

CONFIRMED MINUTES OF THE MEETING HELD ON TUESDAY 17 MARCH 2020

PRESENT:	* unable to join the meeting by video conferencing	
Lord Kerslake, Chair	Prof Sir C Husbands	
Ms J Allen	Mr N MacDonald	
Mr A Adegbola	Ms M Munn	
Prof J Bale (*by telephone)	Mr S Muhammed	
Mr D Bradley (*by telephone)	Prof J Patnick	
Ms E Buckley	Mr K Taylor (*by telephone. Left the meeting during item 10.3)	
Mr D Bye	Prof P Wiles (*by telephone)	
Dr K Grainger		
APOLOGIES:		
Ms A Foulkes	*Dr J Morrissy	
Ms K Finlayson	*Ms P Thompson	
Mr C Kenny	Dr S Timothy	
Prof C Kinsella		
IN ATTENDANCE:	AGENDA ITEM	
Ms M Boryslawskij, University Secretary and Clerk to the Board		
Mr R Calvert, DVC Strategy and Operations		
Prof R Eccleston, DVC Academic		
Ms D Harry, Chief Finance and Planning Officer		
Prof K Kerrigan, PVC Business and Enterprise		
Prof A Metcalfe, PVC Teaching and Learning		
Dr L Mooney, PVC Research and Innovation		
Mr J Rennie, Group Director, Student and Academic Services		
Prof C Wigginton, PVC Global and Academic Partnerships		
Mr U Zamman, Director of Human Resources and Organisational Development		
Ms T Goodwill, Minute Secretary, Governance, Legal and Sector Regulation		

Chair's Opening Remarks: the implications of the Coronavirus pandemic

Minute Ref BG/20/22

22.1	<p>The Chair thanked everyone for their prompt response to correspondence in connection with arrangements for the meeting and their commitment to attend whether in person or by video conferencing.</p> <p>*Post meeting notes:</p> <p>i) Owing to significant issues with the University's video conferencing arrangements not all governors had been able to join the meeting. The absent governors were invited to join the Vice-Chancellor on 26 March 2020 for a briefing on the University's response to the Coronavirus pandemic.</p> <p>ii) The Board meeting had been convened in accordance with the provisions of the University's governing documents. Those members included by telephone</p>
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	<p>conferencing participated actively in the meeting and contributed to the discussion making their views known in connection with the proposals made to the Board for decision but, they were not able to validly vote on any proposal. The proposals were also supported in correspondence received by the Clerk prior to the meeting from one of the absent Independent members. This fulfilled the independent member element of the quorum which enabled the Board's decisions to be validly discharged.</p>	
22.2	<p>Having reviewed the urgent, business critical items on the Board's agenda the Chair reported that the following items were deferred to the June 2020 meeting:</p> <ul style="list-style-type: none"> • Item 8.1 Research Excellence Framework presentation • Item 8.2 Staff Experience Survey • Item 8.4 Approach to International Student Recruitment • The pre-dinner briefing which would provide governors with consideration of potential options in relation to longer-term financial sustainability and the delivery of the University Strategy. <p>The order of agenda items had been revised to ensure time for:</p> <ol style="list-style-type: none"> i) consideration of the items for approval and those providing timely reports to the Board; ii) a discussion of the University's response to the Coronavirus pandemic; iii) a report on equality, diversity and inclusion; iv) any specific points on the remainder of the items which members of the Board may wish to raise. 	
22.3	<p>The Chair welcomed Dr Lisa Mooney, PVC Research and Innovation, who joined the University in March 2020, to the meeting.</p>	
Agenda item 3	<p>Declarations of Interest</p>	<p>Minute Ref BG/20/23</p>
23.1	<p>There were no declarations of interest.</p>	
Agenda item 1 Paper Ref BG/2/20/1	<p>Appointments to the Board and its committees</p>	<p>Minute Ref BG/20/24</p>
24.1	<p>Appointment to the Board and the Academic Assurance Committee</p> <p>The Board <u>resolved to approve</u> the appointment of Angela Foulkes as a:</p> <ol style="list-style-type: none"> i) co-opted governor to the Board of Governors from 17 March 2020 until 31 July 2024 subject to a mutual review of Angela's role and contribution as a governor, with the Chair, after the first two years; ii) member of the Academic Assurance Committee from 1 August 2020 until 31 July 2022. 	
24.2	<p>Procedures and Criteria for the appointment of members of the Board and its committees</p> <p>The Board <u>resolved to approve</u> that the Procedures and Criteria for the appointment of members of the Board and its committees be revised so that for:</p> <ol style="list-style-type: none"> i) Board appointments starting on or after 1 August 2020, members' appointments to the committees were co-terminous with the four-year period of office on the Board; 	

