

CONFIRMED MINUTES OF THE MEETING HELD ON TUESDAY 15 JUNE 2021	
PRESENT: via video conferencing	
Lord Kerslake (Chair)	Prof Sir C Husbands
Ms J Allen	Mr P Ishola
Mr A Adegbola	Mr C Kenny: items 1 to 7.5
Prof J Bale	Mr N MacDonald: items 1 to 7.5
Mr D Bradley	Ms M Munn
Mr D Bye	Prof J Patnick
Dr C Cornock	Mr K Taylor: joined from item 6.2
Ms K Finlayson: joined from item 6.2	Ms P Thompson
Ms A Foulkes	Prof P Wiles
Dr K Grainger: items 1 to 7.8	
APOLOGIES:	Prof C Kinsella and Dr J Morrissy
IN ATTENDANCE:	AGENDA ITEM
Ms M Boryslawskij, University Secretary and Clerk to the Board	All
Mr R Calvert, DVC Strategy and Operations	All
Prof R Eccleston, DVC Academic	All
Ms D Harry, Chief Finance and Planning Officer	All
Dr S Jackson, Chief People Officer	All
Prof K Kerrigan, PVC Business and Enterprise	All
Dr L Mooney, PVC Research and Innovation	All
Mr C Moss, Group Director of Business Engagement, Skills and Employability	7.9
Ms S Pathan, Students' Union International Students' Officer elect (observer)	All
Ms N Rawlins, Group Director for Recruitment, Communications and Marketing	6.2
Mr T Russell, Head of Strategic Insight & Data	6.3
Prof 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/3/21/1**

- 1.1 The Chair congratulated the Deputy Vice-Chancellor (Academic) on his appointment as Director of the ISIS Pulsed Neutron and Muon Source at the Science and Technology Facilities Council. Arrangements to recruit a DVC (Academic) were being made.
- 1.2 The Chair welcomed Dr Claire Cornock to her first Board meeting as a member.
- 1.3 The Chair reported the sad news that a few days after the briefing to the Board on the Advanced Wellbeing Research Centre in March 2021 a member of the team had unfortunately died quite unexpectedly.

Agenda item 2	Declarations of Interest	Minute Ref BG/3/21/2
2.1 Angela Foulkes and Lord Kerslake declared an interest in the corporate entity proposal (agenda item 7.9 refers).		
Agenda item 3.1. Paper Ref BG/2/21/M BG/2/21/MC	Minutes of previous meetings	Minute Ref BG/3/21/3
3.1 The Board <u>approved</u> each of the following as a correct record: i) minutes of the meeting held on 23 March 2021; ii) confidential minutes of the meeting held on 23 March 2021.		
Agenda item 3.2	Resolution by correspondence: Defined Contribution Pension Scheme Arrangements for Beneficiaries	Minute Ref BG/3/21/4
4.1 The Board <u>noted</u> that the resolution by correspondence in May 2021 was approved.		
Agenda item 4 Paper Ref BG/2/21/action	Matters Arising/Action Tracker	Minute Ref BG/3/21/5
5.1 The Board <u>noted</u> the action tracker.		
Agenda item 5	Other Urgent Business	Minute Ref BG/3/21/6
6.1 There was no other urgent business.		
Agenda item 6.1 Paper Ref BG/3/21/6.1	Vice-Chancellor's Report	Minute Ref BG/3/21/7
7.1 The Board <u>noted</u> the Vice-Chancellor's report which summarised activity at the University and in the Higher Education sector since the March 2021 Board meeting.		
7.2 The Vice-Chancellor outlined the possible consequences for the higher education sector of the Skills and Post-16 Education Bill, the Higher Education (Freedom of Speech) Bill and the Government's final response to the Augar review, which was expected to be published in the next few months. These announcements provided the basis for the work of the Leadership Team in preparation for the Board's Strategy Event in October 2021.		
Governors commented on the lack of a coherent approach by the Government to HE policy and recent media reports. This created challenges for institutions' strategic planning and decision making.		
7.3 The Board would receive a report on harassment, sexual misconduct and hate crime at its meeting in July 2021. This follows the Office for Students statement of expectations for preventing and addressing harassment and sexual misconduct affecting students in higher education. In response to questions it was reported that the:		
<ul style="list-style-type: none"> • approach to the communications to students was part of the work being taken forward by the University which included online training and development modules for students and staff; • Finance and Employment Committee had been briefed on the implications of the OfS statement and actions being taken by the University principally from a staff perspective at its meeting in May 2021. The report to the Board would cover students and staff; • University's code of conduct for students covered expected behaviours. 		
Action: Chief People Officer and Group Director, Student and Academic Services		

