

## COUNCIL

**Minutes of the meeting held at 10:00 on 12 APRIL 2019, at the Executive Boardroom, Visualisation Centre.**

Present: Dr Emyr Roberts, Chair of Council (Chair); Ms Gwerfyl Pierce Jones, Deputy Chair of Council; Professor Elizabeth Treasure, Vice-Chancellor; Mr George Ashworth; Mrs Samantha Blackie; Dr Hazel Davey; Ms Anne Davies (via Skype); Mr Richard John; Ms Anna Wyn Jones, UMCA President; the Rt Hon Elfyn Llwyd; Mr Ian MacEachern (via Skype); Ms Kath Williams; Prof Robin Williams; and Prof Reyer Zwiggelaar.

In attendance Mr Stephen Forster, Director of Finance and Corporate Services; Mrs Jean Jones, Head of the Vice-Chancellor's Office; Mrs Esther Prytherch, Head of Communications and Public Affairs; Mr Geraint Pugh, University Secretary; Ms Helen Baird, AdvanceHE; Mr Robin Halley, Director of Student Recruitment and Marketing (for minutes 73.3 to 74.2); and Ms Trish McGrath, Chief Executive, AberSU.

Apologies for absence had been received from Mr Bruce Wight, AberSU President; and Prof Tim Woods, Pro Vice-Chancellor (Learning, Teaching and Student Experience).

### 64. MATTERS RAISED BY THE CHAIR

#### 1. Welcome

The following were welcomed to the Council meeting:

1. Trish McGrath, Aberystwyth University Students' Union (AberSU) Chief Executive, who had been asked by the AberSU President to observe the meeting
2. Helen Baird of AdvanceHE, who was observing the meeting as part of the external review of governance effectiveness at the University.

#### 2. Congratulations

Emyr Humphreys, alum and Honorary Fellow of the University, would be celebrating his 100<sup>th</sup> birthday on 15 April 2019. The Vice-Chancellor had sent a card on behalf of the University congratulate Mr Humphreys on this milestone.

#### 3. Condolences

Sympathies were expressed following the deaths of:

1. Emeritus Professor David J Batten, formerly of the Geography and Earth Sciences department;
2. Patrick Bolster, student at the Institute of Biological, Environmental and Rural Sciences;
3. Dr Geoffrey Evans, former lecturer in Education; and
4. Cllr Paul James, Security Operative in the Campus Life team.

#### 4. AdvanceHE

This would be the last meeting observed by the AdvanceHE team as part of the external review of governance effectiveness at the institution. Once the fieldwork is complete, a draft report would be prepared with the intention that it be presented to the Governance and Compliance Committee (GCC) on 23 May 2019.

5. Old College

While there was a detailed update on the Old College elsewhere on the agenda, the Chair encouraged all Council members to consider donating to the fundraising appeal for the project.

6. Other events

Since the last Council meeting, the Chair had represented the University at two meetings: a conference organised by HEFCW on 07 March 2019, and the Committee of University Chairs' Spring Plenary on 04 and 05 April 2019. The key topics of discussion at the second meeting were pensions and Brexit.

**65. CONFLICTS OF INTEREST**

NOTED

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

**66. MINUTES OF THE PREVIOUS MEETING**

RECEIVED

Minutes of the meeting held on 08 February 2019 (COU1819-101).

**RESOLVED**

That the minutes be confirmed as a correct record.

**67. 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 (COU1819-102).

NOTED

1. Pantycelyn (minute 50.1)

The University had received the final lump sum offer from the preferred contractor overnight. This offer was now being reviewed by AECOM, as the institution's cost consultants. Where required, further value engineering would be undertaken over the next fortnight to ensure that the project could be achieved within the £16.5m budget approved by Council at its last meeting.

2. University Farms (minute 51.2)

The Vice-Chancellor was hopeful that the longer-term strategy for the University Farms could be considered during the next cycle of meetings. However, it was recognised that the draft strategy may need to be delayed until autumn 2019 due to competing priorities.

3. The other updates provided in the decisions log.

## **68. DECISIONS TAKEN BETWEEN MEETINGS**

RECEIVED

Report by the University Secretary (COU1819-103).