	<p>ii) the appointment of external co-opted members to the Board's committees, starting on or after 1 August 2020, the period of office was four years.</p> <p>The Board <u>noted</u> that the Procedures and Criteria for the appointment of members of the Board and its committees, which was one of a suite of governing documents subsidiary to the University's Instrument and Articles of Government, would be reviewed. This work would be informed by the outcomes of the work of the Board Effectiveness Working Group to review and refresh the Instrument and Articles of Government (minute BG/20/42 refers). The Nominations Committee would be asked to consider the reviewed Procedures and Criteria for recommendation to the Board for approval.</p> <p>Action: Clerk to the Board</p>
24.3	<p>Nominations Committee</p> <p>The Board <u>resolved to approve</u> the:</p> <p>i) revision of the Nominations Committee's Constitution to make the President of the Students' Union an ex-officio member of the Committee;</p> <p>ii) appointment of Julietta Patnick, an independent member of the Board, to the Nominations Committee from 17 March 2020 until 31 July 2022.</p>
Agenda item 9.6 Paper Ref BG/2/20/9.6 Confidential	<p>Re-appointment of External Auditors</p> <p>Minute Ref BG/20/25</p>
25.1	<p>The Board noted that there was an issue to be clarified between the Deputy Vice-Chancellor (Strategy and Operations) and the Chief Finance and Planning Officer. Subject to the clarification of that the Board's resolution in 25.2 would be confirmed as a decision of the Board for implementation.</p>
25.2	<p>Post meeting note: Subsequent to the Board meeting the Clerk received confirmation that the issue had been clarified.</p> <p>In line with the recommendation from the Audit and Risk Committee (minute ARC/20/06 refers) the Board <u>resolved to approve</u> the re-appointment of Grant Thornton as external auditors for a further two years (i.e. for the audit of the financial statements for the year ended 31 July 2020 and year ended 31 July 2021), subject to:</p> <p>(i) annual assessment of performance by the Audit and Risk Committee, and:</p> <p>(ii) consideration by the Audit and Risk Committee, of the fee proposal if it was proposed to increase the fee by more than the consumer price index.</p>
25.3	<p>Governors thanked the Chief Finance and Planning Officer for her work with Grant Thornton to finalise and agree the approach to the fee proposal.</p>
Agenda item 10.2i Paper Ref BG/2/20/10.2i	<p>OfSTED Readiness Update: Report from the February 2020 meeting of the Academic Assurance Committee (AAC)</p> <p>Minute Ref BG/20/26</p>
26.1	<p>Following the AAC's meeting in February 2020 (minute AAC/20/05 refers) Jeff Bale, member of the AAC, reported the following:</p>

