

BOARD OF GOVERNORS**Minutes of the meeting held on Tuesday 28 January 2020****Present:**

Lord Kerslake, Chair	Prof C Kinsella
Ms J Allen	Mr N MacDonald
Mr A Adegbola	Dr J Morrissy
Prof J Bale	Ms M Munn
Ms E Buckley	Mr S Muhammed
Mr D Bye	Prof J Patnick
Ms K Finlayson	Mr K Taylor
Dr K Grainger	Dr S Timothy
Prof Sir C Husbands	Prof P Wiles
Mr C Kenny	

Apologies for absence from: Mr D Bradley and Ms P Thompson

In attendance**Agenda item**

Ms M Boryslawskyj, University Secretary and Clerk to the Board	
Mr R Calvert, DVC Strategy and Operations	
Prof R Eccleston, DVC Academic	
Prof J Francis, Dean of the College of Social Sciences and Arts	6.1
Ms D Harry, Chief Finance and Planning Officer	
Prof K Kerrigan, PVC Business and Enterprise	
Dr E McAuliffe, Dean of the College of Business, Technology and Engineering	6.1
Prof A Metcalfe, PVC Teaching and Learning	
Ms N Rawlins, Group Director for Recruitment, Communications and Marketing	6.2
Mr M Swales, Chief Estates and Facilities Officer	
Dr T Schwarz, Dean of the College of Health, Wellbeing and Life Sciences	6.1
Prof C Wiggin, PVC Global and Academic Partnerships	
Ms T Goodwill, Governance and Sector Regulation, Minute Secretary	

	Chair's Opening Remarks	Minute Ref BG/20/01
1.1	<p>The Chair reported that the content of the sessions at the 28 January 2020 governors' update and development day had been of value. There had been time for reflection and discussion during sessions on:</p> <ul style="list-style-type: none"> i) cyber awareness. In discussion, the University's approach to cyber threats and risks in the context of business continuity and contingency planning was outlined; ii) the political context for Higher Education following the 2019 General Election and the UK's decision to exit the European Union which would take place on 31 January 2020; iii) the University Brand and Positioning; iv) the University's approach to equality, diversity and inclusion ensuring congruence of approach between students and staff. 	
1.2	The following meetings had also been held during the day to enable a timely approach to business developments, including reporting requirements:	

	<ul style="list-style-type: none"> • Task and Finish Group of the Board with delegated authority to approve a potential associate company investment (item 6.4 refers); • Special meeting of the Audit and Risk Committee; • Special meeting of the Nominations Committee.
Agenda Item 2	Declaration of Interests
2.1	Chris Kinsella declared an interest owing to his existing professional relationship with the Director of the potential associate company (item 6.4 refers).
Agenda Item 3 Paper Ref BG/6/19/M	Minutes of the meeting held on 26 November 2019
3.1	The minutes were <u>approved</u> as a correct record.
Agenda Item 4 Paper Ref BG/6/19/action	Matters Arising/Action Tracker
4.1	The Board <u>noted</u> the action tracker.
Agenda Item 5	Other Urgent Business: industrial action local dispute
5.1	The planned strike action by the University and College Union (UCU) which took place over the eight working days between 25 November and 4 December 2019 related to two separate disputes: a national dispute in relation to the 2019/20 national pay award and a local dispute concerning academic workloads at the University.
5.2	The Deputy Vice-Chancellor (Academic) reported that in connection with the local dispute the University had had positive and constructive discussions with UCU in which the University committed to a series of actions to address concerns about workload as well as specific issues on work planning. However, the local branch of UCU decided not to accept the offer made in December 2019. In January 2020 the University wrote to the local UCU executive to explain that given the growing financial pressures that the University, and the higher education sector was subject to, the University could not go further than the offer and could not commit to work planning allocations that would require significant additional costs, and which would increase the University's financial risk. The University needed to start work planning for 2020/21 and, as an indication of its commitment to addressing the issues underlying the local dispute the University confirmed to UCU that it would implement the changes in relation to work planning for next year. The Academic Operations Task and Finish Group, chaired by the DVC (Academic), would report by 1 April 2020 on actions to address inefficient academic admin processes. The Group would consult broadly and provide regular updates on progress. UCU had been invited to nominate representatives to join the Group. The University would continue to talk to UCU.
5.3	The Board noted that neither the local or the national dispute had been resolved and commented that it was in the interests of all parties that each dispute was resolved.
5.4	Governors discussed the impact that the new work planning model had on workloads for academic staff. It was also noted that, whilst the University's financial position was understood, this could be perceived to be in conflict with the continuing spend on building projects to deliver the Campus Masterplan. In response to the comments the following were outlined: i) the University's commitment to reshape workload planning in ways that

