

Minutes of the 337th COUNCIL meeting, Wednesday 6 December 2023 in the Council Room, Chancellery, John Cadbury House and by videoconference

PRESENT: Dame Yve Buckland (Chair) Shaid Parveen
Kathy Cooper Tim Pile
Dr Matthew Crummack Dr Phil Popham*
Amardeep Gill Atul Rana
Professor Osama Khan Dr Vij Randeniya
Emmanuelle Labeau Professor Aleks Subic
Dr Sue Noffke Dr Jason Wouhra

APOLOGIES: Professor Gill Nicholls

IN ATTENDANCE: Richard Billingham Craig Jones
Professor Mike Caine (M23/35-39) Ben Stone (M23/44-48)
Professor Stephen Garrett and Dan Locke-Wheaton (M23/30-34)
Julie Ottley

* Attendance by Teams

23/12 Apologies for absence
Apologies were received from Professor Gill Nicholls.

23/13 Declarations of Interest
Dr Jason Wouhra declared that Lioncroft had been approved as a supplier to Aston University.

23/14 Minutes
The minutes of the 336th meeting of the Council were agreed as a true and accurate record.

23/15 Matters Arising
Matters were completed or on the agenda.

Minutes/outcomes of the Council/Executive away day
23/16 The minutes/outcomes of the Council/Executive away day held on 27 September 2023 were agreed as a true and accurate record.

STANDING REPORTS FROM OFFICERS/MEMBERS

Vice-Chancellor's Report

23/17 RECEIVED:
Paper CO/23/04 being the Vice-Chancellor's report to Council.

23/18 NOTED:

- Strategic partnerships had been established with Adobe and Microsoft in line with the digital strategy. Aston was the first University in the Midlands to become an Adobe Creative Campus and was also leading the way with roll out of Microsoft's AI productivity tool.
- Aston was the only mainstream University in Birmingham to have been awarded triple gold in the Teaching Excellence Framework (TEF). Aston had also improved performance in other key rankings.
- Funding and support for the Birmingham Knowledge Quarter had been announced by the government together with support for the Birmingham Innovation Quarter

which had been included in the UK Investment Zone for the West Midlands. This would position the City and University at the centre of growth of innovation clusters for science, technology and enterprise.

- This was the last Council meeting for PVCR and the Vice-Chancellor expressed his thanks to Professor Simon Green for his service to Council and the University.
- Professor Osama Khan was welcomed to Council as a new member.

23/19 CONSIDERED:

That the College of Engineering and Physical Sciences was initiating significant transformation to align with Aston 2030. This would streamline operations for efficiency and financial flexibility. An outcome of the restructuring was, subject to consultation, a potential reduction in academic staff, affecting up to twenty-one positions.

23/20 **RESOLVED:**

That Council:

- a) Provide authorisation required under required under paragraph 10(2) of the University's statutes for the restructure to take place**
- b) Delegate authority to the Vice Chancellor to appoint the redundancy committee required by paragraph 11(1) of the University's statutes.**

Pro-Chancellor's Report

23/21 RECEIVED:

An oral report from the Pro-Chancellor.

23/22 NOTED:

- This was the first Council meeting at John Cadbury House and The Pro-Chancellor acknowledged this important milestone for Aston's future.
- The Pro-Chancellor added her thanks to PVCR for his service.
- That the annual review meetings between the Pro-Chancellor and the independent members had been undertaken, with one outstanding. Discussions had been insightful and proposals for a 'buddy system' between independent members and Executive Officers would be formalised.

23/23 ACTION:

University Secretary to formalise a buddy system for independent members with Executive Officers.

Prevent Annual Return

23/24 NOTED:

That the Prevent Annual Return had been approved by the Chair under delegated authority.

Amendment to HSBC Facility Agreement

23/25 BACKGROUND

- The Chair reported to the meeting that it is proposed that the University enter into an amendment agreement (the "**Amendment Agreement**") with HSBC UK Bank (the "**Bank**") in respect of a facility agreement dated 18 July 2019 (the "**Transaction Document**").

