COUNCIL

Minutes of the meeting held at 13:00 on 7 JULY 2025, in the Dialogue Centre, Visualisation Building.

Present: Meri Huws, Chair of Council (Chair); Professor Jon Timmis, Vice-Chancellor; Dr Paul Bevan; Professor Sarah Davies; Kate Eden; Kylie Evans; Nanw Maelor, Welsh Culture Officer and UMCA President; Professor Angela Hatton, Pro Vice-Chancellor (Research, Knowledge Exchange and Innovation); Dr Aloysius Igboekwu; Millie Hackett, Undeb Aberystwyth; Dan Richards; Arwel Thomas; Mark Tweed; Jane Usherwood; Claire Vaughan; Yusuf Ibrahim; and Rhuanedd Richards, online.

In attendance: Julie Archer, Acting Head of Governance; Simon Crick, Chief Financial Officer; Jean Jones, Head of Vice-Chancellor's Office; Sharon Lilley, Director of Human Resources and Organisational Development; and Dr Gwawr Taylor, University Secretary and Director of Welsh Language;

Apologies for absence were received from Professor Simon Green and Steve Thomas, Director of Communications and External Relations.

57. MATTERS RAISED BY THE CHAIR

1. Congratulations

The Chair congratulated Paul Bevan on his recommendation as the Cabinet Secretary for Education's preferred candidate as Chair of Qualifications Wales Board.

2. The Committee of University Chairs (CUC) has launched a major review of its Higher Education Code of Governance. The Chair of Council has been asked to sit on the steering group, representing the Chairs of Wales.

58. CONFLICTS OF INTEREST

Regarding item 8.4 on the agenda, Jane Usherwood will be joining the AUPAS board of trustees as Council's representative. Two pension scheme beneficiaries declared their interest.

59. MINUTES OF THE PREVIOUS MEETING

RECEIVED

Minutes of the meeting held on 16 May 2025 (COU2425-100).

Members noted that, for clarity, item 52.2 should refer to 'staff recruitment'.

RESOLVED

The minutes were confirmed as an accurate 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 (COU2425-101).

NOTED

1. Members noted the updates against the open and closed actions.

2. Actions with July target dates have all been completed. Work is progressing on the remaining two.

61. CORRESPONDENCE

1. <u>NSS Follow up process 2025</u>

   RECEIVED

   Letter from Simon Pirotte, Chief Executive of Medr (COU2425-102) setting out the changes to the follow-up process for the NSS 2025, aimed at reducing the burden on institutions and in recognition of the current transition period.

   NOTED

   1. Members noted the correspondence

62. CHAIR OF COUNCIL (Agenda item 9.7)

The Chair left the meeting and Rhuanedd Richards chaired this item

RECEIVED

Report by Dr Gwawr Taylor, University Secretary and Director of Welsh Language (COU2425-116).

NOTED

1. Meri Huws was appointed as Chair from 1 January 2024. The Chair is normally appointed for a term of four years, but it had been agreed at the Chair's request to review the position in summer 2025.

2. From the feedback through the review process, and the Council self-assessment process, she is doing an excellent job as Chair and has been influential externally on a national level, as well as in Aberystwyth.

3. The recommendation from Nominations Committee was that she continue until 31 July 2027. This is shorter than the 4 years normally served by a Chair but recognises that she would have served 8 years as a Member of Council by 2027. This would provide stability and continuity as the University navigates important strategic developments and gives an opportunity to appoint a new Chair and to ensure a smooth handover process.

RESOLVED

4. Members unanimously approved the recommendation.

The Chair returned to the meeting

63. COUNCIL MEMBERSHIP (Agenda item 9.1)

RECEIVED

Report by Dr Gwawr Taylor, University Secretary and Director of Welsh Language (COU2425-110)

NOTED

1. The recent governance effectiveness review included the following recommendation: 'continue to broaden diversity across Council membership at every opportunity to recruit to Council and its committees'. The recommendation was agreed by Council in March 2025 and noted that it should be highlighted as a continuous action over the next few years as Council members' terms came to an end.