	<p>ii) were fair, transparent and respect academic expertise; the capital investment in buildings, which, as considered and approved by the Board in the context of the financial plan and institutional strategy, had to be distinguished from revenue spend and would continue.</p>	
Agenda Item 5	Other Urgent Business: Coronavirus	Minute Ref BG/20/06
6.1	An outbreak of coronavirus was believed to have started in Wuhan City, China. The PVC Global and Academic Partnerships reported that the University's advice for all staff and students was not to travel to China or Hong Kong at the present time. The University continued to monitor the situation closely, was taking the advice of the Foreign and Commonwealth Office, a University Task Group was meeting regularly, and communications would continue to staff and students affected as the situation develops.	
Agenda Item 6.1	Overview of College Structures	Minute Ref BG/20/07
7.1	The Deputy Vice-Chancellor (Academic) introduced the presentation with an organogram of the University's three College structure which was implemented in January 2020 to replace the former four faculty structure. The College structure was designed to streamline the former four faculty structure, give a clearer line of sight to frontline academic delivery, opportunities for collaboration and avoid duplication of effort. The organograms of the three Colleges were presented by the Dean of the College of Health, Wellbeing and Life Sciences, Dean of the College of Social Sciences and Arts and the Dean of the College of Business, Technology and Engineering. The presentations described each College's structure, including the number of students, staff and departments, opportunities for innovation, teaching and research, examples of partnerships established with external organisations, the benefits of the College's subject mix and ways of operation that would support collaborative working across the Colleges and the research institutes. The Board <u>received</u> the presentations.	
7.2	Governors thanked the Deans for the presentations and commented that they supported the approach to the three College structure. The President of the Students' Union reported that a proposed Officer model which would enable engagement between the elected Officers and students in the College structure was included in his report (minute BG/20/14.2 refers). In response to questions the following were explained: <ul style="list-style-type: none"> i) the sciences subject mix and potential portfolio opportunities in the College of Health, Wellbeing and Life Sciences; ii) the integrated approach to work in the College of Social Sciences and Arts, the College of Business, Technology and Engineering and research institutes; iii) the approach to the different needs arising from pure research, research and teaching and contract teaching in the context of the Transforming Lives Strategy. 	
Agenda Item 6.2 Paper Ref BG/1/20/6.2 Confidential	Student Recruitment	Minute Ref BG/20/08
8.1	The Group Director for Recruitment, Communications and Marketing introduced the report which: <ul style="list-style-type: none"> i) gave a detailed account of the challenging market context in relation to full-time undergraduate student recruitment; ii) provided a retrospective analysis of the 2019 admissions round including 	