DELEGATION OF AUTHORITY

- The Chair reported that it was proposed that the Finance and Infrastructure Committee of the University be authorised to review and approve the form of the Amendment Agreement (and all related matters and documents, including without

limitation a form of officer's certificate to be delivered to the Bank) on behalf of the University.

- 23/26 **IT WAS UNANIMOUSLY RESOLVED that:-**
All powers, authorities and discretions as may be necessary for the authorisation of all acts, matters or documents (including without limitation a form of officer's certificate to be delivered to the Bank) in connection with the Amendment Agreement be delegated to the Finance and Infrastructure Committee.

AUTHORITY TO EXECUTE THE AMENDMENT AGREEMENT

- 23/27 **IT WAS UNANIMOUSLY RESOLVED that, provided that a meeting of the Finance and Infrastructure Committee has approved the form of Amendment Agreement and any other related documentation (including without limitation a form of officer's certificate to be delivered to the Bank) and resolved that it is in the best interests of the University and its beneficiaries and would further its charitable objects to enter into the Amendment Agreement and to execute and deliver the Amendment Agreement, then:**
- **the application of the seal of the University to the Amendment Agreement required to be executed as a deed shall be authenticated by the signature of:**
 - **any two members of Council that are also officers of the University; or**
 - **by (A) one member of Council that is also an officer of the University and (B) the secretary of the University or another permanent officer of the University, (each an "Authorised Signatory" and together the "Authorised Signatories").**
 - **the Authorised Signatories (acting together or alone) be authorised to agree and sign on behalf of the University all such other documents, agreements, certificates (including without limitation the officer's certificate to be delivered to the Bank), notices, communications or confirmations, and to do all such other things, as may be required, or as any Authorised Signatory may approve, in connection with the Amendment Agreement;**
 - **the Authorised Signatories (acting together or alone) is hereby authorised to issue and certify as true copies of the constitutional documents of the University and the extract of the minutes of this meeting, and the minutes of the relevant meeting of the Finance and Infrastructure Committee; and**
 - **in accordance with the existing form of the Transaction Document, the Bank will continue to be authorised to accept the instructions of the persons employed by the University, whose instructions the Bank is currently authorised to accept, in connection with the Transaction Document and the Amendment Agreement, in all matters concerning the Finance Documents and any of the accounts the University hold with the Bank from time to time.**

President of the Students' Union Report

- 23/28 **RECEIVED:**
Paper CO/23/05 being an update from the President of the Students' Union.

- 23/29 **NOTED:**
- The Aston Students' Union Events Team (ASET) had been launched. This was a volunteer-driven group for organising events and projects for which there had been enthusiastic participation and positive feedback.
 - A volunteering strategy was being developed to provide practical, hands-on volunteering opportunities that would enhance the skillset and experience of Aston students.
 - A new RACI (Responsibility, Accountability, Consultative, Informed) Matrix was being introduced for effective project management within the SU.
 - The President was congratulated on his nomination for a Young Leader award.

STRATEGY AND PERFORMANCE

Maths School

- 23/30 RECEIVED:
A presentation from EDPVCEPS and AUEA Principal (Paper CO/23/06) setting out the current position in the development of the Maths School.
- 23/31 NOTED:
That following the steer from the March Council meeting, the University had been firm in its extensive stakeholder negotiations and as a result had successfully secured the former NCATI building together with additional financial support. This would accommodate 300 Maths School places and provide the space required for expansion of AUEA.
- 23/32 DISCUSSED:
- A two school MAT was the preferred model, to be called AU STEM Education Academy Trust.
 - The structure would align with Aston's core activities and growth ambitions providing a pipeline of students. A lack of other Maths services in the West Midlands would maintain demand for this facility.
 - The MAT development would be important in the University's Access and Participation Plan (APP) submission as having a pipeline from schools to create aspiration was a key change in the new approach to APP.
- 23/33 **RESOLVED:**
- **The establishment of a two school MAT be approved by Council.**
- 23/34 ACTION:
That an update on progress be reported to Council periodically.