2. Nominations committee considered the membership and discussed some of the skills gaps on Council. Key considerations were individuals with significant CEO-level experience, particularly with a background in education. Diversity in its broadest sense was also a key consideration following the governance review recommendation accepted by Council. The skills and diversity matrix would also be considered across Council and the sub-committees, looking at opportunities to develop talent and elements of succession planning.

3. To improve transparency of process and to reflect the agreed recommendation from the Governance review, Nominations Committee also recommended to Council the formalisation of the process for extending membership for a second term. It was noted that there remained an element of flexibility, where Nominations Committee may recommend to Council that members serve for a second term if there was a specific justification. This may be linked to a particular skillset, or any other considerations that would have an impact on Council's effectiveness.

4. Nominations Committee recommended to Council that an open recruitment process should be undertaken for one Council member, and co-opted members of the sub-committees.

5. Members noted that it may not always be appropriate to have an open recruitment process, if there is a member whose skills and contribution Council is keen to retain. Members also noted that although attendance is important, contribution during meetings and more generally should be the key consideration.

6. As terms of reference and membership of committees are being reviewed, further consideration has been given to the non-academic staff members on Council sub-committees. RPC and GCC specifically include '1 non-academic staff member' in the membership. These two committees include members of staff who have been elected to Senate as non-academic staff members. They are not Council members and have not been elected to Council. The other sub-committees note '1 staff member (appointed from amongst the Senate and Non-academic Staff members on the Council or the governance committees)'. Nominations Committee recommended to Council that the

staff members who have been elected to Council are allocated a sub-committee according to their skills and expertise.

7. Members noted the desire to change the term 'non-academic staff member' to 'professional services staff member'. This is currently under discussion at Executive level to understand any potential implications, before a formal proposal is submitted to Council.

RESOLVED

8. To recognise the importance of a support mechanism around the process of consideration for a second term, and to be clear to all current and new members that it is not an automatic open recruitment process.

9. Members voted to approve the recommendation concerning Council membership, with one abstention.

10. Members approved the recommended changes to sub-committee staff membership.

64. VICE-CHANCELLOR'S REPORT

1. Vice-Chancellor's Report

RECEIVED

Report by Professor Jon Timmis, Vice-Chancellor (COU2425-103).

NOTED

1. The report comprises three key sections: a highlight report; a student recruitment and planning report; and a communications report.

2. The Vice-Chancellor reported their appearance, alongside Welsh counterparts, at the UK Government Welsh Affairs Select Committee. The focus of the sessions were the current challenges facing the higher education sector in Wales.

3. The upcoming open day has around 1900 registrations, 500 more than last year. The Vice-Chancellor gave thanks to all staff for their work in this area.

4. All professional service reviews are under way, with all at different stages. There has so far been one compulsory redundancy, approximately 120 people taking voluntary severance. There are potentially 25 redundancies.

5. Members sought clarification around lower opportunities for student employment and officers confirmed that the recruitment concern relates to job opportunities for students during term time, rather than employability post-graduation.

6. Members noted how valuable it is to read about the many great things happening across the institution.

7. The Vice-Chancellor reported the appointment of the new Chief Marketing Officer, who will join the University on 29 September.

RESOLVED

8. Members noted the report and agreed to return to the subject of employability and employment options at future meetings [**ACTION:** University Secretary].

65. OLD COLLEGE

RECEIVED

Presentation by Professor Anwen Jones, Pro Vice-Chancellor; and Jen Wolowic, Dialogue Centre Principal Lead

NOTED

1. Confirmation has been received from the Welsh Government Regeneration Office that they have approved Youth Zone funding in this year's funding.

2. Officers noted that the project is moving from 6 fundraising zones to 7 operational units. Members were reassured that discussions were ongoing internally around moving to the operational phase.

3. [redacted]

4. Members noted their desire to engage in further discussion around priorities for the building.

5. It was noted that the hotel is not the only business element, and that there needs to be clarity about what are the criteria for success.

RESOLVED

6. Members asked for further detail on what the University has committed to in terms of the funding obligations. [**ACTION:** Pro Vice-Chancellor, Education and Student Experience]

7. To retain the option of convening a special online meeting of Council before October if necessary [**ACTION**: University Secretary to liaise with the Pro Vice-Chancellor on potential dates].

66. FINANCIAL MATTERS

1. <u>Management Accounts update</u>

   RECEIVED

   Presentation by Simon Crick, Chief Finance Officer (COU2425-104).