	<p>iii) the winners and losers in the higher education sector and the risks and opportunities for full-time undergraduate recruitment;</p> <p>iv) outlined the recruitment position for 2020 including the University's overall position;</p> <p>iv) reviewed the student recruitment and marketing activity for 2020 and beyond. The lead marketing message of 'University of the Year for Teaching Quality' following the 2019 award by The Times and Sunday Times Good University Guide had been built into recruitment campaign activity. It was hoped that the benefits which the University had seen from the award would continue in 2020-21.</p> <p>The Board <u>received</u> the report.</p>	
8.2	<p>The Board <u>discussed</u> the:</p> <ul style="list-style-type: none"> i) University's place in the City and that of the University of Sheffield. Although there were many factors at play in a City with two universities, the strong recruitment performances of the universities in Nottingham were highlighted. Governors commented on the synergy which may accrue from collaborations. This may be between universities working alongside other local organisations in a city or region. The University should continue to explore such opportunities; ii) recruitment performance of the University's competitors including the risks and challenges for an institution of expanding student numbers too quickly. The improvement in the University's performance in relation to competitors and the sector was encouraging and marked the beginning of a change of trajectory based on stronger reputational positioning and marketing profile; iii) challenges in the current market which included the demographic dip. Delivering 2020 recruitment targets would remain challenging. The University's approach to growing market share in a shrinking market was underpinned by the capital investments being made to deliver the Campus Masterplan. 	
8.3	<p>The Group Director for Recruitment, Communications and Marketing introduced the briefing note which illustrated trends analysed over a four year period using the UCAS 2019 end of cycle data released in January 2020. The briefing provided examples of the type of analysis that was regularly undertaken and outlined how this was used to inform the University's planning. The appendices were reviewed to illustrate the dynamic nature of the market for applications and acceptances, the tensions in the market and the performance of the competitor pool. The Board <u>noted</u> the briefing. Governors commented that the briefing gave a wider perspective to the University's recruitment performance which was helpful.</p>	
Agenda Item 6.3	<p>Equality, Diversity and Inclusion (EDI): Update on the new approach</p>	Minute Ref BG/20/09
9.1	<p>The Director of Development and Diversity reported that:</p> <ul style="list-style-type: none"> i) in the restructured Directorate of Human Resources and Organisational Development all staff roles had responsibility for taking forward the EDI agenda which was integral to the delivery of the University Strategy, Transforming Lives. Governors commented that they welcomed the approach to EDI responsibility taken by the Directorate; ii) a renewed strategic focus for the EDI Committee included an updated membership and governance structure in the context of the new, three College structure. Forums for EDI, included cross-University forums; 	

	<p>iii) the University's continuing commitment to EDI charter marks would be underpinned by planning and a programmed approach to submission deadlines.</p> <p>The Board <u>received</u> the report.</p>	
9.2	<p>The 2018/19 annual report of the EDI Committee would be received by the Finance and Employment Committee in February 2020 and the Board in March 2020.</p> <p>Action: Chief People Officer</p>	
Agenda Item 6.4 Paper Ref BG/1/20/6.4 Confidential	Potential Associate Company: Report from the Board's Task and Finish Group	Minute Ref BG/20/10
10.1	<p>The Chief Finance and Planning Officer reminded the Board of the background, principally that the University hold an associate interest in a company and provide a contribution to its working capital requirements through a medium-term loan (minute BG/19/118 refers). The loan payback arrangements and the financial and reputational risks to the University from the relationship with the company, which was incorporated in January 2020, were outlined. Aligned to the University's Centre for Regional, Economic and Social Research, the company provided a vehicle for research impact. Other benefits of the relationship for the University included opportunities to increase consultancy and commercial income.</p>	
10.2	<p>The Chair of the Board's Task and Finish Group reported that the arrangements for the Group's work and meetings had provided time for detailed consideration of the due diligence carried out by the University. The reports reviewed and commented on by the Group had included information on risks, charity compliance, arrangements for the company's employment of staff, the company's articles of association, shareholders agreement, financial analysis of the company, operating plan of the company and the loan agreement. It was also noted that the University had been supported with external legal advice from Pinsent Masons LLP. At the conclusion of its second meeting on 28 January 2020, under the authority delegated to it by the Board, the Group had approved the investment in and provision of a loan to the associate company. The Board of Governors <u>received</u> the report and the appendices and <u>noted</u> the outcomes of the Group's work. Reports on the associate company would be made to the Finance and Employment Committee and the Board as part of the arrangements for subsidiary company reporting.</p> <p>Action: University Secretary and Chief Finance and Planning Officer</p>	
10.3	<p>The Chair of the Board asked that the minutes record the Board's gratitude for the professionalism, agility and speed with which the Finance, Legal and Governance teams had managed the work of the Board's Task and Finish Group and the outstanding support provided throughout the process.</p>	
10.4	<p>The use of a task and finish group with delegated authority would be considered for future projects where appropriate.</p>	
Agenda Item 7.1 Paper Ref BG/1/20/7.1 Confidential	Students' Union Review: implementation update	Minute Ref BG/20/11
11.1	<p>An external review of the structure and operations of the Students' Union had taken place in August 2019. The Vice-Chancellor reported that the Students'</p>	

