COUNCIL MEMBERS' HANDBOOK

2022–23

Governance Department
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The information contained in this handbook was correct at the time of publication.

Any changes approved over the course of the academic year will be reflected on Aberystwyth University's Governance website – https://www.aber.ac.uk/en/corporate-information/governance. Consequential changes of a minor nature may be introduced without reference to an approving body.

A new version of this handbook will be produced on at least an annual basis.

This document is also available in Welsh. / *Mae'r ddogfen hon hefyd ar gael yn y Gymraeg.*

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ABERYSTWYTH UNIVERSITY – AN INTRODUCTION

HISTORY

As the first University College in Wales, Aberystwyth has a long and distinguished tradition of teaching and research, and our establishment in the 19th century is one of the great stories of pioneering achievement in modern Welsh history.

Led by London Welshman Hugh Owen, a small group of patriots sought from the 1850s onwards to raise enough money by public and private subscription to establish a college of university status in Wales. A project of enormous ambition, the University opened its doors in 1872 initially with a handful of teachers and just 26 students in what was then a half-finished hotel building ('the Old College') on the seafront.

The first decade presented many challenges for the University's survival. The generosity of a few individual benefactors and organised appeals for support from the ordinary people of Wales kept the University in being, and perhaps more importantly, deeply rooted it in the minds and the affection of the Welsh people. A matter of considerable pride is that the University has made a significant contribution to the education of women, being one of the first institutions to admit female students.

In 2022, the University Celebrates its 150th Anniversary. We look forward to celebrating that milestone with all our communities including Council and Council Committee members.

THE UNIVERSITY TODAY

Since those early days, Aberystwyth University has gone from strength to strength and now has more than 6,000 students and 2,000 staff. As the institution grew, its main campus moved from Old College on the seafront to Penglais Hill. This finely landscaped site enjoys spectacular views over the historic market town of Aberystwyth and the Cardigan Bay coastline. New buildings, including major arts and science developments, halls of residence, a magnificent Arts Centre and sports facilities are located here.

The Vice-Chancellor and the University Executive manages the institution on a day-to-day basis as per the strategy approved by Council as the University's governing body.

2018–23 STRATEGIC PLAN

On 23 March 2018, Council formally approved Aberystwyth University's 2018–23 Strategic Plan.

For this five-year period, the University has set itself five core objectives as part of a Strategic Plan which is both ambitious and realistic: emphasising our commitment to excellent education, student experience and research with impact.

Electronic copies of the 2018–23 Strategic Plan can be downloaded at: http://www.aber.ac.uk/en/strategicplan/. The Governance Department can also arrange paper copies for Council members upon request.

CHARTER, STATUTES AND ORDINANCES

Aberystwyth University, founded in 1872, is a chartered institution whose Royal Charter was first awarded in 1889, and currently functions under its most recent Supplemental Royal Charter as revised in 2018. The University is also a registered charity (number 1145141).

The University meets its many obligations and accountabilities through the following governance structure:

1.   The Charter defines the objects, powers and officers of the University, and principles such as the power to teach and examine.

2.   The Statutes comprise the rules concerning statutory bodies, members and officers of the University institution.

3.   The Ordinances concern how the University is governed within the general framework of the Charter and Statutes.

Any proposals to revise the Charter and Statutes need approval from the Privy Council. However, Aberystwyth University's Council can itself approve changes to the Ordinances.

GOVERNANCE AND COMMITTEE STRUCTURE

Council, as Aberystwyth University's governing body, and Senate, being the body responsible for academic governance, are both supported by a number of sub-committees.

While the number of committees which report to Council and Senate have been greatly reduced over recent years, the governance and committee structure is continually reviewed to ensure that the most appropriate structure is in place to meet changing demands.

The academic sub-committee structure which reports up to Senate was reorganised for the 2018–19 academic year in order to put a greater emphasis on academic quality and enhancement.

A copy of the governance committee structure can be found in the appendices.

ABERYSTWYTH UNIVERSITY'S COUNCIL

INTRODUCTION

In accordance with Aberystwyth University's Supplementary Royal Charter, the Council is "the supreme governing body of the University" and is "determining the University's strategic direction and for the conduct of the University's financial, administrative and other affairs, in accordance with its objects". It has the custody and regulates the use of the University's common seal, and the Council's constitution, powers and functions are provided by Statute.

STATEMENT OF PRIMARY RESPONSIBILITIES

Aberystwyth University's Council has adopted a Statement of Primary Responsibilities, which has been incorporated into Ordinance. A copy of this Ordinance can be accessed at: https://www.aber.ac.uk/en/corporate-information/governance.

KEY INDIVIDUALS

Chair of Council
The Chair is responsible for the leadership of Council and its meetings, ensuring that Council discusses those issues which it needs to discuss and that it works effectively, in line with University's governing documents and any procedures laid down for the conduct of Council business. Additionally, the Chair must have a constructive and challenging working relationship with the Vice-Chancellor. While both their roles are distinct, the relationship must be mutually supportive and incorporate the required checks and balances.

Externally, the Chair represents the Council at meetings of the Committee of University Chairs (CUC) and the Chairs of Universities Wales (ChUW).

Deputy Chair of Council
The Deputy Chair of Council is the governing body's Senior Independent Member – a role which includes providing a sounding board for the Chair of Council to sense check the effectiveness of governance arrangements and serving as an intermediary for the other Council members where necessary. The Deputy Chair also chairs the Remuneration Committee.

Where a vacancy occurs for a Deputy Chair of Council, Council shall invite nominations with a view to elect an individual already serving on Council as an independent member.

Vice-Chancellor
The Vice-Chancellor is the chief academic, administrative and accounting officer of the University, with general responsibility to the Council for maintaining and promoting the efficiency and good order of the University. The Vice-Chancellor is responsible for the executive management of the University on a day-to-day basis, and is thereby responsible for implementing Council decisions, for consulting with staff and students as appropriate, and presenting proposals to the Council. The Vice-Chancellor is also the University's 'Accountable Officer' and is responsible for ensuring that the terms of the Financial Management Code between the University and the Higher Education Funding Council for Wales (HEFCW) are met and that that public funds are used for the purposes for which they have been allocated.

