

CONFIRMED MINUTES OF THE MEETING HELD ON TUESDAY 23 MARCH 2021

PRESENT: via Zoom

Lord Kerslake (Chair)	M P Ishola
Ms J Allen	Mr C Kenny
Mr A Adegbola	Mr N MacDonald
Professor J Bale	Dr J Morrissy from item 6.2
Mr D Bye	Ms M Munn
Ms K Finlayson: items 1 to 6.6i	Professor J Patnick
Ms A Foulkes	Mr K Taylor
Ms K Grainger: from item 6.4	Ms P Thompson
Professor Sir C Husbands	

APOLOGIES: Mr D Bradley, Professor C Kinsella and Professor P Wiles

IN ATTENDANCE:	AGENDA ITEM
Ms M Boryslawskij, University Secretary and Clerk to the Board	All
Ms J Byrd, Chief Executive Officer, Students' Union	6.6
Mr R Calvert, DVC Strategy and Operations	All
Professor R Eccleston, DVC Academic	All
Ms D Harry, Chief Finance and Planning Officer	All
Dr S Jackson, Chief People Officer	All
Ms J Juillerat, Associate, Advance HE	6.8
Professor K Kerrigan, PVC Business and Enterprise	All
Ms C Marlow, Head of Legal Services (observer)	All
Dr L Mooney, PVC Research and Innovation	All
Mr A Porter, Associate Director (Governance), AdvanceHE	6.8
Ms J Presland, Graduation Intern, Strategy, Planning and Insight/College Services	6.3
Ms N Rawlins, Group Director for Recruitment, Communications and Marketing	6.2
Mr T Russell, Head of Strategic Insight and Data	6.3
Ms A Wells, Director of Academic Services	6.7
Professor C Wiggington, PVC Global and Academic Partnerships	All
Ms T Goodwill, Minute Secretary, Governance, Legal and Sector Regulation	All

Chair's Opening Remarks

Minute Ref **BG/2/21/1**

1.1 The Chair welcomed Clair Marlow, Head of Legal Services to the meeting.

Agenda item 2.

Declarations of Interest

Minute Ref **BG/2/21/2**

2.1 There were no declarations of interest.

<p>Agenda item 3. BG/9/20/MC BG/1/21/M</p>	<p>Minutes of previous meetings</p>	<p>Minute Ref BG/2/21/3</p>
<p>3.1 The Board <u>approved</u> each of the following as a correct record:</p> <ul style="list-style-type: none"> i) the confidential minutes of the special meeting held on 16 December 2020 with the additional sentence at minute 177.4iii; ii) the minutes of the meeting held on 2 February 2021. 		
<p>Agenda item 4. BG/1/21/action</p>	<p>Matters Arising/Action Tracker</p>	<p>Minute Ref BG/2/21/4</p>
<p>4.1 The Board <u>noted</u> the action tracker.</p>		
<p>Agenda item 5.</p>	<p>Other Urgent Business</p>	<p>Minute Ref BG/2/21/5</p>
<p>5.1 There was no other urgent business.</p>		
<p>Agenda item 6.1 Paper Ref BG/1/21/6.1 Confidential</p>	<p>Vice-Chancellor's Report</p>	<p>Minute Ref BG/2/21/6</p>
<p>6.1 The Board <u>noted</u> the Vice-Chancellor's report which summarised activity at the University and in the Higher Education sector since the February 2021 Board meeting.</p>		
<p>6.2 Following the Government's announcement on 22 February 2021 of its roadmap to ease COVID pandemic lockdown restrictions and in connection with updated guidance about returning to campus:</p> <ul style="list-style-type: none"> i) a copy of the briefing for students on the implications of the roadmap for them and their Sheffield Hallam experience, had been sent to the Board. The recovery of those parts of the wider student experience lost owing to the pandemic was a concern; ii) the University continued to consult and communicate via usual channels involving line management and Trade Unions. Regular updates included weekly briefings to the Senior Leadership Team, all students and all staff, including the Vice-Chancellor's weekly video. 		
<p>6.3 In the context of the uncertainty about the duration of the disruption created by the pandemic the:</p> <ul style="list-style-type: none"> i) University's development of plans for semester 2 of 2020/21 and the start of the 2021/22 academic year would be informed by Government guidance about the further easing of lockdown restrictions once it was published; ii) work continued in connection with the Future Strategy Plan to deliver the ambitions in the Transforming Lives - Resetting our Strategic Priorities report which was approved by the Board (minute BG/20/156 refers). The programme of inter-related workstreams included consideration of new ways of using the campus, physical and digital ways of teaching and learning and working. The Pillar Board structure which had been part of the governance arrangements prior to the first lockdown in March 2020 had not been reinstated, but strategy implementation continued to be managed through the Future Strategy Program, as approved by the Board. 		
<p>6.4 The Board received correspondence in February 2021 from the organisers of the student Rent Strike campaign in which the concerns expressed extended beyond rent payable by students for accommodation during the pandemic. The Chair asked the University to provide evidence and assurance that the arrangements for reporting concerns and protecting standards in student accommodation were effective. Governors thanked the University for the thorough and comprehensive account which was sent to the Board on 19 March 2021.</p>		

Governors commented that the issue of rent payable by students for accommodation which they have not been able to use because of the pandemic remained to be resolved. It was confirmed that the University did not own accommodation and was not a party to the accommodation contracts which were private agreements between landlords and students. The University would continue its engagement alongside and with the Students' Union and options for students would be explored further with landlords.