	<p>Union trustees had accepted the review's report as a basis for further work and that:</p> <ul style="list-style-type: none"> i) a Strategic Review Task and Finish Group which drew together Students' Union Officers and staff and senior University staff was progressing the work; ii) the Students' Union was being supported directly by the Dean of Academic Strategy and the University Leadership Team lead was the Chief Finance and Planning Officer; iii) student consultation, including a student survey which was conducted by the Students' Union, was informing the development of a five year strategic plan; iv) an implementation plan was being developed to enable the Students' Union to become financially sustainable in the medium and long term. A review of commercial operations would recommend options for consideration; v) a proposed Officer model for the March 2020 elections would be the subject of a referendum in February 2020. The timescales were tight. The implementation of the model, which would enable engagement between the elected Officers and students in the University's three College structure, would require the referendum's yes vote to be successful. A report on the model's details would be made by the President of the Students' Union later in the meeting (minute BG/20/14.2 refers); vi) the allocation of the Students' Union 2020-21 grant was due to be considered by the Finance and Employment Committee at its meeting in May 2020 and the Board in at its meeting in June 2020. The University's next steps with the grant allocation would be determined once the referendum outcome was known.
11.2	<p>The Board <u>noted</u> the report and governors commented that the progress of the work by the Strategic Review Task and Finish Group was encouraging. The Board would receive a progress report at its meeting in March 2020.</p> <p>Action: Vice-Chancellor</p>
Agenda Item 7.2 Paper Ref BG/1/20/7.2	<p>Academic Board Constitution</p>
12.1	<p>The report proposed revisions to the Academic Board's constitution (annex 1) to reflect changes in the academic leadership resulting from the Academic Organisation Project and the implementation of the three College structure. The Board of Governors <u>noted</u> that:</p> <ul style="list-style-type: none"> i) the revised constitution remained compliant with the Articles of Government. Governors queried whether the size of the Academic Board's membership permitted it to operate effectively. Academic Board members responded to say that they did not consider the Board's performance to be hindered by its size. It was reported that the size of the Academic Board would be revisited as part of the work by the Board of Governors Effectiveness Work Group to refresh the Instrument and Articles of Government and by the Academic Board in its evaluation of its effectiveness in its annual reports to the Board of Governors; <p>Action: Chair of the Academic Board and University Secretary</p> <ul style="list-style-type: none"> ii) staff positions on the Academic Board remained unchanged and represented a broad range of academic disciplines, activities and grades across the University's three College structure which had been implemented in January 2020. Members discussed that, as expressed in 2018, reservations were still held about the selection process which had been introduced instead of

	<p>elections, noting that no changes to this approach were being proposed at present; it being noted that the purpose of using a selection panel was to enable a diversity of Academic Board membership (minute BG/18/136 refers);</p> <ul style="list-style-type: none"> iii) the number of student course representatives had been increased to three to enable one representative from each College. In response to a question it was confirmed that in addition to the representatives the proposed revisions to the constitution included the President and the Education Officer of the Students' Union giving a total of five students on the Academic Board. 	
12.2	In response to a question about the articulation of the Board of Governors' Academic Assurance Committee with the Academic Board the University Secretary outlined that this would be enabled through the forward planning and alignment of agenda items and cross-membership. The Deputy Vice-Chancellor (Academic) was a member of the Academic Board and in attendance at meetings of the Committee. The Director of Development and Diversity who was a member of the Board of Governors who had been selected from the membership of the Academic Board, was also a member of the Committee.	
12.3	The Board <u>resolved to approve</u> the revised Academic Board constitution.	
Agenda Item 7.3 Paper Ref BG/1/20/7.3	Vice-Chancellor's report	Minute Ref BG/20/13
13.1	<p>The Board <u>received</u> the report. The Vice-Chancellor:</p> <ul style="list-style-type: none"> i) commented that a significant policy reset was expected for the higher education sector by the Government following the General Election in December 2019; ii) highlighted the paragraphs providing an update on the strike action over national pay levels by the University and College Union. iii) reported that the formal opening of the Advanced Wellbeing Research Centre had taken place on 24 January 2020; iv) outlined the progress of the search and recruitment process for a PVC Research and Innovation. 	
13.2	<p>In response to questions the following were explained:</p> <ul style="list-style-type: none"> i) the teaching grant, including the background to the OfS position and the significance of the cut in the grant; ii) the South Yorkshire devolution deal the progress of which had been the subject of recent reports in the media; iii) the University Mental Health Charter which was launched in December 2019 by Student Minds and the University's continuing programme of work in connection with mental health. 	
Agenda Item 7.4 Paper Ref BG/1/20/7.4	Report from the Students' Union	Minute Ref BG/20/14
14.1	<p>The Board <u>received</u> the report. The President and the Education Officer highlighted the activities of the Sheffield Hallam Students' Union (SHSU) and the priorities of the elected Officers. These included:</p> <ul style="list-style-type: none"> i) planning for a SHSU academic conference in March 2020 titled 'Post-Brexit: Implications for UK Higher Education students and universities'; ii) work with the University which led to the reinstatement of the role of a University Head of Sport; iii) working with the University on Lecture Capture tenders and equipment procurement. A draft Lecture Capture code of conduct for University staff and students was being prepared; 	