NOTED

1. The report detailed the instances since the last Council meeting when matters had been approved by members via correspondence.
2. The matters approved by members via correspondence were:
  1. the submission of a Fee and Access Plan 2020–21 to HEFCW; and
  2. the University's Annual Equality Report for 2017–18.

## **69. CORRESPONDENCE**

The University Secretary had not received any correspondence which had not already been drawn to the attention of members.

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

RECEIVED

Report by the Vice-Chancellor (COU1819-104).

NOTED

1. The report consisted of three key parts: a highlight report; key planning considerations and an update on student recruitment; and a communications report.
2. The Vice-Chancellor had recently returned from China, where a delegation from the University had met with partner institutions and agents. The visit had been positive, and had laid the ground for increased recruitment from that country. Similar visits were now being planned later in the year to Malaysia and Vietnam.
3. Members congratulated Prof Iain Donnison on his appointment as Head of IBERS following an external recruitment process. An update was also provided on the process to recruit a new Head of Law and Criminology.
4. Members discussed the latest student recruitment forecasts for the September 2019 intake, and the conversion activities which were now underway. While new recruitment initiatives – including those to increase the number of international students – had been launched recently, evidence from other institutions in Wales suggested that the full benefits of such new initiatives were only realised in the longer term.
5. As part of ongoing efforts to comply with the requirements of the General Data Protection Regulation (GDPR), since November 2018, the University had been requiring staff to complete eLearning modules on GDPR and Information Security. Completion rates for these modules were being reported to GCC, where members had expressed concern that there were low levels of participation in the training in some departments.
6. While steps continue to be taken to ensure staff complete the mandatory GDPR training, the completion rates suggested a wider cultural indifference within parts of the institution to training and continuous professional development. This would be further

considered by the new Director of Human Resources and Organisational Development once in post, including mechanisms which could be introduced to ensure that staff complete any mandatory training (**ACTION:** Director of Human Resources and Organisational Development).

## **RESOLVED**

7. That all Council members be enrolled and required to complete the eLearning modules on GDPR and Information Security (**ACTION:** University Secretary).
8. That a strong message be issued by the Vice-Chancellor on behalf of the Council on the importance of completing the required GDPR and Information Security eLearning modules as a matter of priority (**ACTION:** Vice-Chancellor).

## **71. REPORT BY ABERYSTWYTH UNIVERSITY STUDENTS' UNION**

RECEIVED

Report by the AberSU President (COU1819-105).

NOTED

1. The report provided an update on developments at AberSU since the last meeting of the University's Council.
2. Member congratulated the AberSU Officer Team on winning the National Union of Students Wales Officer Team of the Year 2018–19.

## **72. HEALTH AND SAFETY UPDATE**

RECEIVED

Report by the Health, Safety and Environmental Manager (COU1819-106).

NOTED

1. In response to the request at the previous Council meeting that the reporting of matters relating to health and safety to the governing body be reviewed, future updates of this nature would be presented separately on the agenda rather than as part of the Vice-Chancellor's report.
2. The report summarised the fuller update on health and safety which had been presented to GCC on 14 March 2019.
3. The Vice-Chancellor suggested that the University work towards designating its campuses as 'smoke free' areas. This was supported by Council, and this proposal would now be progressed as appropriate (**ACTION:** Vice-Chancellor).

## **73. FINANCIAL MATTERS**

1. Financial Update

RECEIVED

Report by the Assistant Director of Finance, Mark Godsell, incorporating a summary of financial performance for Quarter 2 2018–19 (COU1819-107).

NOTED

The report set out the University's financial performance as at the end of Quarter 2 2018–19, together with an update on relevant key variables. A fuller iteration of the report had been considered by the Resources and Performance Committee (RPC) on 14 March 2019.

2. Sustainability Implementation Plan

RECEIVED

Report from the Director of Finance and Corporate Services; the Director of Change Strategy; Assistant Director of Finance Mark Godsell; and Management Accountant, Mark Davies (COU1819-108).

