



Bangor University

COUNCIL MINUTES

At a meeting of the Council held in the University on Friday, 24 September 2021.

Present:

Mrs Marian Wyn Jones (Chair), Mr James Avison, Mr Mabon Dafydd, Professor Iwan Davies, Dr Myfanwy Davies, Mr Atul Devani, Mr Eric Hepburn, Dr Griff Jones, Dr Llion Jones, Mr Marc Jones, Sir Paul Lambert, Mrs Alison Lea-Wilson, Ms Julie Perkins, Dr Ian Rees, Professor Gareth Roberts, Professor Oliver Turnbull, Mr Tudur Williams and Mrs Gwenan Hine (Secretary).

Apologies:

Professor Andrew Edwards, Dr Karen Jones, Mr Kailesh Karavadra and Dr Lynne Williams

In attendance:

Professor Nicky Callow, Mr Rob Eastwood, Mrs Tracy Hibbert, Dr Kevin Mundy, Professor Paul Spencer, Mrs Lorraine Westwood, and Mr Lars Wiegand.

In addition Professor Jean White attended as an observer, and Ms Helen Mortlock, Eversheds Sutherland LLP attended for item 21.5.

21.1 WELCOME

The Chair welcomed members to the first meeting of the 2021/22 academic year. It was noted that the meeting was the first hybrid meeting for the Council, with most members being present in person, in Theatr Bryn Terfel, but a small number joining through Zoom.

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21.2 CONGRATULATIONS

A. On the award of Visiting Professorship:

Professor David Goddard, Principal Scientist and Fellow in Nuclear Fuel Manufacturing, National Nuclear Laboratory.

B. On behalf of the Council the Chair warmly congratulated Professor Goddard.

21.3 DECLARATIONS OF INTEREST

Members were reminded that they should declare any personal, financial or beneficial interest in any matter under consideration at this meeting prior to that matter being considered.

Dr Griff Jones declared an interest in any matters relating to Grŵp Llandrillo Menai.

21.4 MINUTES

- A. The Minutes of the meeting held on 23 July 2021 were **confirmed**.
- B. An action log was provided noting progress on all outstanding Council actions. Council noted the progress reports and completed actions.
- C. In relation to Minute 20.96C [USS] the Interim Director of Finance reported that the University had rejected the counter proposal from the USS Trustee including *pari passu* security. In addition, the Council noted the recent decision by the Trustee Board of USS to agree the valuation, with the matter currently in consultation. The University had, once again, responded to the consultation from UUK along the same lines as previously. The Interim Director of Finance confirmed that he would provide a further update at the next meeting of the Council.
- D. In relation to Minute 20.106B[2] [Finance & Strategy Committee] it was noted that a meeting had been held between the Chair of Council, the Chair of Audit & Risk Committee, the Chief Operating Officer and the Secretary to the Council where it had been agreed that a report on Pontio would be prepared in consultation with the Director of Estates & Campus Services. The report would be considered by the Finance & Strategy Committee at its meeting in November 2021.

21.5 SUPPLEMENTAL CHARTER AND ORDINANCES

- A. Mrs Hine reminded members of the work which had been underway for a number of months to replace the current Supplemental Charter, Statutes and Ordinances with a new Supplemental Charter and Ordinances. It was reported that the Council at its meeting on 24 April 2020 [minute 19.87A], along with the Senate and the Court had all considered the proposed draft Supplemental Charter, and Council had resolved to make an informal application to the Privy Council Office for approval of the new proposed Charter. The informal application was successful, with a few amendments requested which were reflected in the final draft before the Council.
- B. Ms Helen Mortlock, Eversheds Sutherland LLP joined the meeting and Council were advised that as part of the work on the new draft Supplemental Charter, Statute XX (and its associated Ordinances) would be revoked, and a new suite of HR Ordinances introduced. It was noted that Statute XX dealt with the discipline, dismissal and grievances of academic staff and was out of date with current employment law. The new Ordinances would cover all of these matters, for all staff, in a way which reflected employment law and best practice in the HE sector, with no detriment to staff in relation to the arrangements. It was noted that revoking Statute XX and its associated Ordinances would also operate to remove those provisions from the relevant contracts of employment. In providing advice to the Council Ms Mortlock referred throughout to the written briefing, dated 20th September 2021, which had been circulated to Council before the meeting.