	<p>iv) the development of a five-year strategy which had been reported earlier in the meeting (minute BG/20/11 refers). Following approval of the strategy by the SHSU Trustee Board and Students' Union Council a report would be made to the Board of Governors at its meeting in July 2020.</p>
14.2	<p>Review of the Students' Union Constitution: Proposed Officer Model</p> <p>The President introduced the proposed Officer Model (appendix) which would enable engagement between the elected Officers and students in the University's three College structure. The proposed Model would be the subject of a student referendum in February 2020 as reported earlier (minute BG/20/11 refers). Subject to the outcome of the referendum, the Board of Governors Task and Finish Group would review revisions to the relevant by-law(s) in the SHSU Constitution to be proposed by the SHSU. If appropriate, and with the authority delegated to the Group by the Board, the Group would be invited to approve the revisions to the Constitution in time for Officer elections to be held in March 2020. The Board would receive a progress report at its meeting in March 2020.</p> <p>Action: Chair of the Board's Task and Finish Group</p>
Agenda Item 7.5	<p>Report from Staff governors</p>
	Minute Ref BG/20/15
15.1	<p>Following discussion earlier in the meeting (minute BG/20/5 refers) the academic staff governors reported their concerns arising from the volume of initiatives and pace with which they were introduced in order to implement the changes arising from the University's major restructuring programmes. These were:</p> <ul style="list-style-type: none"> i) the increased workload for academic staff as a consequence of the implementation of the new work planning model; ii) academic staff feeling under pressure. UCU branch meetings were well attended and evidenced the strength of feeling of academic staff about the reasons for taking industrial action. In addition, it was reported that across the University there was a sense that all staff were feeling fatigued as a consequence of the demands of the major change programmes. External governors commented that they were aware of similar feelings being expressed by staff across the higher education sector; iii) the absence of a report to the Board of Governors giving the academic staff perspective on the industrial action. The Board had received a report from management earlier in the meeting (minute BG/20/5 refers).
15.2	<p>The Vice-Chancellor reported that following the implementation of a new operating model for the University the focus across the institution was on embedding effective ways of working. The policy landscape for the higher education sector remained uncertain and included the as yet unknown implications of the recommendations made to the Government in the independent panel report to the Review of Post-18 Education and Funding (Augar Review). The University could not sustain rising costs, including staff costs, and static tuition fee levels without significant change. This included the move to the College structure and the reshaping of the role of the Chief People Officer to ensure a focus on staff engagement.</p>
Agenda Item 7.6 Paper Ref BG/1/20/7.6	<p>Report on Chair's Action relating to staffing matters</p>
	Minute Ref BG/20/16
16.1	<p>The re-engagement of redundant staff policy, which was approved by the Board, does not permit the re-engagement of former staff within 12 months of the date of leaving the University. In December 2019 a request was made to the Chair of the</p>