6.5 The Government had announced proposals to place a duty on higher education providers to actively promote freedom of speech and to appoint a national free speech champion who would sit on the Office for Students Board. The University had reviewed its freedom of speech policy.

6.6 The University was providing a package of support to help final year students in 2021 thrive as they graduate.

6.7 The Chair of the Academic Assurance Committee reported that in connection with the University's apprenticeship provision, an Ofsted Progress Monitoring Visit was completed remotely in February 2021. Ofsted judged that the University was making significant progress in ensuring that its curriculum and support offer was meeting its learners' needs. From April 2021 all apprentices, regardless of level would fall into Ofsted's scope as regulator.

6.8 The South Yorkshire COVID recovery stimulus which was approved by the Sheffield City Region Mayoral Combined Authority in March 2021 would involve investment in infrastructure, transport, skills and jobs.

<p>Agenda item 6.2 Paper Ref BG/2/21/6.2i & 6.2ii</p>	<p>Student Recruitment</p>	<p>Minute Ref BG/2/21/7</p>
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7.1 The Group Director for Recruitment, Communications and Marketing introduced the report which, following the headline summary report to the Board in February 2021 (minute BG/1/21/6.3 refers), gave further details about the University's performance in:

- i) international student recruitment 2020/21 entry. In response to a question it was reported that the University's approach to international student recruitment would be managed to ensure the provision of support for international students.
- ii) Postgraduate home student recruitment 2020/21 entry;
- iii) Higher Degree Apprenticeship recruitment 2020/21 entry;
- iv) Full-time undergraduate student recruitment position for 2021/22. The recruitment cycle continued to be a challenging one. The University's work in the following areas was outlined:
 - partner schools and colleges;
 - using technology to showcase the University's offer and enable prospective students to engage with the University. A virtual Open Day would be held in June 2021;
 - marketing including a second TV advertisement campaign;
 - planning, including risk assessments for future events proposed to be held on campus. This would be informed by Government guidance about the further easing of lockdown restrictions which was expected at Easter 2021.

The Board noted the report and in the context of the uncertainty and risks owing to the pandemic and a competitive recruitment market, the points in the discussion included:

- i) what was known about the reasons for the lower level of applications. Work, in order to understand the difference in performance between the University and that of its competitors and also the performance of institutions with a high tariff continued;

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- ii) in connection with the University's prospective student profile in the region, there was considered to be less confidence to progress to higher education. The effect of place was also a factor. Sheffield as a location for students living 50+ miles away was not as strong nationally as the locations of some of the University's competitors;
 - iii) the effect of the pandemic on applicant behaviour. It was reported that this unique cycle of recruitment meant that prospective students' experience and behaviour was not directly comparable with previous cycles. Results day for A levels would be 10 August 2021 and because trend data could not be used as a predictor of future application levels there would be challenges for Clearing. Some prospective students would be holding off making an application;
 - iv) the disruption to the economy, employment and job opportunities and whether the University had a sense of the extent to which some individuals may choose to enter higher education and what the portfolio could offer them. It was reported that the University may be a fall-back position for some unable to secure employment. The approach to placements was outlined;
 - v) approaches in the sector to offers to students and the impact on conversion;
 - vi) the acceptance deadline for applicants had been moved from early May to 10 June. In light of this timing the Board would receive an oral report at its meeting on 15 June 2021 following which detailed modelling would be carried out including acceptance projection.

Action: Group Director for Recruitment, Marketing and Communications

The Board thanked the Group Director for the comprehensive explanation of the qualitative factors and the interpretation of the data relating to student recruitment including the as yet unknown answers to questions raised by the data. In this context the Board was assured of the University's approach to work in relation to student recruitment which would inform strategic decisions to be considered as part of the Future Strategy Plan.

7.2 Equality, diversity and inclusion analysis of admissions to the University in 2020/21

The Board noted the report which provided an equality, diversity and inclusion analysis of admissions to the University in 2020/21 following the Board's discussion in October 2020 (minute BG/20/133 refers). The report focused on UCAS applications which provided a comprehensive data set for analysis and where the University's Access and Participation Plan's commitments (minute BG/2/21/29 refers) were focused.