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- 7.4 The small group of students associated with the Sheffield Hallam Rent Strike campaign, had ended the occupation of the Cantor building on 11 May 2021.
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- 7.5 The Vice-Chancellor and Deputy Vice-Chancellor (Academic) had held individual meetings with all academic heads of department to review planning for teaching delivery in 2021/22.
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- 7.6 At its meeting in July 2021 the Board would be updated on the University's response to the report on the review of leadership, remote working and future resilience by Tricia King, consultant, which was jointly commissioned by the Vice-Chancellor and the Chair of the Board. A member of the Board Officers Group commented that the response gave a real sense of the leadership's collective approach across the University.
- Action:** Vice-Chancellor
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- 7.7 The Early Years Community Research Centre, which was a collaborative project led by South Yorkshire Futures had opened. The Centre would be a hub for innovative early years learning and care alongside multi-disciplinary on-site research.
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- 7.8 The University ran the inaugural Civic University Network Conference in May 2021.
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- 7.9 The University was accredited as University of Sanctuary in recognition of the good practice demonstrated in welcoming sanctuary seekers into the community. Governors commented that the accreditation recognised the real progress made which was embedded in processes and structures.
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- 7.10 The programme of work in connection with the Future Strategy Program continued. This included the setting of high-level financial targets, work on the portfolio, the Learning, Teaching and Assessment approach, organisational responsiveness and place and social responsibility. The extended campus workstream was exploring how to fuse physical and digital ways of teaching, learning and working as a distinctive part of the Sheffield Hallam offer and create greater value from the physical spaces and campus.
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- 7.11 Governors asked about the University's approach to the Government's announcement on 14 June 2021 that restrictions owing to the pandemic would continue until at least 19 July 2021. It was reported that all planned activities were being carefully reviewed but the announcement would not significantly impact on the University's current activities. Plans for supporting student enrichment and student recruitment activities over summer 2021 would continue. The majority of staff continued to work from home. The plans for preparations to move to hybrid on and off-campus working included arrangements for staff to return to Campus to begin clearing desks and workspaces. The key health and safety arrangements continued for those coming to Campus or arranging activities with teams.

Governors commented that on a recent visit they had seen how clearly marked out the campus spaces were to enable social distancing and had talked informally to staff who had made positive comments about the arrangements in place at the University.

In response to a question, it was reported that the Board would receive an update on the governance arrangements which would replace the pandemic incident management response structure (Gold, Silver and Bronze Groups) established in March 2020.

Action: Vice-Chancellor

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- 7.12 In response to a question about the 2021 Research Excellence Framework (REF) submission the reasons for the performance improvement in the University's research intensity since the 2014 REF were outlined. This included the lead taken by the PVC Research and Innovation with the new research institute structure and an emphasis on
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performance improvement. The REF outcome would be published in December 2021 and the outcome of the submission for Quality Related research funding would be known in Spring 2022.

Agenda item 6.2

Student Recruitment

Minute Ref **BG/3/21/8**

- 8.1 The Group Director for Recruitment, Communications and Marketing introduced a presentation which gave the headlines for the University's student recruitment performance. These were that, following the UCAS decision deadline on 10 June 2021, the:
- i) full-time undergraduate recruitment challenge for summer 2021 was the most significant the University had faced over the past decade. A combination of the applicant situation and the University's increased targets created the challenges;
 - ii) position in relation to international, Postgraduate, PGCE and Higher and Degree Apprenticeships recruitment was positive. Risks for international recruitment came from international travel restrictions and quarantine requirements because of the pandemic.

The Board received the report and thanked the Group Director for the work to prepare the report for the meeting.

- 8.2 The Board discussed the University's student recruitment performance, its projections, risks, and the approach to mitigate them, and competitors' and applicants' behaviour in the markets. The external environment was challenging owing to the disruption created by the pandemic. For universities and prospective students, the continuing uncertainty made planning and decision making a challenge.

