystwyth Ltd, a subsidiary company which includes directors appointed by the University's business partners in the venture, Boston Campus Ltd (BCL).
2. To better define the roles of AU and BCL Directors, and the aspects with which they should be involved, a revised structure was being proposed whereby AU's responsibilities are discharged by a new, wholly-owned subsidiary company. BCL were supportive of such a structure.
3. FSC members had considered the proposed revised structure for operations during their meeting on 11 November 2016. Members had recommended that the creation of a new, wholly-owned subsidiary be approved by Council.
4. The Acting Vice-Chancellor and the Pro Vice-Chancellor (Chief Operating Officer) would be visiting the branch campus in late January and would present a report to the next FSC meeting on current operations and opportunities for future development (**ACTION:** Pro Vice-Chancellor (Chief Operating Officer)).

RESOLVED

5. To approve the revised structure for Aberystwyth University Mauritius (**ACTION:** Assistant Director of Finance Eiddig Morgan).

36. STRATEGIC PLANNING AND ENGAGEMENT DOCUMENT

RECEIVED

Report by the Director of Planning; and the Head of Strategic Planning (COU1617-038).

NOTED

1. AU had submitted its first Strategic Planning and Engagement Document (SPED) to HEFCW in December 2014. The SPED had been developed jointly with Bangor University, and applied for the period to December 2016. Work was therefore underway to produce a new SPED for submission by HEFCW's deadline of 03 January 2017.
2. The new SPED will be carefully developed to reflect HEFCW's strategic priorities and how AU is delivering them, but also be aligned with the institution's on-going interactions with the Funding Council.

RESOLVED

3. That the University's draft SPED be circulated to Council members for review and approval by correspondence during December 2016 (**ACTION:** Director of Planning).

37. DIRECTOR OF PLANNING'S REPORT

RECEIVED

Report by the Director of Planning (COU1617-031).

NOTED

1. Members considered the student application data for September 2017 entry, and how they compared against the same point in the recruitment cycle last year. While some departments were doing considerably better, the performance of others had deteriorated.

RESOLVED

2. To circulate an update on recruitment to Council members in relation to the UCAS application deadline in January 2017, in advance of the next meeting of the governing body (**ACTION:** Director of Planning).

38. ORDINANCES

RECEIVED

Report by the University Secretary (COU1617-039).

NOTED

1. At its meeting on 04 November 2016, the Professional Development, Staffing and Equality Committee (PDSEC) considered two new procedures relating to: Collective Grievance; and Disciplinary during Probation. During the PDSEC meeting, members enquired whether these new procedures should become Ordinances and agreed to seek a steer from the Charter Committee in this respect.

2. This was referred to the Charter Committee on 13 November 2016 and members resolved by correspondence to recommend that these procedures should formally become part of our governing documents, alongside similar Ordinances relating to disciplinary and grievance procedures, and be submitted to Council for approval.

RESOLVED

3. To approve the two new Ordinances relating to: Collective Grievance; and Disciplinary during Probation (**ACTION:** Director of Human Resources; and University Secretary).

39. HONORARY AWARDS

RECEIVED

Report by the University Secretary (COU1617-040).

NOTED

1. On 18 October 2016, the Committee on Honorary Awards had met to consider nominations for Honorary Awards of AU. 22 nominations had been submitted by staff, students, AU Honorary Fellows, and others, for Honorary Fellowships or Degrees of AU. Four nominations originally considered on 22 October 2015 had also been re-presented for further consideration.
2. The names of those being proposed for Honorary Awards had been considered by Senate on 16 November 2016, where members had recommended that they be formally approved by Council.

RESOLVED

3. To approve the proposed nominations for Honorary Awards of AU (**ACTION:** University Secretary).

40. GOVERNANCE ACTION PLAN

RECEIVED

Report by the University Secretary (COU1617-041).

NOTED

1. On 23 October 2015, Council had approved a number of actions to take forward the recommendations made as part of the Governance Effectiveness Review undertaken during spring 2015. The Governance Effectiveness Review itself had been undertaken in the context of the new Committee of University Chairs (CUC) Higher Education Code of Practice published during December 2014.
2. An update on progress against the Action Plan had been presented to Council on 11 May 2016, with member requesting that a further update be produced for the meeting on 29 November 2016.

RESOLVED

3. To approve the progress made to date and sign-off the Action Plan as being essentially complete (**ACTION:** University Secretary).

41. PREVENT

RECEIVED

Report by the Pro Vice-Chancellor (Chief Operating Officer) (COU1617-042).