	<ul style="list-style-type: none"> i) The University’s level 3 and 4 apprenticeship provision was inspected by Ofsted in March 2019. The outcome was that the provision required improvement across all areas included in the inspection; ii) Under OfSTED operating procedures, a follow-up ‘monitoring visit’ would normally occur, at the latest, by mid-April 2020. Under current government recommendations with regard to Covid-19, it is not clear whether this schedule will apply; iii) In a monitoring visit, the original judgements are not changed. The purpose of a monitoring visit is for OfSTED to determine what progress has been made since the inspection visit, within the categories of ‘significant’, ‘reasonable’ or ‘insufficient’, in relation to each of the previous judgements; iv) In response to the March 2019 outcome, the University has invested considerable time, effort and resource in addressing the OfSTED recommendations with regard to the areas requiring improvement. The University took the view that the necessary remedial actions should be applied across the whole of the apprenticeship provision, and not only to the levels in scope with OfSTED, with all planned actions captured in an ‘Apprenticeship Improvement Plan’; v) The detail of actions undertaken under the identified areas in need of improvement has been set out in reports received by the Academic Board and the AAC. In turn, this has ensured that the same information has been considered by the Senior Leadership Team and the Board of Governors, to whom the Academic Board and AAC respectively, report; vi) More specifically, the subject of degree apprenticeships is a standing item on the agendas of the Academic Board and AAC, and AAC has increased the frequency of meetings from two to four per year. Apprenticeships therefore have a high profile across the key reporting lines in the University. To further strengthen Board of Governors oversight of the apprenticeship provision, Jeff Bale was the ‘link governor’ on behalf of the Board, and in addition to meetings of the AAC, he would meet with the Apprenticeship team ahead of each Board of Governors meeting. One such meeting had been held; vii) At the most recent meeting of the AAC there was a thorough consideration of all aspects of the University’s response to the March 2019 OfSTED visit. The Committee concluded that the University had carried out a detailed analysis of the issues underlying the original OfSTED judgements and had implemented a comprehensive set of appropriate responses. The Committee acknowledged the University’s self-analysis of the current situation that (i) by applying the revised protocols to all apprenticeships there was some dilution of short-term impact than if all effort had been focused on only levels 3 and 4; however, the Committee were firmly of the view that this was the correct approach; (ii) because of the complexities of the structure of level 3 and 4 apprenticeships, including for example, some sub-contracted teaching of variable quality which has now been greatly reduced, there had been greater improvements in some areas than others, but overall, the Committee concluded that the progress had been made to at least a ‘satisfactory’ position, which would represent considerable improvement over the 12 month period since the inspection.
26.2	<p>The Chair of the AAC highlighted that OfSTED's responsibility for the inspection of a range of educational institutions would continue to include the University as it was a provider of courses at levels 3 and 4. The significance of OfSTED inspections and the outcomes for the University's reputational risks should not be overlooked.</p>
26.3	<p>The Board <u>noted</u> the report.</p>

26.4	<p>In response to governors' questions it was reported that:</p> <ul style="list-style-type: none"> i) external consultants would be appointed to test the University's confidence that improvements had been made since the 2019 OfSTED inspection; ii) with reference to point (ii) in the report from the link governor, the Secretary of State for Education had advised Her Majesty's Chief Inspector to temporarily suspend OfSTED routine inspections in response to the Covid-19 pandemic. It was reported that the implications of the suspension for the University were that the OfSTED monitoring visit which had been expected at some point in April 2020 may be changed to a re-inspection visit on a date, after April 2020, to be determined by OfSTED. The April 2020 monitoring visit would have provided a welcome and timely assessment of the University's improvement.
<p>Agenda item 10.3 Paper Ref BG/2/20/10.3</p>	<p>Remuneration Committee: senior officer pay and severance arrangements Minute Ref BG/20/27</p>
27.1	<p>The Board <u>received</u> the report which contained the policy developed by the Remuneration Committee in response to a recommendation from the University's internal auditors. The policy provided a clear framework on salary, bonuses and severance based on the Committee of University Chairs' Senior Staff Remuneration Code.</p>
27.2	<p>Governors asked questions about:</p> <ul style="list-style-type: none"> i) equity of treatment and parity, in particular why private medical insurance (PMI) was only offered in a Vice-Chancellor recruitment package. Governors discussed the reasons why they supported the offer of PMI in a Vice-Chancellor's recruitment package. It was considered that paragraph 7.2 gave the University flexibility in competitive staff recruitment markets with the option to offer PMI or not to future potential candidates for Vice-Chancellor. The Vice-Chancellor reported that he had declined the University's offer of PMI. At the conclusion of the discussion the Board: <ul style="list-style-type: none"> • confirmed its support for the retention of paragraph 7.2 in the policy; • asked the Remuneration Committee to keep the policy under review to ensure it remained appropriate; <p>Action: Clerk to the Board and Chair of the Remuneration Committee</p> ii) the remit of the Remuneration Committee and the Board for the approval of senior staff severance packages. It was reported that paragraph 13.3 was clear in its distinction between the arrangements for the approval of severance packages for Board of Governors' appointments and those for other senior staff appointments; iii) the University's approach to the re-employment of former staff who had received severance packages. It was reported that the policy on the re-engagement of redundant staff, which was in the Board's forward programme of business, would be considered by the University Leadership Team and then the Finance and Employment Committee before a report was presented to the Board at a future meeting.
27.2	<p>The Board <u>resolved to approve</u> the policy.</p>
<p>Agenda item 7</p>	<p>Other Urgent Business: Coronavirus Pandemic (COVID-19) Minute Ref BG/20/28</p>
28.1	<p>The University was facing a rapidly changing and unpredictable situation owing to the global Coronavirus pandemic. Following the Government's advice on Monday 16 March 2020, the Chair reported that the purpose of this item was to provide an update on the continuing operation of the University, the current sector and regulatory context and time to reflect on medium or longer term strategic considerations.</p>