NOTED

1. The report provided an update on the savings made to date against the Sustainability Implementation Plan (SIP) targets; the financial factors influencing delivery against the targets; and the risk mitigation put in place.
2. In response to the request at the previous Council meeting, the report also provided assurances that the revised structures being implemented align with the institutional strategy and proposed sub-strategies.
3. Following consideration of the various five-year financial forecast scenarios at the RPC meeting on 24 January 2019, the report set out how a potential budgetary deficit in 2019–20 under the worst-case scenario could be addressed through a combination of growth and further efficiencies.

**RESOLVED**

4. That a short report be prepared, once the SIP is formally completed, to review how the SIP was implemented, whether the original targets were met, and lessons to be learned for the future (**ACTION:** Vice-Chancellor).

3. Pentre Jane Morgan Nominations Agreement

RECEIVED

Report by the Head of Residences and Residential Development (COU1819-109).

NOTED

1. An initial review of the Nominations Agreement between 'Pobl' and the University with respect to Pentre Jane Morgan was undertaken in 2018. This review had highlighted the need for more detailed negotiations between both parties, and had now lead to a final position paper being developed.
2. The understandings now reached as a result of these negotiations, including the financial consequences for the University through clarifying aspects of the original Nominations Agreement, were set out in the report.
3. Members were assured by the Director of Finance and Corporate Services that the understandings reached with 'Pobl' represented good value for money for the University. It was also confirmed that the University had been advised by its legal representatives in relation to this matter.

**RESOVLED**

4. To approve the final position set out in the report, which would be translated into a Deed of Variation to the Nominations Agreement and executed by both parties (**ACTION:** Director of Estates, Facilities and Residences; and Head of Residences and Residential Development).

4. Revolving Credit Facility

RECEIVED

Report by the Director of Finance and Corporate Services (COU1819-110).

NOTED

1. Following Council's resolution of 08 February 2019 to formally confirm the previous decision to procure a Revolving Credit Facility (RCF), a request was received by the lender to include Aberystwyth Innovation and Enterprise Campus (AIEC) Ltd as a party to the RCF agreement.
2. This last-minute request had necessitated further negotiations, both with the lender, and with the Biotechnology and Biological Sciences Research Council (BBSRC) as the other shareholder in AIEC Ltd. This had resulted in a meeting of the AIEC Ltd Board on 05 April 2019 where it had been formally agreed that the subsidiary company become a party to the RCF agreement.
3. Members considered and discussed the latest iterations of the documents which were appended to the Director of Finance and Corporate Services' report. It was confirmed that typographical errors and missing information would be completed prior to their execution.

**RESOLVED**

4. To confirm the previous decision to procure a RCF, and approve the formal resolution required by the lender, as per the separate minute in Appendix 1 (**ACTION:** Director of Finance and Corporate Services).

## 74. STRATEGIC MATTERS

1. Strategic Plan 2018–23 Key Performance Indicators

RECEIVED

Report by the Head of Planning (COU1819-111).

NOTED

The report presented current data points for the 10 non-financial Key Performance Indicators (KPIs) which had been agreed by Council on 23 March 2018.

**RESOLVED**

That the University Executive consider the target for staff cost as a percentage of income, with a view to revising it to be in line with the latest value for the sector in Wales, as published by HEFCW in March 2019 (**ACTION:** Head of Planning).

2. Student Recruitment and Marketing Strategy

RECEIVED

1. Report by Director of Marketing and Student Recruitment, incorporating a draft Marketing and Student Recruitment Strategy and Action Plan (COU1819-112);

2. Presentation on 2019 UCAS Exhibitions (COU1819-129); and
3. Prospectuses for 2019 and 2020 undergraduate entry (COU1819-130 and COU1819-131).