It was noted that discussions with all three campus unions were ongoing, with good progress being made. A plan was in place to agree the new HR Ordinances by the time the new Supplemental Charter came into effect (which would not be before January 2022). It was noted that the University was confident that the goal could be achieved, and all three Campus Trades Unions had also indicated that the timescale was achievable.

However, Ms Mortlock made the Council aware that, should the new HR Ordinances not be agreed by the time the Supplemental Charter came into effect there would be short hiatus, during which general employment law and ACAS statutory codes of practice would apply to staff matters, until such time as the Ordinances were agreed, whereupon they would come before the Council for approval. Ms Mortlock confirmed that the three Campus Trades Unions were aware of this fact.

- C. Following consideration of the advice provided by Ms Mortlock, the Council **agreed** the following resolutions:
- [a] That the Supplemental Charter (attached as Appendix I to the official copy of the Minutes) was hereby approved and adopted as the Charter of the University in substitution for and to the exclusion of the existing Supplemental Charter and the Statutes of the University, subject to the approval of the Privy Council.
 - [b] That the Ordinances numbered 1-19, and 29-32 (attached as Appendix II to the official copy of the Minutes) were hereby approved and adopted as the Ordinances of the University in substitution for and to the exclusion of the existing comparable Ordinances of the University numbered I, III, V, VI, VII, VIII, IX, XI, XII, XIII, XIV, XV, XVI, XIX, XX, XXA, XXI, XXIII, XXIV, XXV, XXIX, XXX, XXXI, XXXII, XXXIII.
 - [c] That existing Ordinances numbered XXII, XXVI, XXVII, XXVIII and Annex to Ordinance XXVIII of the University are revoked subject to and with effect from the approval of the Privy Council to the new Supplemental Charter of the University.
 - [d] That the Council hereby delegated power to the Nominations & Governance Committee to approve any further non-material amendments to the Charter as may be required by the Privy Council or deemed necessary by the Nominations & Governance Committee.

21.6 CHAIR'S BUSINESS

- A. The Chair provided an update for the Council on a Chair's Action recently taken in relation to the MSParc / WEFO matter which had previously been reported to Council [minute 20.106B[i]]. It was noted that an update had also been provided to the Finance & Strategy Committee earlier that day.

- B. The Council were reminded that the University had recently received a letter from the Welsh European Funding Office (WEFO) regarding the European Court of Auditors decision that:

“In relation to M-SPARC, the European Commission has concluded that the operation constitutes unlawful State Aid and has requested either acceptance of a financial correction of EUR 9,291,067.68, or the submission of additional information to demonstrate that the operation is compliant with State Aid requirements”

The University had been in negotiations with WEFO to support their submission of additional information, and the University and MSparc had provided additional information regarding the operation, its financial performance as well as benchmarking information regarding rental and service charges. The University and MSParc had also agreed to provide further information relating to the operation, such as financial statements and reports, business plans and details of any transactions between MSParc and the University.

It was noted that as part of the negotiations with WEFO the funding agreements in relation to the matter had been amended, and WEFO had requested that the amended agreements were signed on behalf of the University with approval from Council. Due to the deadline imposed on the University the Chair, in consultation with the Chair of the Finance & Strategy Committee, had taken the decision to authorise the Interim Director of Finance to sign and return the documents.

- C. The Council noted the update provided by the Chair, and it was reported that the Finance & Strategy Committee would be kept informed as matters progressed.

21.7 VICE-CHANCELLOR'S BUSINESS

A. The Executive's Objectives 2021/22

The Vice-Chancellor noted that 2021/22 was the beginning of his third year as Vice-Chancellor of the University, and the 2021/22 academic year would be a key year for the University as it emerged from the Covid-19 pandemic and its associated challenges.

The Council were advised that the Executive had recently met for a Strategic Away Day, the first of three touchpoints during the academic year, to ensure that the objectives set within the Strategic Plan remained relevant and achievable. As a result of the Away Day a set of 19 objectives had been draw up, with a lead Executive member responsible for each one.

The Council noted the objectives provided by the Vice-Chancellor and, following questions, the Vice-Chancellor confirmed that the objectives would be refined over the course of the next few weeks with a more detailed paper being brought to the November Council.