	Board for approval to make an exception to this policy. Subsequent to the Chair's approval of the request, it was determined not necessary to make an exception to the policy and the student experience was delivered without the need to explore an offer of re-engagement with a former member of staff.	
16.2	Staff Governors commented on their experience of the loss of academic colleagues' experience and expertise and the consequences for the student experience of voluntary redundancy.	
16.3	<p>The Board:</p> <ul style="list-style-type: none"> i) <u>received</u> the report on Chair's Action taken in December 2019; ii) <u>ratified</u> Chair's Action; iii) would reconsider the re-engagement of redundant staff policy at its meeting in March 2020. <p>Action: Chief People Officer</p>	
Agenda Item 7.7 Paper Ref BG/1/20/7.7 Confidential	Banking Arrangements: Account Mandate Approval	Minute Ref BG/20/17
17.1	<p>The Board received the report which outlined the reasons why the University was planning to use an account with Close Brothers Limited in accordance with the approved counterparty requirements of the University's Treasury Management Policy. The Chief Finance and Planning Officer had overseen the completion of a deposit account application form, an account mandate and had verified the Authorised Officials' names, personal information and signatures on the mandate.</p>	
17.2	<p>The Board <u>resolved to approve</u> the appointment of each of the persons listed as Authorised Officials on the mandate and that Chair of the Board of Governors and the Chair of the Finance and Employment Committee each sign the account mandate which certified that the specimen signatures recorded on the mandate were correct and the following had been recorded in the Board's minutes:</p> <p>At the meeting of the Board of Governors of Sheffield Hallam University held on Tuesday 28 January 2020 the Board considered the Close Brothers Limited Customer Agreement Terms and Conditions ('The Customer Agreement') and other documents which Close Brothers Limited has provided and agrees that:</p> <ol style="list-style-type: none"> 1 The Account holder hereby cancels the Account holder's existing mandate to the Bank (with the exception of any instructions given by the Account holder prior to the receipt of this mandate) and replaces it with the mandate signed and dated 28 January 2020; 2 The Account holder accepts the terms of the Customer Agreement and confirms such acceptance to the Bank by completing the Bank's Account Mandate form and the account application form(s) which Close Brothers Limited has provided. 3 The Account holder authorises any person named in the mandate, signed on 28 January 2020, in the section headed 'Authorised Officials' (an 'Authorised Official') individually to give instructions relating to the operation of the organisation's accounts with Close Brothers Limited, in accordance with procedures set out in the Customer Agreement. 4 The Account holder notes that the Bank is entitled to act on all instructions 	

	given by an Authorised Official in accordance with the Bank's security procedures until the Account holder notifies the Bank that the Authorised Official is no longer authorised to act for it.	
Agenda Item 8.1 Paper Ref BG/1/20/8.1	Office for Students: Student Transfer Arrangements	Minute Ref BG/20/18
18.1	The Board <u>noted</u> the report. The University Secretary reported that the University had met the Office for Students' deadline for compliance and publication.	
Agenda Item 8.2 Paper Ref BG/1/20/8.2	Annual Report on Student Disciplinary Regulations 2018/19	Minute Ref BG/20/19
19.1	The Board <u>noted</u> the report. In response to a question the Deputy Vice-Chancellor (Strategy and Operations) reported that the number of student conduct cases in 2018/19 remained relatively modest and there were no significant trends in the data to suggest that any of the Faculties had a disproportionate number of cases.	
Agenda Item 8.3 Paper Ref BG/1/20/8.3	Use of the Corporation Seal	Minute Ref BG/20/20
20.1	The Board <u>noted</u> the report.	
Agenda Item 9 Paper Ref BG/1/20/9	Schedule of Meetings and Outline Forward Planning Programme	Minute Ref BG/20/21
21.1	<p>Approach to international student recruitment</p> <p>Given the uncertainty in connection with the frameworks within which European Union (EU) students would be funded following the UK's exit from the EU on 31 January 2020, governors requested that the University's approach to EU student recruitment, including international student support arrangements and post-study work visas, be discussed. The Board would receive a report at its meeting in March 2020 meeting.</p> <p>Action: Group Director for Recruitment, Communications and Marketing</p>	
21.2	<p>The Board <u>noted</u>:</p> <ul style="list-style-type: none"> i) the forward planning programme which would be updated with content from the action tracker (minute BG/20/4 refers); <p>Action: University Secretary and Clerk to the Board</p> <ul style="list-style-type: none"> ii) that the next meeting would be held on Tuesday 17 March 2020. 	