#### NOTED

4. A new Marketing and Student Recruitment Strategy was being developed to provide clarity and direction to the University's activities in this respect. Designed to complement the institution's Strategic Plan 2018–23, the draft Strategy would better outline the institution's approach to student recruitment in future. The draft Strategy also focused on the development of messages and content, rather than the means of delivery.
5. Members discussed the contents of the draft Strategy and accompanying Action Plan in detail – particularly the intention to increase recruitment activity outside of Wales and ensure that there is a good return on investment on all recruitment activity.
6. A restructure of the University's Marketing and Student Recruitment functions was underway. This institution's international activity had been included within this process. Proposals included the creation of a new role to focus on market intelligence, which would enable the University to better respond to changing demand to study various subject areas.
7. Members welcomed the redesign of the University's prospectus, which had adopted a revised approach to how the institution is portrayed to prospective students. In particular, the prospectus for 2020 entry provided increased information on course content and modules offered. This reflected the steps taken to clarify the University's portfolio in response to the advice previously procured from The Knowledge Partnership.
8. More recently, the University had commissioned an analysis of application and enrolment data by DataHE. This had concluded that the University was atypical because distance from home was not a determining factor for those applying to study at the institution.
9. One of the first objectives once the draft Strategy had been approved would be to further develop the institution's brand proposition, which would guide how the University promotes itself to groups including applicants, parents, and other stakeholders. A copy of the brand proposition would be shared with Council once developed (**ACTION:** Director of Marketing and Student Recruitment).
10. At the last Council meeting, members had requested that a short note be produced outlining how the advice received from external consultants was informing the University's student recruitment, marketing, and other activities. While this had to a large extent been discussed in the context of this agenda item, the requested note would be presented to the next Council meeting (**ACTION:** Vice-Chancellor; and Director of Marketing and Student Recruitment).

#### RESOLVED

11. To approve the Marketing and Student Recruitment Strategy (**ACTION:** Director of Marketing and Student Recruitment).

#### 75. OLD COLLEGE

RECEIVED

Report from the Director of Welsh Language and External Engagement (COU1819-113).

NOTED

1. The report outlined a draft business plan for a refurbished Old College, and related key considerations; as well as providing an update on construction costs. The report had been considered in detail at the RPC meeting on 14 March 2019.
2. On 28 June 2019, Council would be invited to consider the final business plan for the project, which would be a key element of the proposed submission to the Heritage Lottery Fund as part of the second round of the funding process. While all the required match-funding would not be in place by that Council meeting, members emphasised the need to have a good indication of the likelihood of meeting the fundraising targets.

## **76. APPOINTMENT OF INDEPENDENT MEMBERS TO COUNCIL**

RECEIVED

1. Report by the University Secretary (COU1819-115); and
2. Further report by the University Secretary on the outcome of the meeting held with an individual who had applied to become a Council member (COU1819-128).

NOTED

3. There were currently two vacancies for Independent Members to serve on Council. It was proposed that Fiona Sharp – who had been serving on the Audit, Risk and Assurance Committee (ARAC) since 01 August 2018 – be appointed to one of the vacancies.
4. The second vacancy had been advertised externally, with individuals with experience of higher education, Welsh language and culture, and marketing, encouraged to apply. The applications received had been considered, and a structured conversation held at the University on 11 April 2019 with one of the applicants. The outcome of this meeting had since been endorsed by GCC members.
5. While the University did not intend to seek external references for the candidates since on this occasion they were already known to the institution in various capacities, this would be included as part of future recruitment processes for Independent Members to serve on the Council.

**RESOLVED**

6. To approve the appointment of Fiona Sharp to the governing body, for a three-year term commencing 01 May 2019 (**ACTION:** University Secretary).
7. To approve the appointment of Meri Huws to both the Council and GCC, for a three-year term commencing 01 May 2019 (**ACTION:** University Secretary).

## **77. APPOINTMENT OF PRO CHANCELLOR**

RECEIVED

Report by the University Secretary (COU1819-116).

NOTED

1. In accordance with Council's resolution of 26 November 2018, the process to appoint a Pro-Chancellor had commenced on 19 December 2018. A role description had been

made available via the University's governance website and circulated widely, with nominations invited by 18 January 2019.

2. On 24 January 2019, a Selection Committee had been convened to consider the nominations received. The report set out the process followed, and the name of the individual being recommended for appointment.

RESOLVED

3. That Emeritus Professor Elan Cross Stephens be appointed as Pro-Chancellor for an initial three-year period from 01 January 2020 (**ACTION:** University Secretary).

## **78. TRADE UNION RECOGNITION AGREEMENT**

RECEIVED

Report by the University Secretary (COU1819-117).