   NOTED

1. The University's approved budget for 2024-25 is a £3.0m deficit. Due to favourable movements at Q3, the forecast outturn is £2.8m deficit. Confidence in delivery of the budget has increased since Q2, though delivery of the £2.8m deficit forecast still requires a significant programme of savings before year-end. The slightly favourable variance is principally driven by identifying most of the savings, plus vacancy control for the last quarter.

2. The cash position is ahead of plan, with a forecast increase in cash days held at year end against plan from 18 to 22 days (target 60 days). The year-to-date is very positive.

3. There is a timing lag on utility costs which will feed into the fourth quarter. On the basis of work done so far, officers are not expecting any other delayed costs. There may be HR-related provisions, but these would not be significant.

4. Discussions at RPC had looked at the cash position, including questions around consumables, which carry a significant saving – and whether that introduces any risks around operational delivery.

5. An update on the farms review confirmed that the structure and staffing are now in place. Overtime has been reduced as it was almost as much as the salary bill. Officers are looking at adding costs for farm use into grant costing. It was noted that ARAC have been monitoring the farms and that the Farm Manager gave a very well-received presentation around risks and opportunities.

6. Members noted that the student hardship fund has almost been exhausted and questioned whether that is significant. Officers noted that there will always be a higher spend earlier in the year, but that service redesign is being looked at as part of the professional services review.

7. It was noted that gearing is less than was budgeted. This is primarily a timing issue as funds expected to be received by the University in April were not received until May.

8. The revolving credit facility (RCF) with NatWest was agreed in January 2024 and the University is required to submit quarterly returns. When Q2 data was submitted in late March, officers flagged a concern over the Q3 position because of accommodation receipts falling into Q4. The bank accepted that that was an anomaly. [redacted]

9. Figures were submitted to the bank on 27th June and the University asked for a waiver, as the position was based only on timing. The bank has confirmed today that the waiver has been approved. This will need to be noted in our year-end accounts. Members questioned the need to report if the bank has agreed to the waiver. Officers confirmed it is a condition of the contract that we must report it.

10. For clarity going forward, there is a need to formalise the meetings with the bank, with full covenant analysis in each quarter, rather than the current high-level analysis. [**ACTION**: Chief Financial Officer]

11. Officers noted the single point of failure and that this will be addressed in the professional services review, providing appropriate resource and expertise to support the Chief Financial Officer. It was noted that the restructure of the Finance team will improve understanding of finance reporting and costing across the university.

12. Chairs of ARAC and RPC were grateful for the early notification of what is a technical failure of one of the six metrics of the covenant. It was noted that conversations with the bank have been positive, and that the current position is obviously positive. The bank has had the detail of budgets for next year.

RESOLVED

13. Members approved the report.

2. <u>Budget for 2025-26, and Financial Forecasts to outyears to 2029-30</u>

RECEIVED

Report by Mr Simon Crick, Chief Financial Officer (COU2425-105).

NOTED

1. RPC had noted that the budget pushes the breakeven point back a year but that had already been discussed in Council. Members had questioned whether the 2% inflation assumption was reasonable or too low. The University is not too exposed, so it was thought to be a reasonable figure. The model is realistic, but there is stretch in there as well. RPC were happy to recommend both elements.

2. Re-phasing of the repayment of charitable funds was the second element of the proposal. The repayment profile makes us tight on cash liquidity, so the proposal is to delay until 2026-27 (the new breakeven point) and repay over a longer period. There are risks the University is carrying in terms of necessary investment in the physical and digital estate.

3. Discussions included identifying funding for the capital programme, forecasted student numbers, and the methodology used for setting the budget. Officers noted that there has been greater analysis than last year, and that the University is now applying the same tests used by both Medr and KPMG.

4. Officers noted that a detailed investment plan for the digital and physical estate is being drawn up and is expected to be completed by October. [**ACTION:** Chief Financial Officer]

RESOLVED

5. [**ACTION**: Chief Financial Officer] to provide a breakdown showing AUPAS repayments to Council's representative on the AUPAS Board of Trustees.