Global Engagement and Recruitment Strategy

- 23/35 RECEIVED:
A presentation from PVCE&I (Paper CO/23/07) being the Global Aston 2030: Global Engagement and Recruitment Strategy.
- 23/36 NOTED:
- Global Aston would facilitate the University's pivot to global growth, increasing international cohorts and income from international sources.
 - Aston was relatively 'late' to international markets which provided both challenge and opportunity.
 - Immediate priorities for Global Aston were:
 - Build infrastructure, processes and systems to support global growth
 - Finalise and approve initial Phase 1 Offshore Hub opportunities
 - Sharpen the international offer
- 23/37 DISCUSSED:
- International student recruitment was critical for revenue.
 - Establishing and nurturing relationships with overseas partners would be important for growing international students numbers.
 - Diversification of markets, to include emerging markets and international students already in the UK would provide growth opportunities.
 - That bilingual teaching be given consideration where this may be appropriate.
- 23/38 **RESOLVED:**
That Council approve the Global Engagement and Recruitment Strategy
- 23/39 ACTION:

That an update on progress be reported to Council periodically.

REPORTS FROM COMMITTEES

Referred by Audit and Risk Committee

- 23/40 RECEIVED:
Paper CO/23/08 being the upward reports from the October and November Audit and Risk Committee.
- 23/41 CONSIDERED:
Paper CO/23/09 being the Annual Reports and Accounts for 2022/23 and letter of representation.
- 23/42 NOTED:
- There were some adjustments excluded from the budget and monthly reporting because they were one-off adjustments calculated after the year-end and would distort in-year reporting.
 - AUPS position had deteriorated but was offset by an improvement in the USS position.
 - The outcome was a draft statutory surplus of £5.4m.
 - The external auditor had provided a clean audit opinion and agreed the assessment of Going Concern.
 - A bridging letter from Citibank was awaited before reports could be formally signed-off.
- 23/43 **RESOLVED:**
That Council:
- **Approved the draft Financial Statements**
 - **Approved the assessment of Going Concern**
 - **Approved the content of the letter of representation for signature**
- 23/44 CONSIDERED:
Paper CO/23/10 being the Annual Report from ARC to Council 2022/23.
- 23/45 NOTED:
- ARC was reasonably satisfied that the University had implemented and was committed to maintaining appropriate and effective arrangements for control and governance; and economy, efficiency and effectiveness.
 - Improvements in relation to risk management was a requirement noting that a Head of Risk and Assurance had been appointed to oversee a refresh of risk management across the University.
 - Other areas of concern and being closely scrutinised by ARC were:
 - Data quality management systems and the overall effectiveness and consistent use of reliable data to inform decision making.
 - Cyber security processes and IT General Controls.
- 23/46 **RESOLVED:**
That Council endorsed the ARC Annual Report.

Referred by Finance and Infrastructure Committee

- 23/47 RECEIVED:
Paper CO/23/11 being the upward reports from the October and November Finance and Infrastructure Committee.
- 23/48 NOTED:

A number of mitigating actions had been quickly implemented to apply cost control in light of a student recruitment shortfall and these had brought the forecast back to the approved budget.

Referred by Senate

- 23/49 RECEIVED AND NOTED:
Paper CO/23/12 being the upward report from the Senate meeting held on 15 November 2023.

Referred by Remuneration and Workforce Strategy Committee

- 23/54 RECEIVED:
Paper CO/23/14 being the upward report from the Remuneration and Workforce Strategy Committee.

- 23/55 NOTED:
That the RWSC annual report had demonstrated the scrutiny given to Executive pay.

ITEMS FOR ENDORSEMENT

Statutory Reports

- 23/56 NOTED:
The Prevent Duty Annual Accountability Declaration and data return to the Office for Students (OfS).

- 23/57 **RESOLVED:**
That Council approve the Modern Slavery Act statement 2022/23 for publication on the University website.

Date of Next Meeting

- 23/58 The next Council meeting is on Wednesday 27 March 2024 (lunch 12:30-13:30 meeting 13:30-17:00) in the Council Room, Chancellery, John Cadbury House.