<p>28.2</p>	<p>A) the continuing operation of the University</p> <p>The University was accelerating the transition to a predominantly online study and work environment from week commencing Monday 23 March 2020.</p> <p>The Gold Incident Group chaired by the Deputy Vice-Chancellor (Strategy and Operations) was meeting daily and working to ensure that across the University the response was appropriately resourced and prioritised. The Chair of the Board had observed part of today's meeting and commented that the Group's approach was thorough and impressive.</p> <p>The University had taken the decision to suspend all face-to-face teaching with immediate effect. The fundamental driver for the University was delivery of its mission and to continue to provide the best possible academic experience to students in teaching, learning and research. Students were being contacted about the arrangements for the continued provision of their course. Given the University's existing virtual learning environment some of the transition to online teaching and learning would be relatively straightforward with a considerable amount of provision already using online tools such as Blackboard. The issues, approaches and policies in connection with research, including the practicalities of access to specialist equipment, studios and labs, were being addressed by the Heads of Departments.</p> <p>The majority of staff had been asked not to come into the University and to work from home if possible. The Directorate of Human Resources and Organisational Development (HROD) was providing guidance to managers and working through a range of HR policy and procedural issues. Representatives of trades unions at the University were being consulted and had met with the Director of HROD and the Deputy Vice-Chancellor (Strategy and Operations).</p> <p>The University's initial planning involved keeping its buildings on the City and Collegiate campuses open with appropriate access restrictions. Following consultation with the Senior Leadership Team, students and staff would be given notice of a programme of building closure.</p> <p>The multidisciplinary team in the University's Help Centre was drawing on relevant expertise from across the University to provide responses to online enquiries from students and staff.</p> <p>The Board <u>received</u> the update.</p>
<p>28.3</p>	<p>The Board had a long and detailed discussion about the many, varied and complex aspects of the University's operation during which responses were given to questions and comments about the following:</p> <ul style="list-style-type: none"> i) incident management and the daily work and remit of the Gold, Silver and sub-groups. ii) the need for consistent and clear communications to students and staff; iii) the support and guidance available for students and staff in connection with wellbeing and mental health. It was reported that Student and Academic Services continued to work in the best interests of students including those known to be managing mental health issues, those with learning support agreements and those who were care leavers;

	<p>iv) the advice which was being communicated by the University to students in connection with:</p> <ul style="list-style-type: none"> • living in halls of residence; • their study, tuition fees and student experience; • exams, assessment, deadlines and group work; • placements and the communications received by students from the employer; • announcements by UK Visas and Immigration. <p>v) arrangements for staff. It was reported that:</p> <ul style="list-style-type: none"> • staff feedback indicated varying degrees of success with remote access arrangements. The availability of IT kit and software were being addressed to enable a large number to work remotely. There was a need for clear guidance on working at home underpinned by risk assessment and health and safety advice. • the timely cascade of communications, including key decisions, to staff from the Senior Leadership Team was critical to enable staff to progress their work and communications with students. • there was a need for guidance for academic staff giving clarity on the scope of online delivery and what was at the discretion of academic staff. The online tools should be used to keep in touch with students. <p>vi) The University’s approach to negative messages on social media about higher education provision and the response to the pandemic.</p>
<p>28.4</p>	<p>B) Sector and Regulatory context</p> <p>The Vice-Chancellor highlighted the following:</p> <p>i) The Higher Education sector had moved quickly in response to the urgent requirements for managing the pandemic. What the University had achieved in the past week was impressive given that, in normal circumstances, such a strategic transition would have been planned and implemented over a period of say 18-24 months.</p> <p>ii) The Office for Students correspondence to higher education providers on Monday 16 March 2020. The decision by providers to transition to online provision was a little beyond where the regulator would like providers to be, beyond guidance from Public Health England and further than the government had requested.</p> <p>iii) With 60% of the University’s courses accredited by professional, statutory and regulatory bodies there were different requirements to be met across the University’s portfolio. The University was seeking guidance on the application of the accreditation framework in the current context. The guidance would inform the University’s decisions about student assessment.</p> <p>iv) There were some concerns about potential short-term financial impacts for the University which could arise in a number of ways. These included:</p> <ul style="list-style-type: none"> • Only a small number of international students may arrive for the beginning of the third term; • half of annual income is received through Student Loan Company transfers in May. There was no reason to suppose that it would not be transferred.