6. To approve the budget.

7. To approve the revised repayment plan.

3. Disposal of Llanbadarn Campus

RECEIVED

Report by Dr Tim Macy, Estate and Space Planning Manager (COU2425-106).

NOTED

1. An offer [redacted] has been received [redacted]

2. The Chair of RPC confirmed that that committee received a verbal update, and that this paper to Council contains greater detail. RPC agree with the strategic fit of the offer.

3. Members noted the defined period of due diligence, but emphasised the need for specific items in that, but also the option to accelerate the timescale if appropriate.

4. [redacted]

RESOLVED

5. Members approved the proposal to accept the offer [redacted].

6. Members agreed to delegate authority to RPC for questions and to the Vice-Chancellor to sign the Heads of Agreement.

4. Update on Aberystwyth University Pension Assurance Scheme (AUPAS)

RECEIVED

Report by Mathew Clarke, Tax and Investments Manager (COU2425-107).

NOTED

1. The Aberystwyth University Pension Assurance Scheme (AUPAS) is a defined benefit scheme for non-academic staff and was closed to new members and future accrual in March 2015. The scheme's recent triennial valuation was as of 1st August 2023, with the next scheduled for 1st August 2026. The Trustees of the scheme are seeking to amend the schedule of contributions to allow certain projects to be funded directly from the scheme assets, to ensure that the projects meet the statutory deadlines without putting pressure on the University's cashflow.

2. The estimated scheme funding position has been identified as worse than previously reported. This is due to the final salary link being maintained as long the employee remains employed by the University and irrespective of any promotion to a USS graded role, which the actuary has confirmed has not been included in their valuation assumptions. This does not have an immediate impact;

the funding position will be recalculated in full as of 1st August 2026 and recovery plan negotiated. The University's contributions are, however, likely to rise.

3. Members noted that they would have expected this issue to have been picked up sooner, either by the University or by the pension trustees. It was confirmed that the issue has been identified as eligible pensioners are submitting their claims.

4. Members noted that on the journey to become a more transparent organisation, it is inevitable that historic issues will be identified. Members asked whether it is possible to capture the fact that the University is seeking to identify issues and then to proactively address them.

RESOLVED

5. Members noted the impact of the USS salary link and recent investment performance and approved the proposed amendments to the AUPAS recovery plan.

5. <u>Fferm Penglais NPV update</u>

RECEIVED

Report by Mr Stephen Harrison, Interim Head of Operations, Finance Department (COU2425-108).

NOTED

1. The Fferm Penglais project was approved based on an original financial model forecasting an overall project net present value (NPV) of £13.3m. This forecast was based on an annual uplift of 2.5% per annum for both income and project costs.

2. An annual percentage increase to student rents at Fferm Penglais in excess of RPI should result in an increase to the forecast overall NPV of the project, whereas an increase below RPI should result in a reduction to the forecast overall NPV of the project.

3. Members noted student hardship and that we endeavour to keep pace with inflation to mitigate any potential impact on students.

4. Members noted the overall favourable project NPVs (£6.8m) compared to the financial model.

5. Strategic decisions relating to hall fee uplifts for 2024-25 and 2025-26 have aligned income to project costs, underlining the impact of fee uplifts keeping pace with inflation where possible.

RESOLVED

6. To agree that future rent increases match or exceed forecast inflation unless there is a clear and demonstrable strategic or business need preventing this.

6. Deed of Variation

RECEIVED

Report by Maria Ferreira, Operations Manager and Stephen Harrison, Interim Head of Operations, Finance Department (COU2425-109).

NOTED

1. The published fee for Pentre Jane Morgan in 2024-25 was based on a 7% uplift whereas, based on the contractual formulaic uplift, this should have been 13.5%. There is, therefore, an ongoing shortfall compared to the contractual position of 3.5%.

2. The Deed of Variation proposes that this is corrected in 2025-26 by adding an uplift premium of 3.5%, with a reversion to the contractual position from 2026-27 and until the end of the agreement.

RESOLVED

3. Members approved the deed of variation and authorised the use of the University seal to uplift the rental rates at Pentre Jane Morgan for 2025-26.

67. GOVERNANCE MATTERS

1. Review of Governing Documents

RECEIVED

Report by Dr Gwawr Taylor, University Secretary and Director of Welsh Language; (COU2425-111).