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- 7.3 The Board discussed what the University had learned from the analysis and what was informing its approach to encourage prospective students to apply. Comments included:
- i) Diversity in the staff profile had improved;
 - ii) Black, Asian and Minority Ethnic role models should be used in promotional literature. The Students' Union had recently recruited Black, Asian and Minority Ethnic students as ambassadors;
 - iii) the Degree Awarding gap for Black, Asian and Minority Ethnic students had improved;
 - iv) some of the outcomes suggested by the analysis could be interrogated to further understand the data;
 - v) the provision of support for Black, Asian and Minority Ethnic students falls within the remit of the Access and Participation Plan (minute BG/2/21/29 refers) which had specific goals against which the University's performance could be measured;
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- vi) the University's approach was moving improvements in the right direction but that they did take time to emerge in reported outcomes.
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7.4 It was commented that the Board would benefit from an integrated approach to reports to enable a coherent understanding of the University's performance overall.

Action: Chief People Officer

Agenda item 6.3
Paper Ref
BG/2/21/6.3

**University Performance Report (UPR) Period 6:
January 2021**

Minute Ref
BG/2/21/8

- 8.1 The Board received the UPR. The Head of Strategic Planning and Data presented a series of slides which highlighted the performance headlines in connection with:
- i) international student recruitment which showed a positive trend;
 - ii) operating surplus which was favourable to budget. The Chief Finance and Planning Officer reported that the cash position remained strong and the forecast position for pay as a percentage of income was slightly more favourable than budget. In light of the exceptional year since the 2020/21 budget was set and the continuing uncertainty and risks owing to the pandemic, the operating surplus could not be taken to be indicative of future forecasts or performance.
 - iii) the percentage of staff identifying as Black, Asian and Minority Ethnic continues to improve with new staff appointments. In response to a question, a breakdown of staff ethnicity into professional services staff and academic staff would be included in future UPRs. The current breakdown was shared with the Board following the meeting.
 - iv) research and innovation income had increased;
 - v) the fall in average tariff from medium to low in 2019/20 in HESA categorisations. In response to concerns about this, it was reported that because of small changes including improvements in the performance of competitors compared to the University's performance, the sector average tariff comparison used by HESA moves the University from a medium to a low tariff institution. The University's position should be considered in the context of the current UPR.
 - vi) home undergraduate full-time applications. This had been discussed earlier by the Board.

Agenda item 6.4
Paper Ref
BG/2/21/6.4

**Equality, Diversity and Inclusion (EDI) Annual
Report 2019/20**

Minute Ref
BG/2/21/9

- 9.1 The Chief People Officer introduced a presentation which summarised the report's detailed account of the University's progress in 2019/20 to:
- support the achievement of the University's Equality Objectives 2017-2020;
 - build and develop an inclusive culture and support the continued development and progression of protected groups;
 - raise the profile of EDI and its importance to the staff experience and the student experience.

The Board received the report and Governors thanked the Chief People Officer for a comprehensive annual report.

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- 9.2 The Board supported the continuation of the work and in connection with the next steps:
- i) asked how the Board could be assured that the activities described were making a difference. It was reported that the actions would be supported by key performance indicators to be reported in the EDI annual report to the Board. Governors
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- acknowledged that progress had been made but that the impact of EDI initiatives do take time to emerge in outcomes. It was suggested that to enable a coherent understanding of the University's performance, the EDI KPI reporting should be aligned with that in the University Performance Report;
- ii) commented on the need for future reports to include EDI progress in the context of research in addition to teaching and learning;
 - iii) referred to the work of the Students' Union to recruit Black, Asian and Ethnic Minority student ambassadors and it was suggested that in partnership with the University a programme to educate students about EDI should be developed.
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- 9.3 In accordance with the Public Sector Equality Duty the annual EDI report to be published would be shared with the Board.

The Finance and Employment Committee and the Board would receive a report on a reset of the University's Equality Objectives and strategic direction for EDI to reflect the changing context for staff and students.

Action: Chief People Officer.