An appointment to the role of Vice-Chancellor is made by Council on the recommendation of a Committee of Selection established to consider suitable candidates.

Deputy Vice-Chancellors
The Royal Charter allows for the appointment of one or more Deputy Vice-Chancellors by Council, who shall perform such functions as the Vice-Chancellor may delegate to them. At present, Council has not appointed any individuals to this role.

Pro Vice-Chancellors
The Council can appoint Pro Vice-Chancellors – the number of which shall be determined by Council on the

recommendation of the Vice-Chancellor. They are appointed for an initial term of office of up to five years (the first year being probationary). The Vice-Chancellor may recommend to the Council an extension to the term of office of a Pro Vice-Chancellor at any point during their term, subject to a maximum possible term of eight years. Pro Vice-Chancellors shall perform such functions of the Vice-Chancellor as shall be delegated to them by the Vice-Chancellor.

Clerk

The role of Clerk to Aberystwyth University's Council is appointed by the Council itself and is undertaken by the University Secretary. The Clerk has a key role in ensuring the efficient conduct of Council business: he / she works closely with the Chair and the Vice-Chancellor, gives independent advice to all members of Council, and must alert Council members should they be in danger of exceeding their powers or acting in contravention of the governing documents. The Clerk also ensures that all documentation provided for members of the governing body are concise and appropriate.

The University Secretary has oversight of the governance committee structure as well as undertaking the role of clerk to all key governance committees.

MEMBERSHIP

The membership of Council is defined in Statute 5, with members derived from six different categories:

1.   Ex officio Members (The Chair of Council, the Deputy Chair of Council, the Vice-Chancellor, and one of the Deputy Vice-Chancellors or Pro Vice-Chancellors).

2.   Student Members (Two students elected from and by the Students' Organisation).

3.   Independent Members (Up to nine members, not being members of the staff, appointed by the Council in accordance with the Ordinances).

4.   Senate Members (Up to two members of academic staff elected by and from the Senate).

5.   Staff Members (One member elected by and from the staff other than the Academic Staff).

6.   Co-opted Members (Such other individuals (not being members of staff, students, nor student representatives of the University) as may be co-opted by the Council. Co-opted members shall not be entitled to vote at meetings of Council and shall not be registered as Trustees of the University).

The University's Statutes define Independent Members as those individuals who are not members of staff or students at the University. This category also includes the following ex-officio members of Council: Chair of Council, and Deputy Chair of Council. Independent Members are required to be in the majority for meetings of Council and a number of key sub-committees to be quorate.

All Council members have equal status on the governing body and are registered as Trustees of the University unless otherwise noted.

The Council's membership for the 2022–23 academic year can be found at: http://www.aber.ac.uk/en/corporate-information/governance/.

STANDING ORDERS

The Council's Standing Orders were reviewed during the 2019–20 academic year. The current version can be accessed at: https://www.aber.ac.uk/en/corporate-information/governance.

REVIEW OF COUNCIL EFFECTIVENESS

The Committee of University Chairs' 2014 Higher Education Code of Governance recommends that governing bodies "adopt an approach of continuous improvement to governance, in order to enhance their own effectiveness and provide an example to institutions about the importance of review and evaluation".

Consequently, the code states that "reviews must be conducted at least every four years with, as a minimum, an annual summary of progress towards achieving any outstanding actions arising from the last effectiveness reviews".

A Governance Effectiveness Review was last undertaken during the 2018–19 academic year by AdvanceHE. The Council, via the Governance and Compliance Committee, is currently working through the recommendations raised by AdvanceHE.

THE ROLE OF A COUNCIL MEMBER

The following section outlines various policies and principles to which members of Aberystwyth University's Council should adhere.

CULTURE AND EXPECTED BEHAVIOURS

The Nolan Principles of Public Life

The 'Nolan Principles' code of practice has been written with regard to the seven principles of public life identified by the Nolan Committee in their First Report on Standards in Public Life in May 1995 and subsequently endorsed by Government. Aberystwyth University actively promotes and strives to adhere to the principles set out below and expects all of its Council members, officers and staff to do the same.

The Seven Nolan Principles

1.   Selflessness: Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

2.   Integrity: Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

3.   Objectivity: In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for awards or benefits, holders of public office should make choices on merit.

4.   Accountability: Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

5.   Openness: Holders of public office should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

6.   Honesty: Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

7.   Leadership: Holders of public office should promote and support these principles by leadership and example.

Conduct

Members must not bring the Council nor the University into disrepute and shall be mindful that comments made publicly (including via social media) could be perceived as being expressed on behalf of the governing body.

Where appropriate, the University's Statutes include provision for the removal of a Council member should there be grounds for doing so. The member in question is entitled to make representations should such a process be held.

Independence

All members should provide a creative contribution to the Council by providing independent oversight, strategic guidance and constructive challenge to executive management.

In particular, members must not allow themselves to be captured or unduly influenced by the vested interests of others associated with the University such as executive or middle management, or trade unions. Members need to be able to challenge effectively and constructively and they cannot do so if they have a vested interest in a matter under discussion.

Commitment

As a condition of their appointment, Members commit to attending all Council meetings, and meetings of any sub-committees on which they additionally serve, except where exceptional or unforeseen circumstances prevent their attendance. Where practicable, arrangements may be made for Members to participate remotely in meetings.

Compliance with Policies

Council members are advised to familiarise themselves with some of Aberystwyth University's key policies and procedures. Some of these – such as the Public Information and Disclosure Policy and policies on Equality and Diversity – relate directly to the duties of Council members and have been included in the appendices.

A comprehensive list of Aberystwyth University's policies and procedures can be found at: https://www.aber.ac.uk/en/corporate-information/policies/.

CONFLICTS OF INTERESTS OR LOYALTIES

Aberystwyth University is a publicly funded body to which the highest standards of accountability and probity apply.