NOTED

1. While implementing the revised Council sub-committee structure during the summer of 2018, the need to make consequential amendments to the Recognition Agreement in place between the University and the recognised Trade Unions had been identified.
2. Revisions had consequently been developed to update references to committees, as well as clarifying how the University's representatives on the Joint Consultative and Negotiating Committee (JCNC) are appointed.
3. The proposed revisions had been considered at a JCNC meeting held on 20 February 2019, alongside further changes which had been proposed by Trade Union representatives. The iteration of the Recognition Agreement as appended to the report reflected all of the changes endorsed at that JCNC meeting.
4. The proposed revisions had also been considered by GCC on 14 March 2019 where members had recommended that the revised Trade Union Recognition Agreement be approved by Council.

RESOLVED

5. To endorse the proposed revisions to the Recognition Agreement (**ACTION:** University Secretary).

## **79. STUDENTS' UNION CODE OF PRACTICE**

RECEIVED

Report by the University Secretary (COU1819-118).

NOTED

1. The University is required to have a Code of Practice in place to clarify the way it discharges its responsibilities under the Education Act 1994 Part II in relation to any Students' Union at the University.
2. Following discussions between the University Secretary and the Chief Executive of Aberystwyth University Students' Union – partly in response to the restructure of the University's senior team and key governance committees – a series of minor amendments were being proposed to the Code of Practice. These revisions were set out in the report.

3. The proposed revisions had also been considered by GCC on 14 March 2019 where members had recommended that the revised Students' Union Code of Practice be approved by Council.

#### **RESOLVED**

4. To approve the proposed revisions (**ACTION:** University Secretary).

### **80. FORMAL APPOINTMENT OF EXTERNAL AUDITORS FOR THE YEAR ENDING 31 JULY 2019**

#### RECEIVED

Report by Assistant Director of Finance Nansi George (COU1819-119).

#### NOTED

1. Following a procurement exercise in 2018, KPMG had been awarded a three-and-a-half-year tender for the provision of External Audit services. Council was nevertheless required to formally appoint the External Auditor on an annual basis.
2. The report had been considered by the Audit, Risk and Assurance Committee (ARAC) on 15 March 2019 where members had recommended that Council formally agree the appointment of the External Auditors.

#### **RESOLVED**

3. To formally appoint KPMG as External Auditors for the year ending 31 July 2019, at the fee set out in the report (**ACTION:** University Secretary).

### **81. ITEMS FOR INFORMATION**

#### RECEIVED

Members received reports on the following for information:

1. Summary Corporate Risk Register (COU1819-120);
2. Documents affixed with the Common Seal (COU1819-121);
3. Annual report on academic appeals and student complaints (COU1819-122);
4. Annual summary of public complaints received (COU1819-123); and
5. Annual summary of matters dealt with under the public interest disclosure; anti-bribery; and counter-fraud and malpractice policies (COU1819-124).

#### NOTED

6. Annual report on academic appeals and student complaints

Clarity would be sought over why there had been slight increases in certain types of appeals received, with an update provided to members at the next Council meeting (**ACTION:** Pro Vice-Chancellor (Learning, Teaching and Student Experience)).

7. The contents of the reports presented for information.

### **82. REPORTS FROM SUB-COMMITTEES**

#### RECEIVED

A composite report comprising the following (COU1819-125);

1. Governance and Compliance Committee (14 March 2019);
2. Resources and Performance Committee (14 March 2019);
3. Audit, Risk and Assurance Committee (15 March 2019);
4. Senate (27 March 2019); and
5. Pro-Chancellor Selection Committee (24 January 2019).

NOTED

6. The reports received from the sub-committees.

## APPENDIX 1 – REVOLVING CREDIT FACILITY MINUTES

### Minutes of the COUNCIL meeting held at 10:00 on 12 APRIL 2019, at the Executive Boardroom, Visualisation Centre.

Present: Dr Emyr Roberts, Chair of Council (Chair); Ms Gwerfyl Pierce Jones, Deputy Chair of Council; Professor Elizabeth Treasure, Vice-Chancellor; Mr George Ashworth; Mrs Samantha Blackie; Dr Hazel Davey; Ms Anne Davies (via Skype); Mr Richard John; Ms Anna Wyn Jones, UMCA President; the Rt Hon Elfyn Llwyd; Mr Ian MacEachern (via Skype); Ms Kath Williams; Prof Robin Williams; and Prof Reyer Zwiggelaar.