NOTED

1. During October 2016, HEFCW had consulted on a proposed Prevent Monitoring Framework. The Funding Council had since issued a circular requesting that Annual Reports be submitted by Welsh HEIs by 31 December 2016. As part of the Annual report, the University's governing body is required to make three declarations relating to the implementation of the Prevent Duty at the institution.
2. Key members of the University Prevent Oversight Group had organised an internal audit of AU's Prevent activities with the All-Wales HE / FE Prevent Coordinator on 23 November 2016. The University's draft Annual Report had been prepared in advance of this internal audit, and would now be further refined and circulated to Council members for approval by correspondence (**ACTION:** Pro Vice-Chancellor (Chief Operating Officer)).

42. APPOINTMENT OF VICE-CHANCELLOR

RECEIVED

Report by the University Secretary (COU1617-043).

NOTED

The process to recruit the University's next Vice-Chancellor was progressing in line with the timetable agreed by the Selection Committee established by Council to lead the recruitment process.

43. ABERYSTWYTH UNIVERSITY STUDENTS' UNION PRESIDENT'S REPORT

RECEIVED

Report by the Students' Union President (COU1617-044).

NOTED

The report provided an update on developments at the Students' Union since the last meeting of the University's Council.

44. COUNCIL AND SUB-COMMITTEE VACANCIES

RECEIVED

Report by the University Secretary (COU1617-045).

NOTED

1. A number of Independent Members will be reaching the end of their terms on Council and sub-committees during 2017, with a number eligible for reappointment. The Nominations Committee was therefore seeking expressions of interest from suitable individuals, to be considered at its meeting on 17 February 2017. Recommended appointments will subsequently be presented to Council for approval on 07 April 2017.

RESOLVED

2. That a note be sent to individual Council members advising them if their terms of office are coming to an end, so that they can express an interest in being reappointed should they so wish (**ACTION:** University Secretary).

45. SUMMARY CORPORATE RISK REGISTER

RECEIVED

Report by Director of Planning (COU1617-046).

NOTED

The report provided a summary of the significant risks from the Corporate Risk Register.

46. DECISIONS TAKEN BETWEEN MEETINGS

RECEIVED

Report by the University Secretary (COU1617-047).

NOTED

1. The report detailed the instances since the last Council meeting where:
 1. the Chair had used the Executive Powers provided for by Standing Order 6.11; or
 2. members had approved matters by correspondence.
2. The matters approved by means of Executive Action by the Chair were:
 1. the University's submission to the HEFCW Consultation on: The Prevent Duty: Monitoring Framework for Higher Education Providers in Wales; and
 2. revisions to Ordinance 23.
3. The matter approved by Council members via correspondence was:
 1. the University's submission to the HEFCW Consultation on a draft Higher Education Strategy.

47. ANNUAL REPORTS FROM SUB-COMMITTEES

RECEIVED

A composite report covering the following annual reports (COU1617-048):

1. Finance and Strategy Committee; and
2. Senior Remuneration Committee.

NOTED

3. As part of the recent Governance Effectiveness Review, it had been agreed that from the 2016–17 academic year each sub-committee present “an annual report to Council on its work during the preceding academic 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”.

48. REPORTS FROM COMMITTEES

RECEIVED

A composite report covering the following reports (COU1617-016):

1. Finance and Strategy Committee (11 November 2016);
2. Audit and Risk Committee (07 October and 11 November 2016);
3. Health, Safety and Environment Committee (07 October 2016);
4. Senate (19 October and 16 November 2016);
5. Professional Development, Staffing and Equality Committee (04 November 2016);
6. Welsh Language Strategy Committee (04 November 2016);
7. University Research Ethics Committee (04 November 2016);
8. Committee on Honorary Awards (18 October 2016); and
9. University Executive Group – Strategic Meetings (17 September 2016).

NOTED

10. Finance and Strategy Committee (11 November 2016)

1. In approving the submission of the University's revised application to the Heritage Lottery Fund with respect to the Old College project, members had noted that the project plan and budgets had been readjusted to account for building work commencing a year later, should funding be granted. The project total cost had therefore been revised from £20.6m to £21.9m, with the University's own contribution to the total project cost also increasing as a result.
2. The increase in budget for the project had been recommended for approval by the Chair of Council on behalf of the governing body. However, this had not yet been progressed.

RESOLVED

3. To approve the increase in budget for the Old College project (**ACTION:** Pro Vice-Chancellor (Welsh Language and Culture, and External Engagement)).
11. The reports received from the other committees.

49. ANY OTHER BUSINESS

1. Strategic Alliance with Bangor University

NOTED

1. That Council members would appreciate an update on the work being progressed under the Strategic Alliance.

RESOLVED

2. That a report be produced for the next FSC meeting (**ACTION:** Acting Vice-Chancellor).