- i) there was more work to be done to understand the position signalled by the headlines.
- ii) in connection with the numbers recruited to courses and the staff resource to deliver the student experience, the approach including close working with the Colleges was outlined. Business cases had been prepared by the Colleges with upper and lower limits for capacity and viability. It was reported that work was underway as part of the Future Strategy Program to simplify the academic offer and this would contribute to future sustainability. The University continued to take a prudent approach to budget planning.
- iii) recruitment to public sector, teaching and social work courses was strong. This was perhaps a consequence of the response to the pandemic and a wish to support wellbeing.
- iv) in 2020 the expected deferrals by applicants did not materialise. It was reported that this year there appeared to be some prospective students who have chosen not to enter UCAS and instead wait a year before applying. Given prospective students' experience since March 2020, they want to know that if they are committing to loans, their student experience will be a good one and the opportunities afforded by life at university, including social ones, were available. A COVID-19 vaccination was a key component of students' decision making.
- v) how the number required in Clearing 2021 compared with previous recruitment cycles and how the University was approaching the challenges in the context of the external environment and factors outside its control. It was reported that Clearing opens on 1 July 2021 as a remote operation supported by the University's largest clearing advertising campaign to date. There would be extensive coverage across key communication channels to raise awareness of the University's offer and generate applications. In person student led campus tours were being offered. On-campus Open Days on 9 and 10 July 2021 were being planned and would be managed in accordance with current pandemic guidelines.

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- vi) the guidance in relation to the acceptance of offers in relation to PGCE, PG Taught places was outlined.
 - vii) the lessons learned in the previous recruitment cycle were informing the University's support for international students.
 - viii) as in previous years, staff had been invited to volunteer to support Clearing. A series of communications to staff were generating more volunteers.

Agenda item 6.3
Paper Ref
BG/3/21/6.3

University Performance Report Period 9: April 2021

Minute Ref **BG/3/21/9**

9.1 The Board received the UPR. The Head of Strategic Insight and Data presented a series of slides which highlighted the performance headlines in connection with:

- i) research and innovation income which was ahead of the 2019/20 quarter 3 position.
- ii) the operating surplus which was favourable to budget, owing to a combination of stronger than forecast recruitment and reduced costs;
- iii) the total of apprenticeships enrolled which was higher than any of the previous years.
- iv) Sickness absence which was slightly increased compared to the position twelve months ago. Levels were still below the pre-2020 levels.
- v) the changes relative to the sector for Good Honours, Average Tariff and the Black, Asian and Minority Ethnic awarding gap.
- vi) international enrolments and applications
- vii) the percentage of Black, Asian and Minority Ethnic staff.
- viii) the ratio of professional services staff to academic staff.

9.2 The Chief Finance and Planning Officer reported that the University was reasonably confident of the year end outturn position. This was because of the favourable to budget operating surplus, the cash position which remained strong and the forecast position for pay as a percentage of income which was favourable to budget, due to increased income.