Agenda item 6.5
Paper Ref
BG/2/21/6.5

Report from Staff Governors

Minute Ref
BG/2/21/10

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- 10.1 The Board received the report. The Staff Governors highlighted the issues, from an academic staff perspective, which required clarification.
- i) The Vice-Chancellor responded to the points in sections 2.1 and reported that in line with the ambitions in the Transforming Lives - Resetting our Strategic Priorities report which was approved by the Board (minute BG/20/156 refers), the University was developing its plans for teaching and learning after Easter 2021. This work was being led by the Deputy Vice-Chancellor (Academic) and the plans, including face-to-face teaching, would be subject to scrutiny and challenge. The development of plans would be informed by Government guidance once it was published. The University continued to consult and communicate via usual channels involving line management and Trade Unions.
 - ii) The Deputy Vice-Chancellor (Strategy and Operations) responded to the points in section 2.2 and confirmed that the University took its health and safety obligations seriously and the University's Health and Safety Service had a proactive inspection plan in place to enable the maintenance of COVID safe classrooms and buildings. The University had been clear in its communications about support services for staff wellbeing and, when personal circumstances compromise a safe return to campus, the matter should be discussed with the line manager.
 - iii) The Chair of the Finance and Employment Committee reported that at its meeting on 10 February 2021 the Committee had received a report on the University's response to concerns raised at the February 2021 Board meeting about the University's health and safety response to COVID-19 (minute BG/1/21/8.5 refers). The Committee was assured that:
 - a. there was a formal process for engagement with the Trade Unions and that any areas of disagreement were formally recorded; and
 - b. the University had responded appropriately to Trade Unions concerns and addressed these where appropriate.
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- iv) The Deputy Vice-Chancellor (Strategy and Operations) responded to the points in section 2.3 about whether summer teaching would be required and reported that future needs were unknown.
- v) The Vice-Chancellor reported that he had not given the instruction to staff governors as reported in section 2.4. The University's engagement continued alongside and with the Students' Union. The Chair and the Deputy Chair reinforced the principle that the Board was a single entity for collective decision making by the members acting as a body.

Agenda item 6.6
Paper ref
BG/2/21/6.6i

Report from the Students' Union

Minute Ref
BG/2/21/11

- 11.1 The Board received the report on the activities of the elected Officers of the Sheffield Hallam Students' Union (SHSU). The President and the Business, Technology and Engineering College Officer summarised some of the key activities and priorities including the:
- i) rent strike policy which had been approved by the Students' Union Council;
 - ii) academic support for students;
 - iii) work to improve the National Student Survey score;
 - iv) work with the University to provide support to international students;
 - v) LGBTQ+ campaign;
 - vi) work to improve student engagement which included a post COVID student academic experience virtual event. Lockdown lounge events had been well received by students;
 - vii) support for students' mental health and wellbeing.

Agenda item 6.6
Paper ref
BG/2/21/6.6ii

Students' Union 2025 Strategic Plan implementation

Minute Ref
BG/2/21/12

- 12.1 The Chief Executive Officer introduced the report which outlined the significant progress made in the implementation of the SHSU Strategic Plan, despite the disruption created by the pandemic. The report summarised the projects initiated in 2020/21 including the work to get resources and structures aligned and in place to deliver the Plan which had targets for each theme underpinning the five-year vision. The Board noted the progress report.
- 12.2 Governors asked how staff morale was and how arrangements were being managed following changes to the staffing structure which had been progressed through a programme of collective consultation with staff and the Trade Unions. It was reported that the changes had hit staff hard, the SHSU was supporting the displaced staff.
- 12.3 The President reported on the concerns of students in connection with the closure of the Hideout Bar. Students had commented that profit should not be the only driver informing decisions. The Bar provided good opportunities for student engagement, it was a focal point for students including international students and a key part of the student experience. It was reported that commercial outlets operating at a loss were a matter for the SHSU and the Board of Trustees. In light of the need to secure the SHSU long term financial position and viability as a going concern, the SHSU was asked to address and balance its budget. Consequently, a prudent decision was taken to close the Hideout Bar.
- 12.4 Members of the Board acknowledged the challenges facing the SHSU in its implementation of a Strategic Plan to enable a sustainable future. The Board would receive progress reports on the implementation of the Strategic Plan against the targets.
Action: Chief Executive Officer, SHSU

Agenda item 6.6
Paper ref
BG/2/21/6.6iii

Compliance with the Education Act 1994

Minute Ref BG/2/21/13

- 13.1 The University Secretary introduced the report on the review of compliance with section 22 of the Education Act 1994 (which relates to the responsibilities of the Board of Governors in relation to the Students' Union) by Governance, Legal and Sector Regulation. This work included review of the Students' Union proposed revisions to the Articles of Governance (minute BG/2/21/14 refers). This work confirmed that the University was largely compliant. The outcomes of the work to complete the further actions recommended in connection with the draft Articles to ensure full compliance would be confirmed to the Board at its meeting in June 2021. The Board noted the review of compliance and the further actions (paragraph 2.4).
- 13.2 In connection with the Students' Union grant and budget, it was reported that the programme of business for the Finance and Employment Committee included consideration of the grant and the budget prior to recommending each of them to the Board for approval.