Register of Interests

To ensure that, as far as possible, no conflicts of interest or loyalties – actual or perceived – arise, the institution maintains a Register of Interest for all staff and members of the University's governing body and sub-committees.

Any personal interest – financial or otherwise – which is likely (or would, if publicly known, be perceived as being likely) to interfere with an individual's judgement should be declared to the University. It is advisable to err on the side of caution when deciding whether to declare an interest. All declarations are recorded in the Register of Interests.

All Council and sub-committee members are asked to declare any interests they may have at the start of their term. All members are also asked to review their declarations on an annual basis. However, any changes in personal circumstances that could materially affect the previous declaration should be reported immediately. The University's reasonable expectation is that the information provided is up to date and correct, and it the individual's responsibility to inform the University of any changes.

All declarations of interests made by members of the Council and its sub-committees are open to public inspection, and that a summary version of the Register of Interests for such individuals is published on the University's Governance website (https://www.aber.ac.uk/en/corporate-information/governance).

Other opportunities to declare interests

Regardless of whether a conflict of interest or loyalty has been previously declared, at the start of each meeting, individuals should proactively identify and inform other members of any specific item on which their interests – whether or not previously declared to the University – may have a bearing.

Any unforeseen conflict of interest or loyalty that has arisen during a meeting should be declared as soon as possible during that meeting.

Where required by the meeting Chair, an individual may be asked not to take part in the relevant discussion or decision-making or leave the meeting at the appropriate point.

In all cases where a conflict has been identified at a meeting, the minutes of the discussion will record the process that has been followed and the level of participation that has been permitted.

Individuals should seek written approval from the Chair of Council prior to engaging in any new external activity or business development which may have a bearing, either direct or indirect, on the work of the University.

Subsidiary Companies

From time to time, the University may appoint a Council or sub-committee member to act as a director of one of the University's subsidiary companies, to represent the University's interests as a member or shareholder of that company.

In such cases, the individual may be seen to have a conflict of loyalty and they should declare this conflict in the University's Register of Interests.

A University-appointed director also has a statutory duty under company law to be proactive and to avoid a situation where they have, or could have, a direct or indirect interest which conflicts, or possibly may conflict, with the company's interests.

Occasionally the duties a university-appointed director owes to the University may conflict with the duties that they owe to the company. If a university-appointed director is unsure about whether a particular situation amounts to a conflict of interest, they should discuss the matter with the Clerk to the Council and, where applicable, the subsidiary company secretary.

Exceptionally, legal advice may be sought, and a university-appointed director may be required to step down as a director where the conflicting duties cannot be managed to the benefit of both the University and the company.

Acceptance of Gifts and Hospitality
The receipt of a gift while performing official duties raises an issue of ethical conduct if the acceptance of the gift or hospitality places an individual in a real or apparent conflict of interest situation. In this context, the most significant feature of any gift or hospitality is its extrinsic value. Any value above that which is nominal (£25) may be perceived to suggest an ulterior motive.

The safest approach is to allow only the receipt of gifts or hospitality valued at a nominal amount. Other gifts or hospitality offered must normally be declined unless there are good reasons why it would be inappropriate to do so.

All gifts, whether declined or accepted, must be entered into a Register of Gifts & Hospitality. In the case of members of the University Council, gifts should be recorded in the Register held by the Vice Chancellor's Office. This can be arranged via the Clerk.

Further guidance on the acceptance of gifts is available in the Aberystwyth University Handbook of Financial Procedures (https://www.aber.ac.uk/en/finance/regs-procedure/).

Members will be contacted by the Secretary's office near the start of each academic year with a request to complete and return all declarations.

CORPORATE DECISION MAKING

Council should exercise its duties in a corporate manner, with decisions being taken collectively and members acting as one body. Members should not act individually, as representatives of a single constituency, or in informal groupings when taking decisions on Council business.

Those members nominated by particular constituencies should not act as if delegated by the groups they represent. Further, no member of Council should be bound, when speaking or voting, by mandates given by others.

Council members are required to adopt an appropriately strategic perspective to act in the best interests of the institution as its governors and trustees.

Members must therefore recognise the proper separation between governance and management at the University. In particular, Independent Members must take care not to become involved in the day-to-day executive management of the institution; and Staff and Student Members must be mindful of the important role they play as Council members, in addition to the other responsibilities they have within the institution.

Role as a Charity Trustee
Aberystwyth University is a registered charity, and members of the University's Council are normally listed as charity trustees. The Clerk to the Council updates the details of the University's charity trustees with the Charity Commission on an annual basis.

Charity trustees are responsible for directing the University's affairs and ensuring that it is solvent, well-run, and deliver the charitable objectives. The six main duties of a trustee are:

- Ensure the charity is carrying out its purposes for the public benefit;
- Comply with the charity's governing document and the law;
- Act in the charity's best interests;
- Manage the charity's resources responsibly;
- Act with reasonable care and skill; and
- Ensure the charity is accountable.

Further information can be found in the Charity Commission publication *The Essential Trustee: What you need to know, what you need to do*.

Council members are required to declare on an annual basis that they are 'Fit and Proper' persons and remain eligible to serve as a charity trustee.

Personal Liability
In line with the principle of corporate decision making, Council members are not individually liable for the University's actions (e.g. debts or contractual obligations), unless they are made personally liable because of their involvement in a breach of trust.

It is rare for a Council member, as a Charity Trustee, to be made personally liable for their actions since the law generally protects those trustees who have acted reasonably from the consequences of honest mistakes. A breach of trust would occur when a trustee acts contrary to the Charter, Statutes and Ordinances, or when he / she fails to perform his / her duties as a trustee.

Governors', Directors' and Officers' Liability insurance is in place. However, this policy does not cover any claims directly or indirectly arising out of any actual dishonest, fraudulent or malicious acts of any persons covered by the insurance policy. This cover is arranged and reviewed by the University's Finance Department.

Health and Safety

As the legal employer the University's Council has, and retains, ultimate legal responsibility for the health and safety of staff, students and other people affected by the University's activities. In this respect, Council members have both a collective and individual responsibility for health and safety at Aberystwyth University and are expected to demonstrate leadership in this field.