28.5	<p>C) Medium or longer term strategic considerations</p> <p>As the University continued to operate and deliver its mission in the current context it was implementing short term decisions and looking at its options for decisions in the medium or longer term. In discussion, the following were highlighted for consideration to inform planning:</p> <p><u>Student related matters which included:</u></p> <ul style="list-style-type: none"> • the implications of the timing of the response to the pandemic at this stage of the academic year; • what recovery opportunities might there be over summer 2020? • how might the current model of delivery evolve given that it was unlikely that provision would return to normal in September 2020? • student disenchantment and the likelihood of challenges from them in relation to arrangements for study implemented by the University. Changed student expectations as a consequence of their student experience during the pandemic. • the impact on final year students. • the approach to graduation ceremonies. • the terms and conditions for students. • student recruitment and retention. This included the potential financial impact to income from international student recruitment and new recruitment from domestic markets. • the University's estate including its costs and maintenance of its efficiency. <p><u>Staff related matters which included:</u></p> <ul style="list-style-type: none"> • the implications of the student related matters for the management and deployment of the workforce. • working at home, remotely. <p><u>The external environment and interdependencies which included:</u></p> <ul style="list-style-type: none"> • monitoring the external context to ensure that the University's students were not disadvantaged. This included how other universities were responding to the situation, the advice of the Office for Students and the requirements of professional, statutory and regulatory bodies. • the pressures on the National Health Service as a result of the pandemic. As a significant provider of medical training in the region the University should think about how it could prepare and develop its students. • the future impact of the University of Sheffield and the University as placemakers and major drivers of the City economy. • the timing of A levels results. • private providers of student halls of residence used by the University's students. • suppliers and other commercial partners. It was reported that the University's planning prior to the UK leaving the European Union was informing consideration of other dependencies in the current situation. • the likelihood of changes in the size, shape and funding of the higher education sector. • what insurance or revenue protection did the University have if Government guidance to higher education providers was to close?
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	<u>Academic Governance</u> including the role of the Academic Assurance Committee as changes were implemented in response to the pandemic and how that may change the approach to demonstrating academic assurance.	
28.6	In summary, across the University a considerable amount of work and change had taken place in a short period of time. The response of staff to the immediate challenges had been constructive and impressive. Overall, the position taken by the University was working well but there were complexities still to be addressed and the University, its students and staff were in uncharted territory. There was no knowing how long the pandemic would last and the weeks ahead would be challenging for everyone.	
28.7	The Board supported the judgements made and implemented in response to the pandemic and to continue the University's operation. The Board would receive progress reports. Action: Clerk to the Board and Vice-Chancellor	
Agenda item 8.3 Paper Ref BG/2/20/8.3	Equality, Diversity and Inclusion (EDI) Report 2018/19	Minute Ref BG/20/29
29.1	The Board <u>received</u> the report which gave an overview of progress against the University's equality objectives and a summary of the future approach to equality, diversity and inclusion to deliver the following three objectives: i) to bring about a step change in race diversity and equality. ii) to continue to eradicate gender disparities; iii) to ensure an inclusive, accessible and open working and learning environment for all students and staff.	
29.2	In the discussion comments were made about: i) the range of measures being taken to improve the number of Black, Asian and Minority Ethnic (BAME) job applicants who were shortlisted, interviewed and appointed. The measures included unconscious bias training for staff and an equal merit in employment pilot. The aim of these measures was to create a workforce which was more representative with a diversity of characteristics. ii) the contribution that a restructured approach to EDI support would make to the delivery of the University's objectives; iii) bullying and harassment which was one of the six University-wide priorities identified following the 2019 Staff Experience Survey (SES). The steps being taken to address racial harassment were outlined and included improving education around harassment and micro-aggressions so that covert as well as overt forms of harassment could be effectively identified, reported and resolved; iv) the approach being taken to reduce student attainment gaps, which was being informed by successful approaches at other institutions. The University was sharing its approach in the sector; v) the clarity of approach to EDI objectives expressed in the report and the critical role of leadership and management in delivering them. Governors commented that the report echoed their experience, noting they had witnessed a drive for change in the conversations taking place at all levels in the University about equality, diversity and inclusion issues; vi) the timeliness with which the outcomes of the 2019 SES had been addressed. It was reported that the pace had not been as quick as was intended when the SES outcomes were published. As a consequence, in the 2020 SES, the University would take a focused approach to some of the specific areas identified in the 2019 SES; vii) the work of the Race Equality Steering Group. One of its objectives was to oversee successful submission to AdvanceHE's Race Equality Charter and this would involve a	