B. Report from the Executive

The Vice-Chancellor presented the report from the Executive Committee and updated members on higher education matters at a Wales and UK level. In particular the following updates were noted:

[a] League Tables

The Vice-Chancellor advised the Council that a detailed report would be brought to the next meeting on the varying approaches to league tables, to ensure that the Council were sighted on the sources of data considered by the different league tables. The outcomes of some of the league tables published over the last few weeks were noted, with some positive outcomes for the University, and others being less positive in relation to the University's final position. The Vice-Chancellor noted the huge potential for the University to improve its position in some key league tables, and work was ongoing within the Planning team to consider this further.

Mr Avison welcomed the work being undertaken on the league tables and noted that it might be useful to ascertain which league tables were search engine optimised, in order to understand the weighting given to the tables by students.

[b] Medical School for North Wales

The Vice-Chancellor welcomed the recent strategic commitment received from Eluned Morgan AS, Baroness Ely and Minister for Health and Social Services during her visit to the University, in relation to the establishment of a Medical School for North Wales. It was noted that a new Executive Director had been appointed to the School of Medical and Health Sciences who would be working on the interface with the General Medical Council, and also, as part of a programme board, would work towards creating, in the shortest possible time, a fully formed Medical School delivering both undergraduate and postgraduate programmes. It was also noted that the relationship with Betsi Cadwaladr University Health Board was working well and was crucial to the delivery of the project. It was confirmed that the Vice-Chancellor would provide a further update to Council in November.

[c] Industrial Action

The Vice-Chancellor noted that UCU had confirmed that a ballot for industrial action would be undertaken during October, on the USS pensions issue and issues relating to pay, equality, workload and casualisation. The Vice-Chancellor highlighted to members the action already undertaken by the University in relation to the matters under dispute. The Council were advised that the University had already taken forward a number of initiatives on pay, equality, workload and casualisation. In addition, in relation to USS the Vice-

Chancellor reported that at a recent meeting of the Joint Engagement Forum, the willingness of the University to engage with UCU at a local level over the UUK consultation was acknowledged.

The Chair of Council noted that she was pleased to see the positive working relationship between the University and the Campus Trades Unions and hoped that an industrial dispute could be avoided to ensure that students were provided with as positive a student experience as was possible during this new academic year, following the challenges of the Covid-19 pandemic.

21.8 STUDENTS UNION UPDATE

- A. The Council noted the update reports presented by the Students' Union and by UMCB under agenda item 6.
- B. In particular Mr Avison and Mr Dafydd highlighted the following points:
- Work had been undertaken on the Undeb Welcome 2021 activities and the main event of the week *Welcome Fest*. Due to having to adapt to Covid-19 guidelines the event would be running throughout welcome week, rather than being an event on one day;
 - The transformation of the Undeb Bangor Activities Hub in the Ffriddoedd building was almost complete and would be ready for mid-October;
 - The Students' Union was currently reviewing its external auditor appointment, and a formal tender process was underway;
 - Undeb Bangor was ranked highly in the Student Crowd top 20 league tables of Best Universities for Student's Unions, and Best Universities for Clubs and Societies. The Union had also, once again, received the Green Impact Excellence Award for sustainability work;
 - UMCB have been promoting the opportunities offered by Dysgu Cymraeg / Learn Welsh and the University's offer of free Welsh lessons to students;
 - Work was underway to advertise the Coleg Cymraeg Cenedlaethol Incentive Scholarship, as numbers applying had fallen by 50% from the previous year;
 - The UMCB Festival would be held across various locations in Bangor during the Shwmae / Su'mae week.
- C. The Chair, on behalf of the Council, thanked both Mr Avison and Mr Dafydd for their reports.

21.9 STUDENT RECRUITMENT UPDATE

A. The Chief Marketing Officer provided the Council with an update on the current student recruitment situation and noted that it had been a challenging year for the University. However the Council were pleased to note that following a huge effort by both academic and professional services staff there had been an increase in the number of students recruited for the 2021/22 session. In particular the following points were noted:

- There remained a risk of a shortfall against target for Home/EU undergraduate, Home / EU postgraduate and Overseas undergraduate numbers;
- Overseas postgraduate looked set to recruit to target.
- Overall there was a risk of a shortfall of income of c. £4.4m.

In addition the Interim Director of Finance confirmed that work undertaken during the 2020/21 financial year had put the University in a position where it could continue to plan to invest during 2021/22.