Council must approve the University's health and safety policy, review health and safety performance regularly, and ensure that health and safety arrangements are adequately resourced. The Health, Safety and Environment Committee – which reports jointly to Council and Senate – is responsible for overseeing the University's activities in these matters and providing suitable advice.

Further guidance is available in the University and Colleges Employer's Association Publication *Leading Health and Safety at Work: Leadership actions for Vice-Chancellors and Members of University Governing Bodies* (see page 17).

Raising Concerns and Requesting Information

Should any member of Aberystwyth University's Council or sub-committee have any queries or concerns about any aspect of the University's governance, management or practices, these should be discussed in the first instance with either the Chair of Council, the Deputy Chair of Council, the Chair of the Audit, Risk and Assurance Committee, or with the Chair of a relevant sub-committee.

The Clerk to Council can provide preliminary advice in confidence to members as necessary.

Should members wish to discuss any report to be considered at a meeting with the Vice-Chancellor, the relevant Executive lead, or the University Secretary, they are welcome to do so; and should approach the University Secretary in the first instance.

Any further information required can also be requested via the University Secretary in advance of a meeting.

Ideally, any concerns and / or requests for further information can be addressed in advance of a meeting. However, in considering a report during a meeting, members have available to them several options should they have concerns about the contents or require further information, including:

- Reject the report should they be unsatisfied with it;
- Request that the report be re-presented to the next meeting with more information included; or
- Refer the report to a sub-committee for further scrutiny (particularly where that stage was bypassed).

MEMBERSHIP OF SUB-COMMITTEES

Independent members of Council are usually expected to serve on one or more sub-committees, either as ex-officio or appointed members. Recommendations on which independent members should be appointed to vacancies on sub-committees are made by the Governance and Compliance Committee on the basis of the 'skills matrix' for independent members, which is updated for each new appointment to Council. The Governance and Compliance Committee's recommendations are subject to approval by Council.

Once appointed onto a sub-committee, the relevant clerk will contact members with details of meeting dates and arrangements for the distribution of paperwork.

As per the Charter and Statutes, Council can delegate some of its responsibilities to its sub-committees. The scope of each sub-committee's powers therefore varies in line with its delegated responsibilities, with some committees being empowered to approve various proposals while others are expected to submit recommendations to Council on what action should be taken.

SUPPORT FOR COUNCIL MEMBERS

THE UNIVERSITY SECRETARY AND THE GOVERNANCE DEPARTMENT

Day-to-day support is provided for members of Aberystwyth University's Council by the University Secretary (as Clerk to Council) and the University's Governance Department. The University Secretary and the Governance Department support the University's main committees and provides advice to members on their responsibilities.

Within the Governance Department, both the University Secretary and Governance Officer can provide practical guidance and assistance to Council members and serve as a link between independent members and the University itself.

Any requests for overnight accommodation or travel arrangements by Council members are dealt with by the Governance Department, and the University Secretary is responsible for overseeing the repayment of expenses incurred by Council members as they carry out their duties (please see below).

As Clerk to Council, the University Secretary also receives correspondence on behalf of independent members and liaises with them accordingly to arrange any response.

INDUCTION AND CONTINUOUS DEVELOPMENT

Newly appointed members to Aberystwyth University's Council or its sub-committees receive an induction which is tailored to their individual requirements. As a minimum, each new member will receive a copy of this handbook, the Committee of University Chairs' Higher Education Code of Governance (December 2014), and any relevant volumes from the Leadership Foundation for Higher Education (LFHE, now AdvanceHE) 'Getting to Grips' series.

Introductory meetings will be arranged between newly appointed members with the Chair of Council, the Vice-Chancellor, and the University Secretary as required. Where appropriate, new members will also be offered a tour of the University's main campuses.

The University recognises that newly appointed members will have a variety of different experiences. Some will have previous experience of governance, while serving in this capacity will be a new experience for others. Consequently, bespoke induction and development opportunities is offered to all Council members based on their personal requirements and interests. In the case of newly appointed members, the University Secretary will ascertain their personal requirements before their first meeting of the governing body and arrange training or explanatory meetings with key members of the University as appropriate. Further opportunities will be offered at the end of the first term in the role, by which point newly appointed members will have experienced their first meetings of the governing body and will have a better idea of the further support which they will require.

AdvanceHE organises various training courses and seminars for Higher Education governing body members across the UK. Members of Aberystwyth University's Council are encouraged to attend some of these sessions, both as an induction for new members and as a source of continuous development for existing members. The University Secretary can provide further information on the courses offered by AdvanceHE during the 2020–21 academic year.

ANNUAL REVIEW

All Council members are required to participate in an annual review process to assist them to make the best possible contribution to the Council.

This review takes the form of a one-to-one conversation with the Chair of Council, normally at the beginning of every academic year, and provides an opportunity to consider how the Council as a whole has performed during the previous year, expected priorities for the coming year, and what support the Council

member requires as an individual to enable them to make the best possible contribution to the effective governance of the institution.

In addition to the annual appraisals, we are also required, annually, to seek member feedback, through an evaluation questionnaire, on the management of our Council and Committees. Council and Committee member participation in this process is essential to ensure continuous improvement.

BRIEFING SESSIONS

Individual briefing sessions with the relevant University officers can also be arranged for Council members on request by the Clerk to Council. These could be beneficial where members would like further background information on a paper to be discussed at a forthcoming meeting, and these sessions can either be conducted in person or over the telephone.

REMUNERATION

Membership of Aberystwyth University's Council is a non-remunerated role. However, out-of-pocket expenses can be reclaimed where expenditure is incurred during the course of carrying out duties as a Council member.

REPAYMENT OF OUT-OF-POCKET EXPENDITURE

All out-of-pocket expenditure incurred by members of Aberystwyth University's Council in relation to their duties will be reimbursed by the University, in line with the current Financial Regulations and Procedures.

