

COUNCIL

Minutes of the meeting held at 13:00 on 27 APRIL 2020, via Microsoft Teams.

Present: Dr Emyr Roberts, Chair of Council (Chair); the Rt Hon Elfyn Llwyd, Deputy Chair of Council; Professor Elizabeth Treasure, Vice-Chancellor; Professor Tim Woods, Pro Vice-Chancellor (Learning, Teaching and Student Experience); Mr George Ashworth; Mrs Samantha Blackie; Dr Hazel Davey; Ms Anne Davies; Mr Tomos Ifan, UMCA President; Ms Meri Huws; Mr Richard John; Mr Ian MacEachern; Mr Dhan Ramnatsing, AberSU President; Mrs Fiona Sharp (until minute 71); Mr Mark Tweed; Ms Kath Williams; Professor Sir Robin Williams; and Professor Reyer Zwiggelaar.

In attendance: Mr Stephen Forster, Director of Finance and Corporate Services; Mrs Jean Jones, Head of the Vice-Chancellor's Office; Mr Geraint Pugh, University Secretary; Mr Steve Thomas, Head of Communications and Public Affairs; and Mr Nicholas Rogers, Director of Human Resources and Organisational Development (for minutes 63 to 67).

57. MATTERS RAISED BY THE CHAIR

1. Covid-19

1. Since the last meeting, two conference calls had been held for Council members on the institution's response to the Covid-19 pandemic – on 30 March and 09 April 2020. There would be a further update during the meeting on more recent developments, primarily as part of the Vice-Chancellor's report.
2. The Chair, as Chair of the Chairs of Universities Wales (ChUW), reported on a recent online meeting between ChUW members and HEFCW. This had provided an appropriate opportunity to discuss each institution's response to the Covid-19 pandemic. A further meeting was now being arranged for ChUW members with the Minister for Education, Kirsty Williams AM.

2. Meeting Conduct

1. A draft Estates Strategy had been due to be presented to Council at the current meeting. In light of current circumstances, the Chair had requested that discussion of the draft Strategy be postponed until the Council's next meeting on 10 July 2020.
2. In order to ensure an effective online meeting, members had been asked to provide advance warning should they wish to discuss any item marked with an asterisk on the agenda. There have 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.
3. The Chair encouraged members to engage in a full discussion, as would normally be the case were the meeting not held online. A short guidance note had been

circulated to members in advance of the session on best practice during online meetings.

4. It would not be possible to provide a simultaneous interpretation service for the current meeting. However, where a member contributes to the meeting through the medium of Welsh, the comments would be summarised by the translator in English once the original speaker had concluded their remarks.

3. Condolences

Sympathies were expressed following the deaths of:

1. Abbi Andreou, a second-year student at the Business School;
2. Sir John Houghton, Honorary Fellow of the University;
3. Aneurin Rhys Hughes, Honorary Fellow of the University; and
4. Gwydion Morris, a second-year student at the Department of Computer Science.

4. Student Deaths

The deaths of the two students were subject to Coroner's Inquests, and the University was following the usual procedures in that respect. The Vice-Chancellor would update Council members once the relevant inquests had been held (**ACTION:** Vice-Chancellor).

5. Council Member Recruitment

1. The process to recruit new Independent Members to the Council was underway. The intention was to agree a shortlist of candidates on 19 May 2020, with interviews to be held on 01 June. Given current circumstances, it was likely that this timetable would now change.
2. Where interviews could be held before the end of July 2020, Council would be asked to approve recommended appointments by correspondence. Alternatively, the possibility of agreeing short extensions to the terms of those members who were due to step down from Council on 31 July could be considered.

58. CONFLICTS OF INTEREST

NOTED

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

59. MINUTES OF THE PREVIOUS MEETING

RECEIVED

Minutes of the meeting held on 14 February 2020 (COU1920-100).

RESOLVED

That the minutes be confirmed as a correct record.

60. 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 (COU1920-101).

NOTED

1. Vice-Chancellor's Report (minute 47.4)

The Vice-Chancellor advised that, following the last Council meeting, she had taken steps to confirm that since 2016, no Non-Disclosure Agreements (NDAs) had been signed by the University outside of normal redundancy arrangements.

2. The other updates provided in the decisions log.

61. DECISIONS TAKEN BETWEEN MEETINGS

RECEIVED

Report by the University Secretary (COU1920-102).