Action: Chief Finance and Planning Officer

Agenda item 6.6
Paper ref
BG/2/21/6.6iv

Students' Union Articles of Governance

Minute Ref BG/2/21/14

- 14.1 The President of the Students' Union introduced the report on the Articles of Governance and outlined the background to the revisions which included the Officer model following the 2020 referendum and the recommendations from the Students' Union 2019 Referendum (BG/20/34.3 refers). The need for the approval of the Articles to be progressed promptly, which the President urged the Board to do, was noted. As reported, the further actions recommended in connection with the draft Articles must be completed to ensure that full compliance with the Education Act was achieved.
- 14.2 The Board considered the proposals in relation to progressing the further actions promptly to ensure compliance with the Education Act was achieved and resolved to:
- i) revoke on a temporary basis the decision made by the Board in 2001 (paragraph 2.5 refers);
 - ii) delegate authority to a Board sub-group to consider the recommendations made by GLSR as set out in paragraph 2.4 of paper BG/2/21/6.6iii and, if appropriate following consideration, to approve the revised Articles of Governance and By-laws on behalf of the Board of Governors;
 - iii) approve the appointment of each of the following as the core membership of the sub-group:
 - Meg Munn, independent governor;
 - Chris Kenny, independent governor;
 - Andrew Adegbola, President of the Students' Union;
 - iv) approve that the 2001 decision is reinstated and recorded in the minutes of the Board of Governors meeting at the June 2021 meeting following a report from the sub-group on its consideration of the recommendations (paragraph 2.4), compliance with the Education Act and the final Articles approved.
- 14.3 Subject to the approval of the revised Articles by the Board's sub-group and prior to the June 2021 Board meeting, the Students' Union Trustee Board would receive a report on the final approved Articles at its meeting in May 2021.

Agenda item 6.7
Paper ref
BG/2/21/6.7
Confidential +
legally privileged

**Review of Compliance with Condition C1 of the
Regulatory Framework – Office for Students**

Minute Ref
BG/2/21/15

15.1 The Director of Academic Services reported that the OfS had written to higher education providers in England to request that each provider reviews its compliance with registration condition C1 on the extent to which due regard had been given to guidance in relation to consumer protection law for the current academic year 2020/21. The University's work in its two stage approach to the review was outlined.

15.2 In response to comments from governors:

- i) the rationale for the request from OfS in the context of the disruption created by the pandemic was outlined;
- ii) the University's approach to a generic request to providers under the Freedom of Information Act 2000 for access to the review documentation was outlined;
- iii) about the importance of keeping records, it was reported that review outcomes would inform the need for any changes to be made to the University's current practices.

15.3 The Board noted the approach taken to the internal review, as endorsed by the University Leadership Team (ULT) and summarised in the commentary particularly in point 6 (Initial Observations from the Steering Group), point 7 (Short Summary of Findings) and Appendix A.

15.4 The report on the second stage would be considered by the ULT, Academic Board and the Academic Assurance Committee, before being presented to the Board of Governors for consideration.

Action: Director of Academic Services

Agenda item 6.8
Paper ref
BG/2/21/6.8

Board Effectiveness Review 2020/21

Minute Ref
BG/2/21/16

16.1 The Associate Director (Governance), AdvanceHE introduced the report on the 2020/21 review of Board effectiveness which had been finalised following the Board's discussion of the interim report at its update and development day in February 2021. Working remotely owing to the restrictions in place because of the pandemic had not affected the progress of the review and the Governance and Sector Regulation team were thanked for their support to implement the review process with members of the Board. Members of the Board were thanked for their constructive feedback and engagement with the review. The outcomes gave a positive reflection of the Board's operation and effectiveness. The recommendations were opportunities for continuous improvement, and some had been identified as priorities, in particular the:

- process for review of individual Board member contribution (11)
- diversity of characteristics of the Board's membership (16)
- process and criteria for appointments of staff members to the Board (17)
- link between academic and corporate governance (26)

16.2 Governors commented on the size of the Board, asked whether there was an ideal size and whether all vacancies for independent governors should be filled in the current cycle of recruitment. In response it was reported that the average membership of Boards in the sector in 2019 was 18.7 members and that the Board should keep its size under review.

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- 16.3 The Board resolved to accept the recommendations of the review. A report on the action plan for the review's recommendations would be considered by the Board Officers and then the Board. The action plan would be informed by the work to map compliance with the Committee of University Chairs Higher Education Code of Governance (minute BG 2/21/34 refers).

Action: University Secretary and Clerk to the Board

Agenda item 6.9

Chairs' Reports

Minute Ref **BG/2/21/17**

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- 17.1 The Board received a report from each of the Chairs of the committees. The minutes of the committees' meetings were on the agenda.

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- 17.2 The Chair of the **Academic Assurance Committee (AAC)** reported that at its meeting on 5 February 2021 the Committee:
- i) received an update on Apprenticeships and the Self Assessment Report and Quality Improvement Plan that the University intended to submit to Ofsted ahead of a monitoring visit in February 2021. The Committee was assured of the progress made.
 - ii) received the annual quality report and appendices. The Committee agreed that it could assure the Board as to the overall quality of the University's academic provision and that processes were in place to maintain, review and enhance this quality.
 - iii) welcomed the work of the Students' Union in producing the Student Voice report and the work of the University in collaboration with the Students' Union to address the recommendations. In the report the President of the Students' Union had highlighted the following where the Students' Union required greater commitment from the University:
 - around placements, volunteering and internships
 - for student wellbeing and mental health
 - providing the Students' Union with physical space in Colleges to support its engagement strategy
 - iv) received a report on the review of the assessment support measures to ensure fair outcomes for students in the context of the continuing restrictions because of the COVID-19 pandemic. The Committee was content that the University's approach was appropriate.
 - v) received an update and endorsed a proposal to add a student representative to the constitution of the AAC. This would be progressed as part of the action plan following the 2020/21 review of Board effectiveness by AdvanceHE (minute BG/2/21/16 refers).