Accommodation for Council members will be arranged by the Governance Department. However, members are required to complete the relevant claim form for repayment of car mileage, use of public transport and subsistence. The claim form can be accessed at: Staff Expenses : Finance Department , Aberystwyth University, and should be submitted to the University Secretary along with all original receipts (except for small, incidental expenses of up to £5) within **three months** of the expense being incurred.

Current guidelines on the repayment of out-of-pocket expenditure and claim limits are included in the appendices.

Driving on University Business

In general, for Independent Members who drive their own vehicles from home or work to attend regular meetings of Council or a committee, these journeys would be regarded as domestic mileage.

However, there may be occasions when Independent Members use their own vehicle on university business, for example to attend an external meeting or event elsewhere at which they are representing the institution. In such circumstances, Independent Members are advised to contact their insurer to find out if they are covered for 'volunteer driving' by their regular motor insurance policy.

Individuals may not automatically be covered by their regular motor insurance policy for such journeys.

DISTRIBUTION OF PAPERWORK

All paperwork for Council meetings is made available via the University's SharePoint server. Historic papers are also available via SharePoint and can be accessed at http://sharepoint.aber.ac.uk. You will require an Aberystwyth University username and password to access the SharePoint server, which the Governance Unit can arrange for you. Provision is also made to provide Council paperwork in a format suitable for use on an iPad or other tablet device.

Paper copies can be provided to members as necessary, although electronic distribution is preferred for reasons of cost, environmental impact and speed of distribution. The University Secretary will discuss your individual requirements at the beginning of each academic year.

Different sub-committees have various protocols for the distribution of committee paperwork, and the relevant clerk will inform members of current procedures.

USEFUL CONTACTS

GOVERNANCE DEPARTMENT

University Secretary
Dr Gwar Taylor
gwt4@aber.ac.uk
01970 62 2114

Governance Officer
Helen Wyn Davies
hhd@aber.ac.uk
01970 62 2048

Governance Department, Aberystwyth University, Visualisation Centre, Penglais, Aberystwyth, SY23 3BF

Where possible, please use the address **secretary@aber.ac.uk** for general e-mail correspondence so that they can be dealt with at the earliest opportunity by either the University Secretary or Governance Officer.

SUB-COMMITTEE CHAIRS AND CLERKS

The following list includes the main sub-committees which either report directly to Council, or jointly to both Council and Senate:

Audit, Risk and Assurance Committee
Chair: Mark Tweed
Clerk: University Secretary (secretary@aber.ac.uk)

Remuneration Committee
Chair: Meri Huws, Deputy Chair of Council
Clerk: University Secretary (secretary@aber.ac.uk)

Governance and Compliance
Chair: Meri Huws, Deputy Chair of Council
Clerk: University Secretary (secretary@aber.ac.uk)

Investments Committee
Chair: Dr Wil Williams
Clerk: University Secretary (secretary@aber.ac.uk)

Nominations Committee
Chair: Dr Emyr Roberts, Chair of Council
Clerk: University Secretary (secretary@aber.ac.uk)

Redundancy Committee
Chair: Meri Huws, Deputy Chair of Council
Clerk: University Secretary (secretary@aber.ac.uk)

Resources and Performance Committee
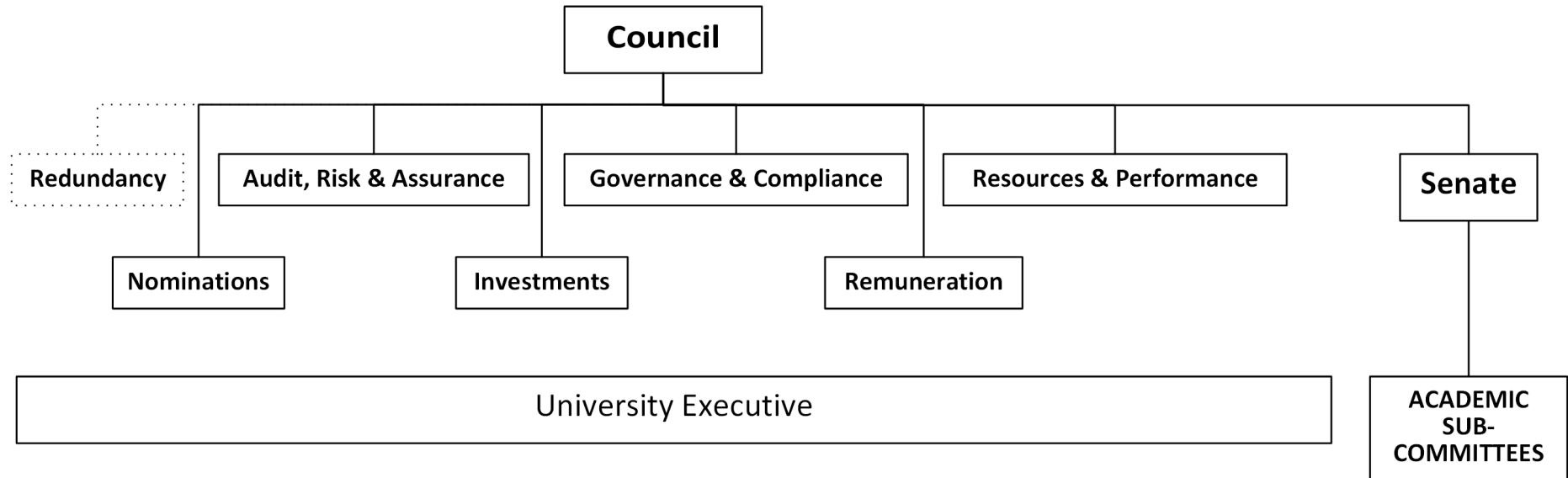Chair: Dr Emyr Roberts, Chair of Council
Clerk: University Secretary (secretary@aber.ac.uk)

FURTHER READING

Council members may wish to consult the following for further information on being a member of a Higher Education Governing Body:

1. Committee of University Chairs (2014) 'The Higher Education Code of Governance'.
   Available at: https://www.universitychairs.ac.uk/wp-content/uploads/2020/09/CUC-HE-Code-of-Governance-publication-final.pdf

2. Schofield, A (2013) 'Getting to Grips with Being a New Governor'. London: Leadership Foundation for Higher Education.
   Available at: https://www.advance-he.ac.uk/knowledge-hub/getting-grips-being-new-governor.