9.3 In discussion of the University's positive performance against the indicators it was commented that:

- i) apprenticeships were increasingly forming a major part of the University's business, noting that these were also subject to OfSTED regulation.
 - ii) the University was slightly closer to the sector average for the Black, Asian and Minority Ethnic awarding gap.
 - iii) the data, which comes at a time when the University was facing considerable uncertainty arising from the pandemic and government policy, showed that the University was tracking the sector pretty well overall. The challenge of steering the University in a world where external factors were playing a dominant role in organisations' performance meant that it was difficult to assess whether all improvements were due to the University's work or external factors. In response it was commented that although there was confidence in the performance against the indicators, including the financial ones, they were not a guarantee of future performance or the University's position comparative to the sector. There was further work to do as part of the Future Strategy Program.
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Agenda item 6.4 Paper Ref BG/3/21/6.4 BG/3/21/6.4A	Report from Staff Governors	Minute Ref BG/3/21/10
10.1	The Board <u>received</u> the report from the staff governors. Recognising that the report raised a number of issues, the Chair of the Board had requested that a leadership response be prepared and this had been circulated in advance of the meeting.	
10.2	<p>The academic staff commented that the leadership response (6.4A) did not answer the questions in their report. In response to questions from the academic staff including the concerns which some academic colleagues had raised with them, the following points were made:</p> <ul style="list-style-type: none"> i) the Leadership Team was happy to answer any questions from staff. Questions could also be progressed via usual channels involving line management and Trade Unions. ii) there were no proposals to outsource Teaching English to Speakers of Other Languages (TESOL). iii) following a merger of two departments in 2020 a voluntary redundancy exercise was in place in the Sheffield Institute of Education. iv) the progress of work on future workplace arrangements for staff and the development of a hybrid working model continued to be covered in regular communications to staff via all staff messages and usual channels. Transitioning to new ways of hybrid on and off-campus working was based on common principles and what was appropriate for roles and services would be determined and managed at a local level. This meant that staff may not necessarily need to use a fixed, allocated desk. A phased, planned approach had been taken to enable the use of flexible workspaces for professional services staff and the use of the University's estate would need to be reviewed to reflect the preferences expressed in the staff survey for new ways of working. v) the University had a zero tolerance approach to bullying. The Chief People Officer assured the Board that allegations of bullying or harassment were taken seriously. There were no cases of bullying or harassment with regard to academic work planning. vi) the University did not hold investments or shareholdings in Israel. The procurement policy was clear and seeks to secure best value for the University through ethical procedures. vii) the programme of work to support students in 2021/22 was informed by students' feedback which was gathered in a range of ways. viii) staff welfare was a high priority. In regular communications to staff via all staff messages and usual channels, staff were regularly encouraged to take their leave entitlement. Individuals should speak to their line manager where there were issues to be addressed in connection with taking leave or working arrangements. 	
10.3	<p>In discussion, the appropriateness of discussion by the Board of some of the issues raised in the staff governor report, was queried, noting that there were established routes for employee consultation and that operational issues would be best aired and addressed through these channels or via routine management processes/structures.</p> <p>Action: Chair of the Board</p>	

Agenda item 6.5 Paper Ref BG/3/21/6.5	Report from the Students' Union	Minute Ref BG/3/21/11
11.1	The Board <u>received</u> the report which summarised the objectives and priorities delivered in 2020/21 by the team of elected Officers in the Sheffield Hallam Students' Union (SHSU).	
11.2	The President reflected on the successes and challenges of his two terms as an Officer representing students. He commented that the Board's support was appreciated. His summary of work to address and deliver objectives highlighted: <ul style="list-style-type: none"> i) the new Officer model ii) the academic support for students in response to and throughout the disruption created by the pandemic. iii) the work in partnership with the University including support for students in minority groups; iv) the implementation and progress of the first year of the SHSU five-year strategy in 2020/21; v) the use of lecture capture. vi) that there was a need for more areas of the student voice to be listened to. <p>The President commented that his final paragraph in the report outlined part of his experience as a sabbatical officer of colour. His comments which had been included in his handover note, were intended as positive messages about areas which needed more attention.</p>	
11.3	On behalf of the Board the Chair thanked the President for his service to the Students' Union and wished him well for the future.	
11.4	Governors commented that they were impressed by the President's coordination of the programme of work over the period in which the three College structure was being embedded and with a relatively small Officer team compared with the total student population. The Officer team was congratulated on the achievements on behalf of students in 2020/21.	
11.5	The Business, Technology and Engineering (BTE) College Officer, who was the President elect, reported that the Officers' handover programme was ongoing with a new enthusiastic team looking forward to the new academic year. Governors welcomed the President elect and the International Student Officer elect.	
11.6	The University Secretary reported that she had received a report on the Students' Union's elections held in Spring 2021 from the Returning Officer and was satisfied that the elections were conducted fairly and properly (Education Act 1994).	

Agenda item 6.6	Chairs' Reports	Minute Ref BG/3/21/12
12.1	The Board <u>received</u> a report from each of the Chairs of the committees. The minutes of the committees' meetings were on the agenda.	
12.2	The Chair of the Finance and Employment Committee reported that at its meeting on 19 May 2021 the Committee had: <ul style="list-style-type: none"> i) scrutinised the proposals for a strategic business opportunity. ii) considered the next steps in the Howard Street development and approved the proposal for a further draw-down of funds to facilitate design, planning and enabling works only to Blocks A-D of the development. iii) received reports on the People Plan. This included: <ul style="list-style-type: none"> • consideration of the OfS statement of expectations for preventing and addressing harassment and sexual misconduct and actions being taken by the University, principally from a staff perspective. 	