In attendance Mr Stephen Forster, Director of Finance and Corporate Services; Mrs Jean Jones, Head of the Vice-Chancellor's Office; Mrs Esther Prytherch, Head of Communications and Public Affairs; Mr Geraint Pugh, University Secretary; Ms Helen Baird, AdvanceHE; Mr Robin Halley, Director of Student Recruitment and Marketing; and Ms Trish McGrath, Chief Executive, AberSU.

Apologies for absence had been received from Mr Bruce Wight, AberSU President; and Prof Tim Woods, Pro Vice-Chancellor (Learning, Teaching and Student Experience).

#### A1. REVOLVING CREDIT FACILITY

##### NOTED

1. On 06 July 2018, the Council had given its preliminary approval for the University to procure a Revolving Credit Facility ('RCF') on behalf of the governing body.
2. Terms for the provision of the RCF by National Westminster Bank plc ('Lender') had now been negotiated.
3. A copy of the final draft of an agreement under which the Lender would provide the RCF to the University ('RCF Agreement') had been circulated to all Council members with the papers connected with the meeting, together with a report summarising the terms of the RCF Agreement which had been prepared by the University's solicitors, Michelmores LLP. The report noted, among other things, that it was a requirement of the Lender making the RCF available to the University that the University's subsidiary company, Aberystwyth Innovation and Enterprise Campus Limited ('AIEC'), would guarantee the obligations of the University under the RCF Agreement.
4. Stephen Forster, Director of Finance and Corporate Services, who had negotiated the terms of the RCF Agreement with the assistance of Michelmores LLP, invited comments and queries from the Council members on the terms of the RCF Agreement. The Council members confirmed that they had reviewed the RCF Agreement and the report prepared by Michelmores LLP and understood and were satisfied with the terms of the RCF Agreement.
5. The Council members considered the implications for the University of entering into the RCF Agreement.
6. The Council members also considered that, as a shareholder of AIEC, the University was required to give its consent to the entry by AIEC into the guarantee obligations which would be imposed on AIEC as a consequence of AIEC entering into the RCF Agreement.

##### ADVISED

7. Following consideration of the terms of the RCF Agreement and its implications for the University, that the entry by the University into the RCF Agreement facility be formally approved:

- 7.1. the terms of, and the transaction contemplated by, the RCF Agreement and any ancillary or related documents (including, for the avoidance of doubt, a resolution of the members of AIEC approving the entry by AIEC into the RCF Agreement):
    - 7.1.1. be and are approved; and
    - 7.1.2. are in accordance with and do not contravene the University's constitutional documents or any law or other obligation of the University and, in particular, no limit on the powers of the University to borrow money would be exceeded by the University entering into or performing its obligations under the RCF Agreement,  
  
and that the University execute and deliver the RCF Agreement and any ancillary or related documents;
  - 7.2. the performance by the University of its obligations under the RCF Agreement be and is approved;
  - 7.3. the seal of the University be affixed to the RCF Agreement by the Clerk to the Council and the affixing of such seal be authenticated by:
    - 7.3.1. any two Council members; or
    - 7.3.2. any one Council member and the Clerk to the Counciland in doing so may agree and approve any amendments made to the RCF Agreement after the holding of this meeting;
  - 7.4. any Council member and/or the Director of Finance and Corporate Services be and is authorised to sign and/or dispatch or deliver all other documents, notices and certificates to be signed and/or dispatched or delivered by the University (not requiring to be sealed) under or in connection with the RCF Agreement; and
  - 7.5. each Council member and the Director of Finance and Corporate Services be severally authorised to do any act, matter or thing, and to execute and deliver any document as they may deem necessary or desirable to be done or executed in connection with the financing to be provided to the University or the RCF Agreement and to approve any amendments (whether or not material) or complete any details in relation to the RCF Agreement or any other document referred to in these resolutions (including additional parties), that approval being conclusively evidenced by the execution or signature of the relevant document.
8. The Clerk to the Council was requested to make the necessary entries in the register of sealings.