3. Charity Commission for England and Wales (2020) 'The essential trustee: what you need to know, what you need to do (CC3)'.
   Available at:
   https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/866947/CC3_feb20.pdf.

4. University and Colleges Employer's Association (2008) 'Health And Safety At Work Leadership Actions for Vice Chancellors and Members of University Governing Bodies'.
   Available at: http://www.aber.ac.uk/en/media/departmental/healthsafetyenvironment/UCEA0872-Leading-Health-and-Safety.pdf.

5. Other publications from AdvanceHE's 'Getting to Grips' series (including 'Getting to Grips with Internationalisation', 'Getting to Grips with Audit' and 'Getting to Grips with Risk') can be accessed and downloaded at: https://www.advance-he.ac.uk/guidance/governance/good-governance/getting-grips-guides.

6. The CUC's publications can be accessed at: http://www.universitychairs.ac.uk/.

ABERYSTWYTH UNIVERSITY'S GOVERNANCE COMMITTEES

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        │ Nominations │            │ Investments │              │ Remuneration │
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ACRONYMS AND ABBREVIATIONS

The following details a number of acronyms and abbreviations which are used both at Aberystwyth University and in the Higher Education sector more generally. This list is not exhaustive.

ABS	Aberystwyth Business School
ADPC	Academic Development and Planning Committee
AHRC	Arts and Humanities Research Council
AIEC	Aberystwyth Innovation and Enterprise Campus
APC	Academic Progress Committee
AR	Academic Registry
ARAC	Audit, Risk and Assurance Committee
AU	Aberystwyth University
AUM	Aberystwyth University Mauritius
AUPAS	Aberystwyth University Pension and Assurance Scheme
AUSU	Aberystwyth University Students' Union
BBSRC	Biotechnology and Biological Sciences Research Council
BIS	Business Information Systems (at AU); or Department for Business, Innovation and Skills
CADARN	Collaborating and Developing across Regional Networks
CATS	Credit Accumulation and Transfer Scheme
CDSAP	Centre for the Development of Staff and Academic Practice
ChUW	Chairs of Universities Wales
CPD	Continuing Professional Development
CUC	Committee of University Chairs
CWPSI	Centre for Widening Participation and Social Inclusion
DARO	Development and Alumni Relations Office
DGES	Department of Geography and Earth Sciences
DLHE	Destinations of Leavers from Higher Education
DSA	Disabled Student Allowance
ECU	Equality Challenge Unit
EDD	Estates Development Department
ERDF	European Regional Development Fund
ESRC	Economic and Social Research Council
FASS	Faculty of Arts and Social Sciences
FBPS	Faculty of Business and Physical Sciences
FE	Further Education
FELS	Faculty of Earth and Life Sciences
FoI	Freedom of Information Act
FRS	Financial Reporting Standard
FTE	Full Time Equivalent
GCC	Governance and Compliance Committee
GNVQ	General National Vocational Qualification
HE	Higher Education
HEA	Higher Education Academy
HEFCE	Higher Education Funding Council for England
HEFCW	Higher Education Funding Council for Wales
HEI	Higher Education Institution
HERA	Higher Education Role Analysis
HESA	Higher Education Statistics Agency
HESES	Higher Education Students Early Statistics
HMI	Her Majesty's Inspectorate (or Inspector)

HNC	Higher National Certificate
HND	Higher National Diploma
HR	Human Resources
HSE	Health, Safety and Environment (Committee / Department)
HTS	Highly Trusted Sponsor status
IBERS	Institute of Biological, Environmental and Rural Sciences
ICT	Information and Communication Technologies
IIP	Investors in People
IMLA	Information Management, Libraries and Archives
InterPol	Department of International Politics
IPD	Institute of Professional Development
IPR	Intellectual Property Rights
IS	Information Services
ITT	Initial Teacher Training
JISC	Joint Information Systems Committee (of the Higher Education Funding Councils)
KESS	Knowledge Economy Skills Scholarships
LEA	Local Education Authority
LSW	Learned Society of Wales
NAO	National Audit Office
NDPB	Non-departmental public body ('quango')
NERC	Natural Environment Research Council
NSS	National Student Survey
NUS	National Union of Students
NVQ	National Vocational Qualification
OIA	Office of the Independent Adjudicator
OU	Open University
PFI	Private Finance Initiative
PGCE	Postgraduate Certificate in Education
PGR	Postgraduate Research
PGT	Postgraduate Taught
PVC	Pro Vice-Chancellor
QA	Quality Assurance
QAA	Quality Assurance Agency
QAC	Quality Assurance Committee
QE	Quality Enhancement
QR	Quality-related research
R&D	Research and Development
RAE	Research Assessment Exercise
RBI	Research, Business and Innovation
REF	Research Excellence Framework
RPC	Resources and Performance Committee
RS	Royal Society
RSA	Royal Society of Arts
SELL	School of Education and Lifelong Learning
SES	Sports and Exercise Science
SLC	Student Loans Company
SLTA	Student-led Teaching Awards
SORP	Statement of Recommended (Accounting) Practice
SSCC	Student-Staff Consultative Committee
TFTS	Department of Theatre, Film and Television Studies
THE	Times Higher Education

TRAC	Transparent Approach to Costing
UCAS	Universities and Colleges Admissions Service
UCEA	Universities and Colleges Employers Association
UCU	University and College Union
UG	Undergraduate
UnisWales	Universities Wales
UoA	Unit of Assessment
UREC	University Research Ethics Committee
USS	Universities Superannuation Scheme
UUK	Universities UK
VC	Vice-Chancellor
WA	Widening Access
WEFO	Wales European Funding Office
WG	Welsh Government
WP	Widening Participation

GUIDELINES ON CLAIMING FOR OUT-OF-POCKET EXPENDITURE

Should out-of-pocket expenditure be incurred, claim forms should be completed on at least a monthly basis. The University will not reimburse claims if the claim is submitted more than three months after the expense is incurred.