Action: University Secretary and Clerk to the Board

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- 17.3 The Chair of the **Finance and Employment Committee** reported that at its meeting on 10 February 2021 the Committee:
- i) discussed the strategic business case for a potential opportunity and agreed to hold a further discussion in advance of the scheduled May 2021 meeting if a suitable commercial offer was received by the University.
 - ii) recommended to the Board the lease for Porter Brook Medical Centre.
 - iii) received a presentation on the UK's new points-based immigration system and discussed the implications for the University. The presentation had been shared with Board.
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- iv) supported the approach to pulse surveys as part of the Staff Engagement Survey programme.
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17.4 The Chair of the **Remuneration Committee** reported that work was taking place to review and refine policies and procedures following the Committee's meetings held on 10 February and 9 March 2021.

17.5 The Chair of the **Audit and Risk Committee** reported that at its meeting on 11 February 2021 the Committee:

- i) received the standing report on risk management and noted changes made to the Corporate Risk Register (CRR). It also received updates on the University's ongoing response to the COVID-19 pandemic and the risks around Brexit. The University had not included specific risks on the CRR for either COVID-19 or Brexit and it was noted that this was because these matters had impact across a range of corporate risks.
 - ii) was assured that the University had complied with the Transparent Approach to Costing requirements and had approved the 2019/20 return for submission to the Office for Students.
 - iii) received a report following a review of the Committee's effectiveness by KPMG which found that there was strong governance in place and that the Committee was well run. A report would be submitted to the Committee in May 2021. This would include an action plan to address the effectiveness review's recommendations, any relevant recommendations from the 2020/21 review of Board effectiveness by AdvanceHE and actions arising from the self-assessment of compliance with the Committee of University Chairs Audit Code of Practice which had been carried out by the Governance, Legal and Sector Regulation team.
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17.6 The Chair of the **Nominations Committee** reported that at its meeting on 10 February 2021 the Committee:

- i) recommended to the Board the re-appointment of the Chancellor, a change to the constitution of the Remuneration Committee and the appointment of one member of academic staff to the Board selected from the membership of the Academic Board;
 - ii) shortlisted applications for interview in March 2021 for the independent vacancies on the Board created by the retirement of one independent governor on 31 July 2020 and five forthcoming vacancies. Further work continued to promote the vacancies with a view to replacing the law, estate and property development and finance and accountancy skills and experience being lost through retirement;
 - iii) received progress reports on the vacancies for independent members of the Board on the Audit and Risk Committee which would be progressed as part of the Nominations Committee's work to fill the independent vacancies on the Board;
 - iv) received progress reports on the work to fill each of the vacancies for a co-opted member on the Remuneration Committee and on the Academic Assurance Committee.
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17.7 The Chair of the Board reported that at its meeting on 4 March 2021 the **Board Effectiveness Working Group** had commented on the work by the Governance and Sector Regulation team to review and refresh the Regulations which uphold the Public Interest Governance Principles. Further work continued. A final meeting of the Group would be arranged to review the Regulations for recommendation to the Board for approval at its meeting in June 2020.

17.8 The Chair of the Board reported that a **briefing for the Board** on the Advanced Wellbeing Research Centre (AWRC) including the Wellbeing Business Accelerator had been held on

16 March 2021. At the briefing the University was encouraged to use the story of the AWRC including the Wellbeing Accelerator in its engagement/promotional literature with stakeholders, potential students and staff.

<p>Agenda item 7.1 Paper ref BG/2/21/7.1 Confidential</p>	<p>Lease for Porterbrook Medical Centre, Surrey Building</p>	<p>Minute Ref BG/2/21/18</p>
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18.1 The Board resolved to approve the lease as detailed in the report and recommended by the Finance and Employment Committee (minute FEC/2/21/9 refers).

<p>Agenda item 7.2 Paper ref BG/2/21/7.2 Confidential</p>	<p>Task Group of the Board (re-formed in July 2020): Financing the Campus Plan</p>	<p>Minute Ref BG/2/21/19</p>
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19.1 The Chief Finance and Planning Officer introduced the report which outlined the background to the University's current loan facility agreement with Santander UK PLC and summarised the progress of the work by the Task Group following its consideration in February 2021 of a detailed report on the proposed changes to the facility agreement. A minute confidential to the Board was recorded.