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- endorsement of the University Leadership Team’s recommendation that the University adopt the equal merit principle at the interview stage of recruitment, and not at shortlisting, due to concerns about the potential disadvantages for minoritised groups. This would be supplemented by positive action to increase representation in the workforce and embed the equal merit principle in recruitment activity.
 - iv) considered the key underlying assumptions for the 2021/22 Budget.
 - v) recommended the SHSU budget and grant award for the academic year 2021/22 to the Board.
 - vi) considered the initial findings of the April 2021 Staff Pulse Survey which focussed on future ways of working and included specific questions on the experience of working on and off-campus. A high proportion of staff expressed a wish to continue with full/part-time hybrid working.
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12.3 The Chair of the **Audit and Risk Committee** reported that at its meeting on 20 May 2021 the Committee:

- i) had received a briefing from the internal and external auditors on sector issues. In particular, it noted:
 - the Department for Business, Energy and Industrial Strategy consultation on ‘Restoring trust in audit and corporate governance’ which may have a significant impact on the external audit regime applicable to higher education providers;
 - that cyber security remained an issue for the sector with an increasing number of attacks on higher education.
 - ii) had received a standing report on risk management:
 - the Committee noted that the corporate risk register and heatmap had been reviewed by management and received an update on changes arising from the review;
 - the Chief People Officer and the Head of HROD – Organisational Performance and Culture presented an overview of the staffing corporate risk as part of the Committee’s programme of risk deep dive discussions;
 - members of the Committee have been asked to suggest risks for deep dive discussions in 2021/22.
 - iii) had discussed the external auditors plan for auditing the annual report and financial statements for the year ended 31 July 2021.
 - iv) had, in relation to internal audit:
 - a. agreed changes to the 2019/20 programme of work;
 - b. agreed that, as a number of audits had been deferred, the Deputy Vice Chancellor Strategy and Operations and the University Secretary should liaise with KPMG to consider whether the unused days for 2020/21 should be used for alternative internal audit work;
 - c. considered the Highly Skilled Employment internal audit;
 - d. received a report on the new process to monitor implementation of internal audit recommendation;
 - e. discussed the 2021/22 internal audit programme and suggested areas for audit.
 - v) had recommended to the Board amended terms of reference for the Committee to reflect best practice set out in the CUC Audit Code of Practice (Minute BG/3/21/ refers).
 - vi) had discussed and agreed the process for going out to tender for (i) internal audit services for 2022/23 onwards and (ii) external audit services for the audit of the financial statements for year ended 31 July 2022 onwards as the existing contracts were due to reach their maximum term.
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- 12.4 The Chair of the **Academic Assurance Committee (AAC)** reported that at its meeting on 21 May 2021 the Committee had:
- i) received an update on the University's arrangements to deliver a quality student experience during the pandemic and the remainder of the 2021/22 academic session. The Committee congratulated the University on its approach to teaching delivery considering the changing national guidance. The Committee confirmed its assurance to the Board of Governors that mechanisms were in place to ensure a quality student experience was being maintained.
 - ii) received a report on Academic Board's decision to approve an in-year change to the Standard Assessment Regulations relating to the progression for foundation year and level 4 students. The Committee welcomed the principles to recognise the formative nature of these levels and improve equitability for minoritised students. The AAC queried whether changes to the percentages required for progression would lead to diminished standards and expectations. Academic Board's assurances on maintaining standards were acknowledged. The Committee commented that that progression should be closely monitored.
 - iii) requested further information on the Future Strategy Program workstream relating to grade assessment to enhance the Committee's understanding of the rationale behind Academic Board decisions.
 - iv) received a report on the outcome of the OfSTED Progress Monitoring Visit which the University received a significant progress judgement (the best possible outcome). The Committee commended the University on the outcome. The Committee suggested that information on the impact of the work being undertaken, together with further details of strengths and risk areas would be beneficial for future reporting. This remains a standing item on the agenda for both the Academic Board and the Committee.
 - v) received a report relating to the 2021 Research Excellence Framework submission. The Committee received assurance that all outputs submitted were subject to a high level of scrutiny.
 - vi) received an update on the Academic Board's scrutiny of phase 1 (of 2) of the review of compliance with the OfS Condition of Registration C1 (Competition and Markets Authority) requirements through the pandemic. The Committee was satisfied with the information received and the assurances provided on the University's compliance with Condition C1.
 - vii) received an update on the outcome of the Students' Union Elections in Spring 2021.