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 by members via correspondence were:

- 1. Annual Equality Report 2018–19, for publication on the University's website by 31 March 2020; and**
- 2. Strategic Equality Plan 2020–24, for publication on the University's website by 31 March 2020.**

3. The matter approved by the Chair of Council on behalf of the governing body was:

- 1. The University's application to HEFCW for a 2021–22 Fee and Access Plan, on the recommendation of the Fee and Access Plan Working Group.**

62. CORRESPONDENCE

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

63. VICE-CHANCELLOR'S REPORT

RECEIVED

Report by the Vice-Chancellor (COU1920-103).

NOTED

1. The report consisted of three key parts: a highlight report; report from Senate; and a communications report.
2. The higher education sector had been encouraged by UK and Welsh governments to access the general financial support schemes which had been made available by the UK Treasury in response to the Covid-19 pandemic. The University was therefore furloughing relevant staff. In the first instance, the University would be topping up the amount received from the UK Treasury to ensure that all affected employees receive 100% of their usual salary.
3. The construction sector was being allowed to continue working during the current UK-wide lockdown, as long as appropriate social distancing is ensured on building sites. The University's capital projects were therefore progressing, with only minor delays as a result of external factors.
4. Applications and firm acceptances from students for September 2020 entry remained strong, and there had been a considerable number of applications to live in Pantycelyn since the booking system opened on 01 April 2020. Members queried whether some students may decide to defer the start of their university studies as a result of the Covid-19 pandemic. While this was possible, it was unclear what those students would be able to do in the interim since travel and employment opportunities may be limited.
5. The University Executive was working through potential scenarios for the start of the next academic year. Council members would be involved in this process as appropriate. This scenario planning exercise would enable communications to take place with applicants and current students at an appropriate time.
6. The institution was also working closely with the Hywel Dda Local Health Board and Ceredigion County Council to establish what social distancing and testing regime may be required, as and when the University resumes activity on campus, to provide confidence to students, their parents, staff and the local community.
7. Members thanked the Vice-Chancellor for the detailed update, and offered every support to her and the University Executive as they lead the institution's response to the Covid-19 pandemic.

64. FINANCIAL UPDATE

RECEIVED

Report by Director of Finance and Corporate Services, Stephen Forster (COU1920-106).

NOTED

1. The report set out the forecast financial impact of the Covid-19 pandemic on the finances of the University for the financial year to 31 July 2020, and the potential impacts on the budget and planning assumptions for the 2020–21 financial year, which had been developed prior to the onset of the pandemic.
2. Members discussed the report in detail, and in doing so were advised that a typographical error in the report had meant that the estimate loss of commercial income was 10 times higher than what was actually being forecast.

3. The achievement of the recurrent financial savings targeted as part of the Sustainability Implementation Plan (SIP) meant that the University is in a stronger position than some of its competitors. Enough cash flow cover was being forecast for the short term, and the institution was in discussion with NatWest with respect to the Revolving Credit Facility. Initial responses from the bank appeared supportive.
4. While the University had modest insurance cover for notifiable diseases, the insurer did not believe a claim could be made unless there had been an instance of Covid-19 on campus, and additional costs incurred as a result.
5. Members queried whether the recent falls on the stock markets would have implications for the institution's investments and endowment funds. The University was not anticipating any need to disinvest funds at present, and it was therefore hoped that values would recover slightly in the medium-term. A prolonged fall in the value of investments would also have implications for the deficits of the various pension funds in which the institution participates, which could lead to higher deficit recovery payments in due course.
6. The Finance department would consider the financial implications of the various scenarios being modelled by the University Executive, although it was highly likely that additional costs would be incurred during the coming academic year. While the University already had the ability to deliver some online teaching, a prolonged period of social distancing would require further investment in this area.
7. Clarity on any government financial support for the sector was expected over the coming weeks, and would inform the development of the University's draft budget for 2020–21, which was due to be presented to the next Council meeting for approval.

65. HEALTH AND SAFETY UPDATE

RECEIVED

Report by the Health, Safety and Environmental Manager (COU1920-104).

NOTED

1. The report provided a summary update on health and safety activity, drawing on aspects of the fuller report presented to the Governance and Compliance Committee (GCC) on 19 March 2020, and with a particular focus on the health and safety aspects of the institution's response to the Covid-19 pandemic.
2. Recent events had highlighted the importance of having well-developed business continuity arrangements in place. The Vice-Chancellor advised Council that a comprehensive business continuity plan had been agreed by the University Executive during November 2019, and was essential in guiding the institution's response to the current Covid-19 pandemic. A report on the University's business continuity arrangements would be presented to the next meeting of GCC (**ACTION:** Health, Safety and Environmental Manager).