	<p>commitment to a detailed action plan aimed at achieving improved outcomes for the University's BAME communities;</p> <p>viii) the approaches taken to ensure that the University's boards, committees and groups have diverse memberships which enables the expression of a diversity of perspectives and experiences to inform developments and improvements;</p> <p>ix) a balanced scorecard approach to enable monitoring and reporting progress against indicators would inform future reports to the Board.</p>	
29.3	<p>The Nominations Committee's succession planning, including its search and selection of potential candidates to fill vacancies on the Board, supports the Board's commitment to EDI and bringing about a step change in the diversity of the Board's membership. The Committee's work continues in connection with the vacancies for external members of the Board which arise in 2020 and 2021. At its February 2020 meeting the Committee committed to achieve an independent membership which had an equal gender balance. The Committee will continue to monitor the composition of the Board's diversity.</p>	
<p>Agenda item 4 Paper Ref BG/1/20/M</p>	<p>Minutes of the meeting held on 28 January 2020</p>	<p>Minute Ref BG/20/30</p>
30.1	<p>The minutes were <u>approved</u> as a correct record.</p>	
<p>Agenda item 5 Paper Ref BG/1/20/action</p>	<p>Matters Arising/Action Tracker</p>	<p>Minute Ref BG/20/31</p>
31.1	<p>The Board <u>received</u> the action tracker.</p>	
<p>Agenda item 6 Paper Ref BG/2/20/6</p>	<p>Responsibilities and Operation of the Board</p>	<p>Minute Ref BG/20/32</p>
32.1	<p>The Board:</p> <p>i) <u>resolved to approve</u> the updated:</p> <ul style="list-style-type: none"> • Statement of Primary Responsibilities; • Scheme of Delegation. In response to comments from governors it was reported that the link to the terms of reference and constitution of the Academic Assurance Committee on the University's webpages would be made live. Action: Clerk to the Board <p>ii) <u>noted</u> the Standing Orders.</p>	
32.2	<p>The review and update of these three documents would follow the refresh of the University's Instrument and Articles of Government which was taking place under the oversight of the Board Effectiveness Working Group (minute BG/20/ 42 refers).</p>	
<p>Agenda item 8.5 Paper Ref BG/2/20/8.5</p>	<p>2018/19 Access Agreement Monitoring Return</p>	<p>Minute Ref BG/20/33</p>
33.1	<p>The Board <u>noted</u> the report. There were no questions or additional comments from governors.</p>	
<p>Agenda item 8.6 Paper Ref BG/2/20/8.6</p>	<p>Students' Union Constitution (Articles of Governance)</p>	<p>Minute Ref BG/20/34</p>
34.1	<p>The Board <u>noted</u> the report from the Board's Task and Finish Group. The key points were:</p> <p>i) At its meeting in November 2019 the Board agreed to temporarily revoke a decision that it made in 2001 that it should not delegate its responsibility under section 22 (2) (b) of the Education Act 1994 for the approval of the Students' Union constitution and the five-yearly review of the constitution. The Board agreed to</p>	