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- 12.5 The Chair of the **Remuneration Committee** reported that at its meeting on 9 March 2021 the Committee had:
- i) considered next steps towards enhancing the effectiveness of the University's leadership, noting the different promotion routes between professional services and academic staff (a sector issue). The Committee discussed the appointment process for senior staff and advocated an institutional interview policy at this level.
 - ii) agreed that any revised arrangements for dealing with severance payments should be transparent and consistent. This area would be considered as part of the next review of the Committee's terms of reference.
 - iii) agreed to recruit an external co-opted member of the RC having due regard to equality and diversity of committee membership.

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- 12.6 The Chair of the **Nominations Committee** reported that at its meeting on 4 May 2021 the Committee had continued its work in connection with the recruitment of Independent Members of the Board. Interview outcomes would be considered by the Committee at its meeting in June 2021. The Committee would receive a progress report on the targeted
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search for potential candidates who were qualified accountants. Recommendations for appointments to the Board and its committees would be made to the Board in July 2021. The Committee recommended to the Board the Governance Apprenticeship Programme, the Governance and Nominations Committee including its terms of reference, the size and composition of the Board from 1 August 2021 and the revised procedure for the appointment of a member of academic staff.

- 12.7 The Chair of the Board reported that at its meeting on 19 May 2021 the **Board Officers Group** had received updates on reports which were in the Board’s programme of business. The Future Strategy Program was a standing item on the agenda. Following the 2020/21 review of Board effectiveness, the executive summary of the final AdvanceHE report would be made public on the University’s webpages. This was in line with the approach by other institutions. The Group recommended its Terms of Reference to the Board.

- 12.8 The Chair of the Board reported that the assurances and recommendations from the final meeting of the **Board Effectiveness Working Group** held on 28 May 2021 were reported in agenda item 7.4.

Agenda item 7.1
Paper Ref
BG/3/21/7.1
Confidential

Students’ Union Budget and Grant Proposal for 2021/22

Minute Ref
BG/3/21/13

- 13.1 The Chief Finance and Planning Officer introduced the report on the Sheffield Hallam Student’s Union (SHSU) proposed budget and a grant award for 2021/22 which had been considered and recommended to the Board by the Finance and Employment Committee. The proposed budget had been compiled based on the priorities for year two of the current five-year SHSU strategy and appropriate costs had been included, to support the objectives. The following points were made:
- i) the 2021/22 grant proposal and net spend budget were both set at £2458k which was the same level as the previous year due to the flat undergraduate tuition fee. The SHSU/University partnership agreement would define performance measures and any mechanism for setting future grants.
 - ii) the Students’ Union Superannuation Scheme pension issue had been resolved. The result was an increased pension contribution (£91k 2020/21, £160k 2021/22).
 - iii) the restructure was complete. Following the closure of the physical commercial outlets, the commercial area was a predominantly digital offering of online merchandise, ticket commissions and advertising income.
 - iv) plans for investment in digital strategy included the recruitment of a member of staff.
 - v) the budget assumes full use of the Hallam Union building for the 2021/22 year and its future use would be considered in the University’s review of its Campus Plan.

- 13.2 The Board resolved to approve the budget and the grant award to the SHSU of £2,458k for the academic year 2021/22.

Agenda item 7.2
Paper Ref
BG/3/21/7.2
Confidential

Appointments to the Board and its Committees

Minute Ref
BG/3/21/14

- 14.1 The Board noted that the:
- i) periods of office of Andrew Adegbola, President of the Students’ Union, on the Board of Governors and the Nominations Committee would end on 30 June 2021;
 - ii) period of office of Praise Ishola, BTE College Officer of the Students’ Union, on the Board of Governors would end on 30 June 2021.

- 14.2 The Board resolved to approve the appointment of:

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- i) Praise Ishola, President Elect of the Students' Union to the Board for the period 1 July 2021 until 30 June 2022;
- ii) Sabarat Pathan, International Students' Officer Elect, to the Board for the period 1 July 2021 until 30 June 2022.
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14.3 The Board noted that as President of the Students' Union, Praise Ishola would be an ex-officio member of the Nominations Committee from 1 July 2021.