B. A number of questions were posed by members, and the following points were made:

- The University's market share of Wales domiciled students was up marginally on the previous year, however the majority of students had come from England;
- The decisions made by the Russell Group universities to accept almost all students this year had resulted in a very small pool of students entering the clearing process.
- Following a review of the curriculum a new portfolio of programmes was being marketed for the 2022/23 academic year, providing a refreshed portfolio of subjects for the market;
- The continued strategy going forward would be to ensure that prospective students chose Bangor as their first choice, rather than insurance choice.

C. The Council welcomed the positive news in relation to student recruitment and noted, with thanks, the hard work and dedication of staff across the institution.

21.9 NATIONAL STUDENT SURVEY [NSS]

A. Professor Turnbull provided the Council with an overview of the National Student Survey (NSS) results for 2021. It was noted that the University's overall satisfaction rate had fallen significantly to 75% in the most recent results (down 10% from 2020). In addition the University's position in the UK dropped to 73rd (down from 28th last year), placing it 6th in Wales. Most of the University-wide satisfaction scores were lower than last year, by theme, both in relative and absolute terms, and the scores were particularly disappointing in areas such as Organisation and Management and for several of the teaching metrics where traditionally the University had done well.

Professor Turnbull noted that there was substantial variation across Schools, with six of the nine Schools performing above the average, often well above. Several factors

were taken into account in relation to the University's position and the decline during the year, namely the impact of Covid-19, strike action during 2019-20, the restructure process and poor performances in some subject areas.

The University average was 75, and there were three schools which scored below the average and work had already begun with a plan for engagement throughout the year, led by Professor Turnbull.

B. Members of Council asked a number of questions, and in particular the following points were made:

[1] Ms Perkins asked for reassurance that whilst action plans were being put in place to support the Schools who hadn't scored as highly, that the focus and energy of the best scoring Schools wouldn't be lost.

Professor Turnbull confirmed that whilst the focus was naturally on the Schools with the lowest scores, this would not be to the detriment of the other Schools.

[2] Dr Davies asked where the University could ensure that it gathered early data which may show signs of issues with particularly Schools or programmes, so that issues could be acted on quickly.

Professor Turnbull noted that the role of the Staff / Student Liaison Committees would be key to this going forward, as well as working closely with the Students' Union.

[3] Sir Paul Lambert queried whether the NSS outcomes, and the associated data had revealed any issues which the University wasn't already aware of.

Professor Callow confirmed there were some issues that were already known to the University, as they were legacy issues relating to programmes which were being taught out. The University was hopeful that in these areas the changes and improvements made to the curriculum and the action plans in place, would ensure that the same issues did not surface again.

[4] The Chair requested an update on the recruitment process in relation to the remaining vacant Head of School positions, and it was confirmed that recruitment was moving forward with these posts. In addition it was confirmed that senior leadership training, for Heads of Schools in particular was being developed, overseen by the Director of Human Resources.

[5] Mr Williams asked whether a possible issue with low morale amongst some members of staff, following on from the restructuring exercise, had contributed to any of the issues surfaced by the NSS results. Mr Williams noted that the student body had been supportive of staff during the restructuring process, and questioned whether the recent restructuring

exercise, which was the most recent of a number of such exercises over the last few years, may have had an effect on the outcomes.

The Vice-Chancellor reminded the Council that the restructuring exercise had been conducted on the basis of sound principles approved by the Council. In addition a Memorandum of Understanding had been signed with the Campus Trades Unions which had led to a transparent working arrangement with all three unions during the restructuring exercise. Going forward the University was developing its People First Strategy and whilst it was concerned about a possible further period of industrial action the collaboration with the unions remained positive. In addition, and as outlined earlier in the meeting the University was in a much stronger financial position, with rising student numbers and could therefore look to the future with some optimism.

[6] Mr Avison noted that the Students' Union was currently working on its Student Experience Report which would be presented to the Council at its meeting in November. In addition the Students' Union was planning to work with course reps during the academic year to surface any issues at an early stage, allowing the University to take action.

- C. The Chair thanked Professor Turnbull for his informative presentation, and also Council members for their engagement with the issue, surfacing some important points for further consideration.