	<p>delegate authority a Board task and finish group to consider, review and approve the Students' Union Constitution to facilitate timely adoption of new representation arrangements;</p> <p>ii) In February 2020 the Students' Union held a referendum which proposed new representation arrangements. This asked if the Students wanted the Students' Union to replace the existing student officer model with a new model, which was more closely aligned to students' academic experience. This involved revised elected officer and elected representative roles, as set out in bye law 3 and 4 of the Constitution.</p> <p>iii) The student body voted in favour of the new officer model;</p> <p>iv) The Constitution was then updated to reflect the new structure.</p> <p>v) The Board task and finish group met on 27 February 2020 and agreed the changes to the Constitution so that the Students' Union could implement the changes to its representation.</p> <p>vi) On 9 March 2020 the changes that were agreed by the Task and Finish Group were also approved by Students' Union Board of Trustees.</p>
34.2	<p>The Board:</p> <p>i) <u>noted</u> that the work specified in the Board's Task and Finish Group's terms of reference was complete and the immediate requirements of the Students' Union have been discharged in connection with the Spring 2020 elections;</p> <p>ii) <u>resolved to approve</u> the reinstatement of the 2001 decision that the Board should not delegate its responsibility under section 22 (2) (b) of the Education Act 1994 for the approval of the Students' Union constitution and the five-yearly review of the constitution.</p>
34.3	<p>The Board of Governors would consider further amendments to the Constitution (Articles of Governance) in due course. This was likely to include changes arising from a previous referendum together with the outcomes of the on-going internal task and finish group, which is considering the outcomes of an external review of the Students' Union.</p>
<p>Agenda item 9.1 Students' Union Review: implementation update Minute Ref BG/20/35</p>	
35.1	<p>Following the report on the Students' Union Constitution there were no questions or additional comments from governors about the implementation of the outcomes of the external review of the Students' Union which had taken place in August 2019 (minute BG/20/11 refers).</p>
<p>Agenda item 9.2 University Performance Report: January 2020 (period 6) Minute Ref BG/20/36 Paper Ref BG/2/20/9.2</p>	
36.1	<p>The Board <u>noted</u> the report. There were no questions or additional comments from governors.</p>
<p>Agenda item 9.3 Vice-Chancellors' Report Minute Ref BG/20/37 Paper Ref BG/2/20/9.3</p>	
37.1	<p>The Board <u>noted</u> the report. Governors congratulated the Chair of the Board, Vice-Chancellor and Head of Policy and Strategy on the 'Making Universities Matter' report which they co-authored with the Higher Education Policy Institute.</p>

<p>Agenda item 9.4 Paper Ref BG/2/20/9.4</p>	<p>Report from the Students' Union</p>	<p>Minute Ref BG/20/38</p>
<p>38.1</p>	<p>The Board <u>noted</u> the report. There were no questions or additional comments from governors.</p>	
<p>Agenda item 9.5</p>	<p>Report from staff governors</p>	<p>Minute Ref BG/20/39</p>
<p>39.1</p>	<p>There were no additional reports from the staff governors.</p>	
<p>Agenda item 10.1</p>	<p>Chairs' Reports</p>	<p>Minute Ref BG/20/40</p>
<p>40.1</p>	<p>Following reports made earlier in the meeting, there were no additional reports from the Chairs of the Nominations Committee, Remuneration Committee, Academic Assurance Committee or Finance and Employment Committee.</p>	
<p>40.2</p>	<p><u>Audit and Risk Committee meeting held on 27 February 2020</u> The unconfirmed minutes were on the Board's agenda (minute BG/20/41.3 refers). The points highlighted by the Deputy Chair of the ARC in his correspondence to the Clerk which was received prior to the Board meeting were that the ARC:</p> <ul style="list-style-type: none"> i) recommended the re-appointment of Grant Thornton as external auditors to the Board (minute BG/20/25 refers); ii) was assured that adequate and effective arrangements were in place for the management and quality assurance of data submitted to the Higher Education Statistics Agency, the Student Loans Company, the Office for Students (OfS), Research England and other bodies; iii) approved the TRAC (T) return, noting that its data may be used to inform portfolio planning. The TRAC return was approved at the special meeting held in January 2020. The returns had been signed by the Vice-Chancellor and submitted to the OfS by the submission deadline; iv) reviewed the risk register, noting a general increase in risk and uncertainty in many areas and the addition of a corporate risk on the OFSTED inspection of the University's Higher Degree Apprenticeship provision. The ARC also received progress reports on the industrial action by the University and College Union and the University's response to the Covid-19 (coronavirus) risk, noting both the short-term operational and student welfare risks and the longer-term financial impact. Covid-19 (coronavirus) risk would be a standing item on ARC agendas; v) considered estate risk management and other related internal audit reports. The Committee observed that risks and mitigations in relation to the Campus Masterplan and the Alliance contract have been well mapped both strategically and operationally; vi) agreed to review the approach to the monitoring of outstanding internal audit recommendations to secure improved line management ownership of delivery, more precise classification of status and a less burdensome monitoring process; vii) received good presentations from the internal and external auditors on sector issues and changes to the sector's financial reporting requirements respectively. 	