NOTED

Ordinances

1. GCC agreed following a workshop in 2023-24 that policies should be consolidated to improve clarity for staff. Several HR policies are written into Ordinance, which would require Council approval for any changes. It was felt that such a level of oversight was not necessary for all policies, where any changes would need to be seen and agreed by the Executive, GCC and Council, as well as the Trade Unions.

2. Statutes stated that Ordinances shall set out disciplinary procedures to be followed for Staff and students. Officers propose that two high-level procedures remain written into Ordinance – one each for staff and students – but that the others are removed and delegated to the Vice-Chancellor and the Executive to manage and oversee.

3. Members questioned the need for retaining a disciplinary ordinance [**ACTION**: University Secretary to seek legal advice as to whether the disciplinary element needs to be in statute/ordinance].

4. As discussed in item 63, Nominations Committee is proposing to Council changes to the term of office and reappointment process. The revised wording

incorporates these changes to include the skills matrix and diversity report for Council and sub-committees.

Charter and Statutes

5. During a recent review of the Charter and Statutes, it has been identified that the Statutes had not been amended to reflect the changes to Council Members' terms, as agreed in 2020. This change needs Privy Council approval, which can be a lengthy process. GCC agreed that it is sensible to take this opportunity to review the Statutes in full.

6. The proposal is to delete the provision for co-opted membership of Council, but to retain co-opted members for sub-committees. Members have not been co-opted to Council for several years and such membership could create an imbalance given that they would not be Trustees, and blurred lines as to their responsibilities and level of accountability.

7. Members noted that co-opting members onto sub-committees is a good way of developing new Council members.

8. Members also discussed whether there is a desire to increase the number of members on Council from 18. The University Secretary noted that the Camm Review recommends keeping the size of governing bodies below 22 members.

Court

9. A discussion had taken place within the University about Court. How Court should be run is not specified, which provides flexibility, and we believe that this annual stakeholder engagement event is a good thing and is not onerous.

RESOLVED

10. To retain the current number of Council members

11. To amend the Statutes to reflect the approved four-year term on Council. [**ACTION:** The University Secretary will contact the Privy Council according to the Privy Council Office Guidance].

12. To retain Court, as an important tool in stakeholder engagement.

2. Aber Trading Ltd

RECEIVED

Report by Chris Heidt, Commercial Manager, RBI, (COU2425-111).

NOTED

1. The University has two subsidiary companies to channel non-charitable knowledge exchange activities. One, Aber Trading, is currently running at a loss due to high auditing fees and running costs, and it is therefore proposed to dissolve the company and to transfer any assets into Aber Business Consultancy Ltd.

2. Members questioned whether there are any tax implications in the company's dissolution and transfer of assets.

RESOLVED

3. To approve the proposal to dissolve Aber Trading, pending assurance that there are no tax implications. [**ACTION:** Commercial Manager, RB&I]

3. <u>Revisions to the Undeb Aberystwyth Relationship Agreement.</u>

RECEIVED

Report by Dr Gwawr Taylor, University Secretary and Director of Welsh Language; and Trish McGrath, Undeb Aberystwyth (COU2425-113).

NOTED

1. Medr requires that universities and students' unions enter into a Relationship Agreement, which should be endorsed by the institution's Governing Body, reviewed annually ahead of the new academic year, and signed by the incoming Student Officers.

2. No significant changes are being proposed to the current Relationship Agreement. Paragraph 4 has been amended slightly to say that the University will 'engage', instead of 'consult', which better reflects the nature of the relationship and ways of working.

3. GCC recommends the agreement to Council for approval.

RESOLVED

4. Members approved the agreement

4. <u>Outcome of Council Effectiveness Survey</u>.

RECEIVED

Report by Julie Archer, Acting Head of Governance and Helen Davies, Governance Officer (COU2425-114).

NOTED

1. The response rate showed an increase on the previous year, with responses being predominantly positive. Officers noted that the issues identified are all things to which solutions are being, or have recently been, put in place.

2. The process of measuring effectiveness across Council and sub-committees will be reviewed over the summer.

RESOLVED

3. Members noted the report.

5. Paying University Governors

RECEIVED

Report by Dr Gwawr Taylor, University Secretary and Director of Welsh Language (COU2425-115).