19.2 The Board:

- i) received the progress report following the Group's meeting on 22 February 2021;
- ii) noted Chair's Action taken on 4 March 2021;
- iii) noted a letter of amendment to the current facility agreement from Santander dated 10 March 2021.

<p>Agenda item 7.3 Paper ref BG/2/21/7.3 Confidential</p>	<p>Associate Company Investment: Sonnet</p>	<p>Minute Ref BG/2/21/20</p>
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20.1 The Chief Finance and Planning Officer introduced the report on the University's loan agreement with Sonnet Impact and Advisory CIC which was a consultancy working with the University's Centre for Regional Economic and Social Research. The Company's request for an extension to the drawdown period beyond 31 March 2021 for the undrawn amount had been considered. This included the:

- i) reasons which were the unforeseen disruption created by the pandemic on the progress of projects;
- ii) forecasts for repayment. The extension was not expected to provide significant risk;
- iii) advice of the University's Legal Team in connection with the letter of variance.

20.2 The Board resolved to approve the:

- i) extension of the loan drawdown period to 30 September 2021.
- ii) delegation of authority to the Chief Finance and Planning Officer (CFPO) to sign a letter to Sonnet confirming the extension.
- iii) delegation of authority to the CFPO to grant further time extensions of up to a further 12 months (i.e. to 30 September 2022) if requested by Sonnet and if the CFPO considers that appropriate in context of Sonnet's financial forecasts.

<p>Agenda item 7.4 Paper ref BG/2/21/7.4 Confidential</p>	<p>Sub-Committee of the Finance and Employment Committee (FEC): Pensions Governance and Risks</p>	<p>Minute Ref BG/2/21/21</p>
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21.1 The Chief People Officer introduced the report which, following discussion at the October 2020 meeting (minute BG/20/135.2 refers) proposed the terms of reference for a

Pensions Governance and Risks sub-committee of the Finance and Employment Committee (FEC).

- 21.2 The Board resolved to approve the formation of the Pensions Governance and Risks sub-committee of the FEC as specified in the Terms of Reference. The Board would receive progress reports from the sub-committee.

Action: Chief People Officer and University Secretary

Agenda item 7.5
Paper ref
BG/2/21/7.5

Remuneration Committee: Amendment to Constitution

Minute Ref BG/2/21/22

- 22.1 The Board resolved to approve the recommendation from the Nominations Committee that the membership of the Remuneration Committee be reduced from six to five with the removal of the vacancy for one of the two independent members of the Board. The change would take effect from 23 March 2021.

Agenda item 7.6
Paper ref
BG/2/21/7.6
Confidential

Appointment to the Board and its committees

Minute Ref BG/2/21/23

- 23.1 Following consideration by the Nominations Committee of the report from the Selection Panel the member of academic staff selected from the membership of the Academic Board and recommended for appointment to the Board of Governors was Dr Claire Cornock, Lead for Teaching, Learning and Assessment in the Department of Engineering and Mathematics, College of Business, Technology and Engineering.

- 23.2 The Board resolved to approve the appointment of Dr Claire Cornock to the following from 23 March 2021 until 31 July 2022:

- i) Board of Governors as the academic staff member selected from the membership of the Academic Board.
- ii) Academic Assurance Committee (AAC);
- iii) Nominations Committee.

This appointment would be subject to a mutual review with the Chair of the Board of Governors after the first year. The Board noted the membership of the Board at 23 March 2021.

- 23.3 In response to a question, it was reported that the rationale for including a member of academic staff selected from the Academic Board in the constitution of the AAC was to broaden the mix of academic perspectives and to strengthen the connections between the Academic Board and the AAC. These arrangements enable the Board of Governors to seek and receive assurances about academic governance and standards and fulfil its regulatory reporting responsibilities.

Agenda item 7.7

The Chancellor

Minute Ref BG/2/21/24

- 24.1 The Board:
- i) noted that the Chancellor's current four-year period of office was from 26 July 2018 until 31 July 2022;
 - ii) resolved to approve the re-appointment of the Chancellor for a second term of four years from 1 August 2022 until 31 July 2026.