66. REPORT BY ABERYSTWYTH UNIVERSITY STUDENTS' UNION

RECEIVED

Report by Aberystwyth University Students' Union (AberSU) (COU1920-105).

NOTED

1. The report provided an update on developments at AberSU since the last meeting of the University's Council.
2. While AberSU and UMCA had held several successful events during early March 2020, those due to be held more recently had been cancelled due to the UK lockdown in response to the Covid-19 pandemic. AberSU had since been exploring opportunities to hold virtual events for students.
3. The AberSU and UMCA presidents welcomed the close working between the University Executive and AberSU in developing the provisions which had recently been put in place to support students during the pandemic. Students were reporting that they were being supported by the University and academic departments, and this was welcomed by Council members.
4. AberSU had concerns that some local private landlords were being unreasonable with student tenants during the lockdown. Council members expressed their support for the steps being taken by AberSU to ensure that student tenants are aware of their rights during this unprecedented period.

67. SUSTAINABILITY IMPLEMENTATION PLAN: WASH-UP REPORT

RECEIVED

Report by the Director of Human Resources and Organisational Development (COU1920-107).

NOTED

1. The SIP had commenced in April 2017, and was designed to deliver strategic improvements in three strands: change efficiencies, with a target of £11.4m in recurrent savings; developing a strategic vision; and delivering the longer-term strategic plan for the University. At its meeting on 14 February 2020, Council had agreed to formally close the SIP programme now that the financial targets had been achieved.
2. In line with good practice, a 'lessons learned' review had been undertaken in relation to the SIP, with input sought from key constituencies including Council members, and trade union representatives. The findings were reflected in the report, and these were discussed by members.
3. The report had been considered by GCC on 19 March 2020 where members had suggested some revisions in relation to maintaining Welsh-medium academic provision, and to better outline the feedback from trade unions in the overall summary. A revised iteration had been since been produced for consideration by Council.
4. The initial SIP was already in development by the time the Vice-Chancellor took up her post at the University, although she had been able to shape the vision statement which guided the direction of the SIP. That vision had since been built upon as part of the institution's Strategic Plan 2018–23, which would guide the next phase of the institution's development.
5. The actions being proposed in response to the 'lessons learned' review were already being progressed through other existing initiatives. Further reporting on these actions would be undertaken in the context of those initiatives, and not the SIP. [The Vice-](#)

[Chancellor confirmed, in response to a query, that this vision also captured the University's ambitions in terms of immediate size and shape.](#)

6. The Director of Human Resources and Organisational Development had recently published a peer-reviewed article in the Association of University Administrators (AUA) journal on his experience of leading the SIP in his previous role as Director of Strategic Development. Members suggested that this peer-reviewed article could form the basis of a further article on the findings of the 'lessons learned' review exercise.

68. GOVERNANCE IN WALES: ACTION PLAN

RECEIVED

Report by the University Secretary (COU1920-108).

NOTED

1. On 19 February 2020, Gillian Camm's independent review of Governance in Wales (*A review of Governance of the Universities in Wales*) had been published, along with the sector's unanimous response (in the form of a *Governance Charter for Universities in Wales* and a *Commitment to Action* plan).
2. In response to the recommendations made in the Camm report, and the sector's *Commitment to Action* plan, the University Secretary had prepared an initial draft of an Aberystwyth University action plan. The Chair of Council and the Vice-Chancellor had been consulted as part of developing this initial draft, and feedback had also been sought from the chairs of the key Council sub-committees.
3. The proposed action plan had been considered by GCC on 19 March 2020. While welcoming the sector-wide approach, GCC members had cautioned that experiences in other sectors suggested that adopting a principles-based *Governance Charter* at a national level could make demonstrating compliance at an institutional level more challenging. The Chair of Council confirmed that the sector was comfortable with such an approach.
4. Members discussed the proposed University-level action plan and welcomed the detailed work undertaken to date. The proposals that all Independent Members on Council serve in future for terms of 'four and up to four years'; and the reintroduction of the Nominations Committee were of particular note.