NOTED

1. Discussions are ongoing at a Wales and UK level, although it was noted that the context is slightly different in England and payment packages are in place in some universities, at least for Chairs. In Wales, it remains the position that governing body members can claim reasonable expenses and are not remunerated for attendance at meetings.

2. GCC had been asked to recommend to Council that no change is introduced at this point with regard to remuneration. The University Secretary will continue to keep a watching brief in light of sector discussions.

RESOLVED

3. Members approved the recommendation that no change is made regarding remuneration of University Governors.

68. REPORT BY UNDEB ABERYSTWYTH

RECEIVED

Verbal Report by Millie Hackett, Undeb Aberystwyth President and Nanw Maelor, Welsh Culture Officer and UMCA President.

NOTED

1. July marks a fresh start and the new full-time officers are in their 5th day in the roles. Much of their time to date has been spent in pan-Wales training. A more detailed update will be provided at the October meeting of Council.

2. The UMCA President noted that they are fortunate to be able to build on a great foundation from their predecessor. They visited Bangor last week and had good discussions with Bangor, Swansea and Cardiff, including around the challenges of Welsh-medium accommodation.

3. The officers noted that clarifying and enhancing the relationship between UMCA and the Union, and the importance of real employment opportunities for students as key priorities.

RESOLVED

4. Members noted the report and welcomed the SU officers to their first full meeting of Council.

69. ABERSU ANNUAL REPORT TO SENATE

RECEIVED

Report by Kim Bradick, Deputy Registrar (COU2425-118)

NOTED

1. The report went to Senate but is presented to Council for members to note.

RESOLVED

2. Members noted the report

Jane Usherwood left the meeting

70. CORPORATE RISK REGISTER

RECEIVED

Report by Helen Eustace, Head of Planning and Sarah Taylor, Head of Strategic Development (COU2425-119)

NOTED

1. Following discussions at ARAC the University Executive have proposed a revised approach to risk management. This provides a strategic focus on organisational risk and operational focus on delivery risks.

2. The University Risk Register has been developed to align with the new University Strategy and Plans. For each plan, a list of risks to the success of the plan has been identified by the risk owner and these will be managed as separate operational risks for each plan. The aim of the Corporate Risk Register is to mitigate against risks which will prevent us from achieving the aims of our strategic plan.

3. The list of risks revealed several common areas of concern which were considered to constitute significant enough levels of risk to be included on the organisational strategic register (finances, data and staffing). To these were added the main risks arising from each of the plans. Discussions by the Executive around a new list of strategic risks are ongoing.

4. Changes are being made to the way risks are scored and articulated which should make it easier for colleagues. Ways of integrating the operational risks with the corporate register are under review.

5. Members discussed the proposals, noting the difficulty of de-escalating broadly written risks, and seeking clarity around what would need to be true in order to be able to de-escalate particular risks.

6. Members noted they thought it appropriate to have a culture risk at the highest level, both during and post-transformation programme.

7. With the example of the Old College project, consideration should be given as to whether that risk triggers another risk. With aggregate risks, it is important to have appropriate controls in place.

8. Officers noted that what is important to the Executive from a risk perspective may not be the same as what is important to Council. There is a difference, for example, between a risk register and a board assurance framework.

RESOLVED

9. Members approved, noting the aim of reaching a point where risks and the process of their management are not agreed by Council.

71. DOCUMENTS AFFIXED WITH THE COMMON SEAL

RECEIVED

Report by Helen Davies, Governance Officer (COU2425-120)

NOTED

Members noted the two documents to which the seal had been affixed since the last meeting, namely the agreement with Chawton House and USS, and the AUPAS deed.

72. REPORTS FROM SUB-COMMITTEES

NOTED

Chairs of the sub-committees noted that the primary issues had been discussed and considered during the meeting.

73. ANY OTHER BUSINESS, MEETING REVIEW, AND FUTURE BUSINESS

The next meeting will be held in the afternoon of 7 October 2025, preceded by a strategy session in the afternoon of 6 October and morning of 7 October.

The Chair thanked members of Council and sub-committees whose terms have come to an end.

The Chair also thanked members of the Executive and their teams.

Meeting concluded at 17:10