21.10 ESTATES ANNUAL REPORT

- A. Mr Wiegand presented the Estates Annual Report to Members. The Council were reminded that one of its primary responsibilities was for the University Estate. In addition, HEFCW's Financial Management Code included a section on prudent management of the Estate and noting that Governing Bodies should receive an annual report outlining Estates' performance. The Report provided members with information on key facts and figures, the transformational programme undertaken within the department, the work undertaken to meet the University's development needs, information on energy and the environment and procurement activities.
- B. The Chair thanked Mr Wiegand for the detailed Report, and Council **confirmed** that the document provided assurance in relation to this primary responsibility.
- C. The Council considered the updates provided in the Action Log in relation to property sales. In particular the Director of Property and Campus Services drew the Council's attention to the following matter:
- [1] Pen y Ffidd: the Council were advised that the matter was proceeding, and exchange and completion were expected shortly.
- [2] Ynys Faelog: it was reported that the sale would be completing by the end of the day.

- D. The Chair, on behalf of Council, expressed her thanks to the Mr Wiegand and the whole Estates & Campus Services team for their hard work throughout the period of the Covid-19 pandemic.

21.11 SLAVERY AND HUMAN TRAFFICKING STATEMENT

- A. Mrs Hine presented the University's annual statement on Slavery and Human Trafficking. It was noted that one action had been brought forward from the previous academic year and the Council requested that Mrs Hine seek reassurance from the owner that the action would be completed within the current academic year.
- B. The Council **approved** the statement which would be appended to the University's Accounts for 2020/21 and displayed on the University website.

21.12 FINANCE & STRATEGY COMMITTEE

- A. Sir Paul Lambert provided a verbal report from the meeting of the Finance & Strategy Committee earlier in the day.
- B. In particular the Council's attention was drawn to the following matters:
- [1] The Committee considered the Q3 financial results;
 - [2] An update on Strategy and Business Planning was provided by the Head of Planning; and
 - [3] The Capital Programme Management Framework was approved.

21.13 AUDIT & RISK COMMITTEE

- A. The Report of the meeting of the Audit & Risk Committee held on the 10 September 2021 (attached as Appendix III to the official copy of the Minutes) was **approved**. Members' attention was drawn in particular to the Annual Complaints Report which the Committee had welcomed, especially the low numbers with regard to complaints surrounding the University's response to the pandemic.
- B. The Council received a report on the Corporate Risks Classified Residually as Extreme and High, and noted that currently 12 of the 23 risks on the University's Corporate Risk Register were classified residually extreme or high, i.e., following the application of the University's control mechanisms, those which would cause major or critical impact, and likely or almost certainly come to fruition in the next 1-3 years.

21.14 REDUNDANCY COMMITTEE

The Report of the Redundancy Committee meeting held on the 28 July 2021 (attached as Appendix IV to the official copy of the Minutes) was **approved**. Dr Rees, as Chair, noted that

this was the last meeting of the Committee which had now been subsumed into the new People and Culture Committee.

21.15 NOMINATIONS AND GOVERNANCE COMMITTEE

- A. The Report of the meeting of the Nominations and Governance Committee held on the 17 September 2021 (attached as Appendix V to the official copy of the Minutes) was **approved**, and the appointments to Committees and External Bodies **noted**.
- B. In particular the Council's attention was drawn to the following matters:
- [1] Minor revisions had been made to the University Subsidiary Companies Policy and Procedures [Minute 242] to provide further clarity in relation to board membership.
 - [2] The process to appoint a successor to Dr Griff Jones had commenced, with a request for three quotations from head-hunters, as required by the University's procurement processes [minute 243B].
 - [3] Mr Atul Devani would join the MSParc Board.

21.16 JOINT ENGAGEMENT FORUM

The Report of the meeting of the Joint Engagement Forum held on 17 September 2021 (attached as Appendix VI to the official copy of the Minutes) was **noted**. The Chair welcomed the positive discussions around the USS pension scheme and the Charter, Statue and Ordinances.

21.17 SEALING

The Council **ratified** the sealing of documents listed in Agendum 15.

21.18 VALEDICTION

The Chair **noted** that this would have been Dr Karen Jones' last Council meeting as she had completed her two terms as an independent member on the Council. The Chair informed Council that, as Karen was not able to attend the Council meeting, she would write on behalf of the Council to thank Karen warmly for her dedication and support to the University over the course of many years.