RESOLVED

5. To adopt the Aberystwyth University action plan as currently drafted, with updates on its implementation submitted biannually to GCC (**ACTION:** University Secretary).

69. SAFEGUARDING POLICY

RECEIVED

Report by the Pro Vice-Chancellor (Learning, Teaching and Student Experience); and the Deputy Director of Human Resources (COU1920-109).

NOTED

1. A brand-new Safeguarding Policy had been produced to replace the existing policy, which was now quite dated. As well as reflecting the University's current structure, the draft Policy also took account of recent legislative developments. The draft had been subject to extensive consultation, including with trade union representatives.
2. The draft Safeguarding Policy had been considered by GCC on 19 March 2020, where members had recommended that it be approved by Council subject to a minor revision to include an individual's rights with respect to the Welsh-language under 'Policy Aims'. The draft Policy had since been revised accordingly.

RESOLVED

3. To approve the draft Safeguarding Policy, subject to a revision to highlight the need for individuals to obtain research ethics approval prior to undertaking any research which may have safeguarding considerations (**ACTION:** Deputy Director of Human Resources).

70. REPORTING SERIOUS INCIDENTS TO THE CHARITY COMMISSION

RECEIVED

Report by the University Secretary, incorporating a draft Framework for the reporting of Serious Incidents to the Charity Commission (COU1920-110).

NOTED

1. As a registered charity, the University is required to report serious incidents to the Charity Commission. The University Secretary had therefore been working to develop a Framework – to be agreed by Council – which would provide guidance as to which serious incidents to be reported.
2. Two iterations of the proposed Framework had been presented to GCC, on 07 November 2019 and 19 March 2020. The latter iteration had been developed with reference to the experience of another university in Wales in interacting with the Charity Commission on serious incident reporting, and the advice of the University's own legal advisors.
3. On 19 March 2020, GCC members had recommended that the iteration of the Framework as presented to that meeting should be approved by Council.

RESOLVED

4. To approve the proposed Framework for the reporting of Serious Incidents to the Charity Commission (**ACTION:** University Secretary).

71. KEY PERFORMANCE INDICATORS

RECEIVED

Report by the Head of Planning (COU1920-111).

NOTED

1. The report presented current data points for the Key Performance Indicators (KPIs) which had been agreed by Council to monitor the delivery of the institutional Strategic Plan.

2. Revised targets were also proposed for some KPIs in response to the feedback received from Council at its previous meeting.

RESOLVED

3. To approve the revised targets as proposed in the report (**ACTION:** Head of Planning).

72. APPOINTMENT OF EXTERNAL AUDITORS

RECEIVED

Report by the Director of Finance and Corporate Services (COU1920-112).

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 03 April 2020 where members had recommended that Council formally agree the appointment of the External Auditors.

RESOLVED

4. To formally appoint KPMG as External Auditors for the year ending 31 July 2020, at the fee set out in the report (**ACTION:** Director of Finance and Corporate Services).

73. INVESTMENTS COMMITTEE MEMBERSHIP

RECEIVED

Report by the University Secretary (COU1920-113).

NOTED

1. At its meeting on 15 November 2019, the Investments Committee had agreed to recommend to Council that a student representative is reinstated in the membership of the Investments Committee. The proposed amendment to the Committee's terms of reference to enable this addition was set out in the report.
2. In common with the vacancies for student members on the other governance sub-committees, AberSU would be invited to nominate one of their sabbatical officers to serve.

RESOLVED

3. To approve the proposed addition to the Investments Committee's terms of reference (**ACTION:** University Secretary).

74. ITEMS FOR INFORMATION

RECEIVED

Members received reports on the following for information:

1. Summary Corporate Risk Register (COU1920-114);
2. Annual Welsh Language Monitoring Report (COU1920-115);
3. External Examiner Reports for 2018–19 (COU1920-116);
4. Unacceptable Academic Practice 2018–19 (COU1920-117);
5. Annual Report on Complaints, Appeals and Final Reviews (COU1920-118); and
6. Documents affixed with the Common Seal (COU1920-119).

NOTED

7. The contents of the reports presented for information.

75. REPORTS FROM SUB-COMMITTEES

RECEIVED

A composite report comprising the following reports (COU1920-120):

1. Governance and Compliance (19 March 2020);
2. Resources and Performance Committee (19 March 2020);
3. Senate (01 April 2020); and
4. Audit, Risk and Assurance (03 April 2020)

NOTED

5. The reports received from the sub-committees.