Claim forms are available on the University website at: Staff Expenses : Finance Department , Aberystwyth University

Completed forms should be submitted to the Governance Officer for processing.

The current procedures for claiming travel and subsistence costs can be found here:

Section-03---Expenses-Manual.pdf (aber.ac.uk)

WHISTLEBLOWING (PUBLIC INTEREST DISCLOSURE) POLICY

1. Introduction

1.1. The University is committed to the highest standards of openness, probity and accountability. It seeks to conduct its affairs in a responsible manner, taking into account the requirements of the funding bodies and the standards in public life set out in, for example, the reports of the Nolan Committee. The University wishes to ensure that anyone who discloses wrongdoing at work can do so without fear of sanction.

1.2. The Public Interest Disclosure Act, which came into effect on 1 January 1999, gives legal protection to employees against being dismissed or penalised by their employers as a result of publicly disclosing certain serious concerns. It is a fundamental term of every contract of employment that an employee will faithfully serve their employer and not disclose confidential information about the employer's affairs. However, where an individual discovers information which they believe shows wrongdoing within the organisation then this information should be disclosed without fear of reprisal and may be made independently of line management. However, individuals must believe that they are acting in the "public interest" to have their concerns qualify as a public interest disclosure.

1.3. It should be emphasised that this policy is intended to assist individuals who believe they have discovered wrongdoing in the University. It is not designed to question financial or business decisions taken by the University; nor may it be used to reconsider any matters which have already been addressed under dignity and respect at work, grievance or disciplinary procedures. The policy is intended to supplement the provisions of the Act. Nothing in it is intended to affect any individual's rights under the Act. However, the additional protection it offers to a 'whistleblower' will only apply to those who comply with this Policy and the underpinning legislation. It is reasonable to expect members of the University to use the procedures set out in this policy rather than air their complaints outside the University. The qualifying disclosure may only be made under this policy to the University, a legal representative or appropriate person or body as set out in the Prescribed Persons Order 2014.

2. Scope of Policy

2.1. This policy is designed to allow employees, students and contractors of the University to raise concerns at a high level and/or to disclose information which they believe shows wrongdoing relating to the University. The concerns should be raised within a reasonable time frame of the issue first arising or, with multiple related concerns, within a reasonable timeframe from the last act or omission contained in the complaint.

2.2. A number of policies and procedures are already in place including Grievance, Dignity and Respect at Work and Discipline. This policy is intended to cover concerns which are in the public interest that may (at least initially) be investigated separately and might then lead to the invocation of such procedures. These might include:

- financial malpractice or impropriety or fraud;

- failure to comply with a legal obligation or with the Statutes, Ordinances and Regulations of the University;

- dangers to health and safety or the environment;

- criminal activity;

- academic malpractice;

- improper conduct or unethical behaviour;

- miscarriages of justice;

- attempts to conceal any of the above;

- unlawful or unethical employment practices

2.3. For the avoidance of doubt, any concerns raised which relate to the treatment of an individual by other members of staff, will normally be dealt with in accordance with the University's Grievance procedure or Dignity and Respect at Work policy.

3. Protection

3.1. This policy is designed to offer protection from dismissal and other detrimental treatment to those covered by it, who make a "qualifying disclosure" to an appropriate person or body provided the individual reasonably believes that the disclosure is both "made in the public interest" and fits into of the categories set out in the legislation (e.g. a criminal offence, a breach of a legal obligation, a miscarriage of justice etc.).

3.2. Aberystwyth University expects its employees to raise concerns about wrongdoing internally in the first instance and will not tolerate any harassment or victimisation of a whistleblower. Where allegations of harassment and victimisation are substantiated they may be dealt with under the relevant Disciplinary Policy and Procedure.

4. Confidentiality

4.1. The University will treat all "qualifying disclosures" in a confidential and sensitive manner. The identity of the individual making the allegation shall be kept confidential so long as it does not hinder or frustrate any investigation. In the event that it is deemed necessary to reveal the identity of the individual making the disclosure, the individual will be consulted prior to the release of their identity. The investigation process may require that the source of the information and the individual making the disclosure provide a statement as part of the evidence required or assist in further investigations. All reasonable steps to ensure that the 'whistleblower' suffers no detriment as a result of their identity becoming known will be taken. Where the person wishing to make the disclosure is an employee of the University, it is recognised that they may wish to discuss the matter in confidence with their legal advisor.

5. Malicious or Vexatious Allegations

5.1.   If an employee makes malicious or vexatious allegations, and particularly if they persist with making them, the University's disciplinary procedure may be instigated against the employee concerned.

6. Making a Public Interest Disclosure

6.1.   The individual should, in the first instance, make the disclosure in person and/or in writing in Welsh or English to the designated person, normally the University Secretary, who will immediately inform the Vice-Chancellor and Director of Human Resources and Organisational Development.

6.2.   In cases involving alleged financial malpractice, the University Secretary, should act throughout in close consultation with the Vice-Chancellor, as the Accounting Officer for the University's public funding.

6.3.   If the disclosure is about the University Secretary, then the disclosure should be made directly to the Vice-Chancellor. If the disclosure is about the Vice- Chancellor, the University Secretary will immediately inform the Chair of Council.

6.4.   If the individual does not wish to raise the matter with either the University Secretary or the Vice-Chancellor, they may then raise it with the Chair of the Audit and Risk Committee or directly with the Chair of Council, who are independent members of Council.

7. Process

7.1.   The designated person will consider the information made available to them and decide on the form of the investigation to be undertaken. This may include but is not limited to investigating the matter internally, referral of the matter to the Police or calling for an independent inquiry.

7.2.   If the decision is that investigations should be conducted by more than one of these means, the designated person should satisfy them self that such a course of action is warranted, the possibility of double jeopardy notwithstanding. The designated person may decide in the case of any investigation to cease or suspend that investigation to allow further police or independent inquiry.