Agenda item 10.2 Paper Ref BG/2/20/10.2i + 10.2iii		Minutes of the Committees of the Board	Minute Ref BG/20/41
41.1	The Board <u>received</u> the unconfirmed minutes of the Academic Assurance Committee (AAC) meeting held on 14 February 2020.		
41.2	The unconfirmed minutes of the Finance and Employment Committee meeting held on 26 February 2020 had not been issued to the Board ahead of the meeting and so would be published on the Governors extranet. Action: Clerk to the Board		
41.3	The Board <u>received</u> the unconfirmed minutes of the Audit and Risk Committee meeting held on 27 February 2020.		
Agenda item 10.4 Paper Ref BG/2/20/10.4		Board Effectiveness	Minute Ref BG/20/42
42.1	The Board <u>noted</u> the report which included the agenda for the 17 March 2020 meeting of the Board Effectiveness Working Group (BEWG) and the timescale for the Group's work to refresh the Instrument and Articles of Government. The 17 March 2020 meeting of the BEWG had been cancelled.		
42.2	The Board would receive a progress report from the Group in due course. Action: Clerk to the Board		
Agenda item 11.1 Paper Ref BG/2/20/11.1		Annual Summary Report 2018/19: Environmental Sustainability in the University	Minute Ref BG/20/43
43.1	The Board <u>noted</u> the report.		
Agenda item 11.2 Paper Ref BG/2/20/11.2		Annual Report and Accounts: SHU Trust	Minute Ref BG/20/44
44.1	The Board <u>noted</u> the report.		
Agenda item 11.3 Paper Ref BG/2/20/11.3		Academic Board	Minute Ref BG/20/45
45.1	The Board <u>noted</u> the unconfirmed minutes of the Academic Board meeting held on 29 January 2020.		
Agenda item 11.4 Paper Ref BG/2/20/11.4		Health, Safety and Wellbeing Committee minutes	Minute Ref BG/20/46
46.1	The Board <u>noted</u> the confirmed minutes of the Health, Safety and Wellbeing Committee meeting held on 25 October 2019.		
Agenda item 11.5 Paper Ref BG/2/20/11.5		Use of the Corporation Seal	Minute Ref BG/20/47
47.1	The Board <u>noted</u> the report.		
Agenda item 12 Paper Ref BG/2/20/12		Schedule of meetings and outline forward planning programme	Minute Ref BG/20/48
48.1	The Board <u>received</u> the forward planning programme and <u>noted</u> that the next meeting would be held from 3.30pm until 6.30pm on Tuesday 9 June 2020.		

Other Business: Sheffield Business School (SBS)

Minute Ref BG/20/49

49.1	The PVC Business and Enterprise reported on a confidential matter in connection with the SBS and that an announcement would be made in the University shortly.
49.2	Post meeting note: The Association to Advance Collegiate Schools of Business (AACSB) announced that Sheffield Hallam University had earned accreditation for its Sheffield Business School, marking it out as within the top five per cent of business schools globally.