<p>Agenda item 8.1 Paper ref BG/2/21/8.1</p>	<p>Student Voice Report and the University's response</p>	<p>Minute Ref BG/2/21/25</p>
<p>25.1 The Board <u>noted</u> the report which contained the Student Voice report 2019/20 and an interim update on the University's response to the issues identified in the report which had been considered by the Academic Board in January and the Academic Assurance Committee in February 2021.</p>		
<p>Agenda item 8.2 Paper ref BG/2/21/8.2</p>	<p>Health, Safety and Wellbeing Management Review Report 2019/20</p>	<p>Minute Ref BG/2/21/26</p>
<p>26.1 The Board <u>received</u> the Health, Safety and Wellbeing Management Review report which included the University's response to the disruption created by the pandemic, a review of the progress against the objectives for the year and other performance related information. The Board <u>noted</u> the recommendations (section 5) and that a Health, Safety and Wellbeing Management report would be made to the Finance and Employment Committee on a six-monthly basis.</p> <p>Action: Head of Health and Safety, Chair of the Health, Safety and Wellbeing Committee and Deputy Vice-Chancellor (Strategy and Operations)</p>		
<p>Agenda item 8.3 Paper ref BG/2/21/8.3i, 8.3ii, 8.3iii + 8.3iv</p>	<p>Minutes of the Committees of the Board</p>	<p>Minute Ref BG/2/21/27</p>
<p>27.1 The Board <u>received</u> the:</p> <ul style="list-style-type: none"> i) unconfirmed minutes of the Finance and Employment Committee meeting held on 10 February 2021; ii) unconfirmed minutes of the Nominations Committee meeting held on 10 February 2021; iii) confirmed minutes of the Remuneration Committee meeting held on 10 February 2021; iv) unconfirmed minutes of the Audit and Risk Committee meeting held on 11 February 2021. 		
<p>Agenda item 8.4 Paper ref BG/2/21/8.4i + 8.4ii</p>	<p>Academic Governance</p>	<p>Minute Ref BG/2/21/28</p>
<p>28.1 The Board <u>received</u> the unconfirmed minutes of the:</p> <ul style="list-style-type: none"> i) Academic Board meeting held on 20 January 2021; ii) Academic Assurance Committee meeting held on 5 February 2021. 		
<p>Agenda item 9.1 Paper ref BG/2/21/9.1</p>	<p>Access and Participation 2019/20: Monitoring Return</p>	<p>Minute Ref BG/2/21/29</p>
<p>29.1 The Board <u>noted</u> and <u>endorsed</u> the 2019/20 Access and Participation monitoring return which had been approved by the Vice-Chancellor (Accountable Officer) for submission to the Office for Students by the April 2021 deadline.</p>		

<p>Agenda item 9.2 Paper ref BG/2/21/9.2</p>	<p>Office for Students Condition F1: Transparency Information Requirements in the 2020-21 academic year</p>	<p>Minute Ref BG/2/21/30</p>
<p>30.1 The Board <u>noted</u> the report and OfS letter in connection with the transparency information requirements to meet the F1 general ongoing condition of registration.</p>		
<p>Agenda item 9.3 Paper ref BG/2/21/9.3</p>	<p>Student Disciplinary Regulations: Annual Report 2019/20</p>	<p>Minute Ref BG/2/21/31</p>
<p>31.1 The Board <u>noted</u> the annual report on the Student Disciplinary Regulations for the year ended 31 July 2020.</p>		
<p>Agenda item 9.4 Paper ref BG/2/21/9.4</p>	<p>SHU Trust</p>	<p>Minute Ref BG/2/21/32</p>
<p>32.1 The Board <u>noted</u> the summary of the activities of the SHU Trust for the year ended 30 June 2020.</p>		
<p>Agenda item 9.5 Paper ref BG/2/21/9.5</p>	<p>Corporation Seal</p>	<p>Minute Ref BG/2/21/33</p>
<p>33.1 The Board <u>noted</u> the report.</p>		
<p>Agenda item 9.6 Paper ref BG/2/21/9.6</p>	<p>Committee of University Chairs (CUC) Higher Education Code of Governance (September 2020): Compliance 2021</p>	<p>Minute Ref BG/2/21/34</p>
<p>34.1 The Board <u>noted</u> the report on the work by the Governance, Legal and Sector Regulation team following the publication of the updated CUC Higher Education Code of Governance which was published in September 2020 following consultation in the HE sector. This work included an initial mapping of compliance with the Code, cross-referencing with the emerging findings of the 2020/21 Board Effectiveness Review which commenced in Autumn 2020 and the work, since September 2020, to review and refresh the Regulations which uphold the Public Interest Governance Principles.</p>		
<p>34.2 The action plan following the final report on the 2020/21 Board Effectiveness Review (minute BG 2/21/16 refers) would be informed by further compliance mapping work. The Nominations Committee would receive a report on the mapping of compliance with the CUC Code in Autumn 2021. Action: University Secretary</p>		
<p>34.3 In line with the CUC Code the next review of Board effectiveness would be scheduled to take place in 2024. Action: University Secretary</p>		
<p>Agenda item 10 Paper ref BG/2/21/10</p>	<p>Schedule of meetings and outline annual cycle of business</p>	<p>Minute Ref BG/2/21/35</p>
<p>35.1 The Board <u>received</u> the outline annual cycle of business and <u>noted</u> that the next meeting of the Board would be held from 3.30pm to 6.30pm on Tuesday 15 June 2021.</p>		
<p>35.2 The University Secretary reported that the Office for Students would be publishing further details in connection with the reporting requirements for the financial year ending 31 July 2021. Once this detail was known the governors meeting schedule would be finalised for issue to governors. Action: University Secretary</p>		