7.3.   Where the matter is to be the subject of a potential internal investigation, the designated person will exercise their discretion to consider how to determine whether there is a prima facie case to answer. This consideration will include but will not be limited to determining who should undertake the investigation, the procedure to be followed and the scope of the report arising out of those investigations.

8. Investigation

8.1.   Normally, an independent officer of the University will undertake this investigation and will report their findings to the designated person. Investigations should not be carried out by the person who will have to reach a decision on the matter. Any investigation will be conducted as sensitively and in a timely manner.

8.2.   As a result of this investigation, other internal procedures may be invoked, such as

- the disciplinary procedure

- the grievance or

- the complaints procedures

- the Dignity and Respect at Work policy

- Or it might form the basis of a 'special' investigation.

8.3. In some instances it might be necessary to refer the matter to an external authority for further investigation.

9. Feedback

9.1. Except in exceptional circumstances, the designated person will inform the individual making the disclosure of what action, if any, is to be taken. If no action is to be taken then the individual concerned should be informed of the reason for this. The 'whistleblower' shall be entitled to request that an initial decision to take no action be reviewed by another appropriate person, to be determined by the University; for example, if the initial disclosure had been made to an officer of the University then the subsequent review might be referred to the Chair of the Audit Committee or the Chancellor.

9.2. This other person will consider all the information presented, the procedures that were followed and the reasons for not taking any further action. The outcome of this will be either to confirm that no further action is required or that further investigation is required and will follow the procedures referred to in paragraph 3 above.

9.3. Where a "qualifying" disclosure is made, the person or persons against whom the disclosure is made will normally be told of it and the evidence supporting it, they will be allowed to comment in Welsh or English before any investigation, or further action, is concluded. However, where disclosure would jeopardise the ability of the University, the police or an independent investigator to conduct a proper inquiry, in such cases the persons against whom disclosures are made may not be told prior to an initial investigatory stage.

10. Reporting of Outcomes

10.1. A report of all disclosures and any subsequent actions taken will be made by the designated person who will retain such reports for a specified period of time (e.g. three years). In all cases a report of the outcomes of any investigation will be made to the Audit and Risk Committee in detail where the issue falls within its purview, and in summary in other cases, as a means of allowing the Committee to monitor the effectiveness of the procedure.

11. Policy Review

11.1. Human Resources will co-ordinate a review of this policy in order to maintain compliance with legislation and good practice. The review will be undertaken in liaison with the recognised trade unions and any proposed amendments will be submitted to the appropriate relevant committee, University Executive and Council if required.

12. Equality Impact Assessment

12.1. The University is committed to embedding the Equality Scheme into its policies, procedures and practices. The policy has been equality impact assessed in accordance with this scheme.

13. Welsh Language – Employee Rights

13.1. In accordance with the Welsh Language Standards that came into effect on 1 April 2018 employees have the right to use the Welsh language to

- make a complaint

- respond to a complaint or allegation

and employees also have the right to use the Welsh language in meetings where they are the subject of

- complaints and allegations (or have made the complaint)

- disciplinary proceedings

- effective contribution scheme discussions

- individual consultation meetings

13.2. A simultaneous translation service from Welsh to English will be provided at the meeting when the meeting cannot be conducted solely in Welsh.

POLICIES ON EQUALITY AND DIVERSITY

Aberystwyth University is committed to promoting equality and diversity, and endeavours to be inclusive, valuing the diversity of its staff, students and community

Strategic Equality Plan and Action Plan

On 27 March 2020, Council approved Aberystwyth University's 'Strategic Equality Action Plan 2020–24'. This document – which sets out five objectives – can be accessed at: https://www.aber.ac.uk/en/equality/.

Equality Video

An equality video has been produced to promote Aberystwyth University's Equality Scheme and demonstrate that equality and diversity are at the heart of the University's inclusive and supportive learning and working environment in which dignity, respect and co-operation are essential to all our activities. Council members are encouraged to watch this short video, which is available at: http://www.aber.ac.uk/en/equality/video/.

Diversity in the Workplace

The 'Diversity in the Workplace e-Learning Course' provides mandatory training for all members of Aberystwyth University Staff. Council members are also expected to undertake this course before serving on job interview panels or tribunals.

The training is provided by means of an online tutorial. This tutorial can be done in one sitting (about 30 minutes) or in 'bite-sized' chunks at your convenience. The quiz contained within the programme must be completed for you to finish the training.

You will require your Aberystwyth University e-mail log-in details to access the e-Learning course, which is available at: http://www.aber.ac.uk/en/equality/diversitycourse/.

FINANCIAL REGULATIONS AND PROCEDURES

Council members are encouraged to familiarise themselves with both the Financial Regulations and Procedures which can be accessed at: https://www.aber.ac.uk/en/finance/regs-procedure/. Where relevant, sections of these documents were reproduced earlier in this handbook.

Financial Regulations

The University's Financial Regulations set out the fundamental principles that underpin all transactions undertaken by or on behalf of the University. The Regulations are approved by Council and are binding on all officers and staff of the University.

The Financial Regulations apply to all parts of the University and all its subsidiary undertakings. These Financial Regulations are subordinate to the University's Charter and Statutes and to any restrictions contained within the HEFCW Financial Management Code and HEFCW's Audit Code of Practice.

The Director of Finance and Corporate Services reviews the Financial Regulations annually and all proposed changes will be submitted to the Resources and Performance Committee as well as the Audit Committee for onward recommendation to the Council. Amendments may be proposed by Resources and Performance Committee and approved by Council.

Financial Procedures

The University's Financial Procedures Handbook set out precisely how the Regulations are implemented and form an appendix to the Financial Regulations. The Financial Procedures Handbook does not require formal Committee approval, but any changes must be approved by the Director of Finance and Corporate Services and submitted to the University Executive.

Should there be an apparent conflict between the Regulations and the Procedures, the Regulations shall take precedence.