Agenda item 7.3
Paper Ref
BG/3/21/7.3

Governance Apprenticeship Programme

Minute Ref
BG/3/21/15

15.1 The University Secretary introduced the report which outlined the background to the recommendation of the Nominations Committee in connection with the initiative to be launched in 2021 by Perrett Laver in partnership with the higher education sector to address the lack of diversity at board level with an apprenticeship programme.

- 15.2 The Board welcomed the excellent initiative which would support the commitment to enhancing diversity, and:
- i) resolved to approve the University's membership of the programme for the 2021/22 academic year and that two apprentices should be engaged;
- ii) noted that the operation and value of the first year of the programme would be reviewed by the Governance and Nominations Committee in 2021/22 and outcomes reported to the Board.

Action: University Secretary

Agenda item 7.4
Paper Ref
BG/3/21/7.4

Instrument and Articles of Government: Regulations

Minute Ref
BG/3/21/16

16.1 The University Secretary introduced the report on the work of the Board Effectiveness Working Group (BEWG) to review and refresh the Regulations. The overall purpose of the work was to ensure that the Board and its committees have the agility and flexibility to operate effectively in governance, regulatory and strategic contexts.

16.2 The Board:

- i) noted the assurances in section 2.1 and 2.2 which:
- followed confirmation of the requirements of the Privy Council and the Office for Students in connection with the new Instrument and Articles of Government which were approved by the Board in September 2020.
 - outlined the reason for the appendix to the Regulations in connection with the arrangements for the suspension and dismissal of staff and grievance procedures once the new Articles of Government were effective from 1 August 2021.
- ii) resolved to approve the Regulations (appendix B) which were the Board's Statement of Primary Responsibilities, Scheme of Delegation and Standing Orders which, with the Instrument and Articles of Government, uphold the Public Interest Governance Principles. The Regulations would be effective from 1 August 2021.
- iii) noted the list of the other subsidiary governing documents in the Public Interest Governance Principles checklist and the work in progress (table on page 4)
- iv) noted that the BEWG concluded its remit at its meeting in May 2021.
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Agenda item 7.5
Paper Ref
BG/3/21/7.5

Size and Composition of the Board from 1 August 2021

Minute Ref
BG/3/21/17

17.1 The University Secretary introduced the report which outlined the background to the recommendations of the Nominations Committee in connection with the size and composition of the Board from 1 August 2021. The recommendations were made in the

context of the Instrument and Articles of Government which would be effective from 1 August 2021 (minute BG/20/120 refers).

17.2 The member of academic staff who was elected to the Board by and from a University-wide academic staff constituency commented that the number of academic staff elected to the Board should not be reduced from two to one (with the other post moving to a process of selection), as recommended by the Nominations Committee. The Board discussed the matter at item 7.6.

17.3 Following the discussion of the Nominations Committee's recommendation in connection with the revised procedure for the appointment of one member of academic staff selected from the academic staff at the University (minute BG/3/21/18 refers), the Board's decision in minute 17.4 was confirmed.

17.4 The Board:

- i) noted the size and composition of the Board up to 31 July 2021 including the current quorum (appendix 1).
- ii) resolved to approve the size and composition of the Board from 1 August 2021 (appendix 2) including that:
 - a) the size of the Board continues to be 22 members from 1 August 2021.
 - b) the application of the definitions of Members in the Instrument of Government (paragraphs 1 and 4) gives a Board composition of 15 Independent Members, six Internal Members and the Vice-Chancellor.
 - c) in light of Recommendation 17 in the final report of AdvanceHE, the complement of academic staff members is revised so that the composition of Internal Members is:
 - one member of professional services staff elected by and from a professional services staff constituency
 - one member of academic staff selected from the membership of the Academic Board.
 - one member of academic staff elected to the Board by and from an academic staff constituency.
 - one member of academic staff selected from the academic staff at the University.

Agenda item 7.6
Paper Ref
BG/3/21/7.6

Revised Procedure for the appointment of a member of academic staff to the Board

Minute Ref
BG/3/21/18

18.1 The University Secretary introduced the report which outlined the background to the Nominations Committee's recommendation to implement a revised procedure, which would see the retention of the election process for one member of academic staff, but a move to selection for the appointment of the other (minutes NOM/2/21/9+10 refer). The Committee's rationale for the revised procedure was to enable diversity in all its forms including a wider range of staff perspectives. The full set of Procedures and Criteria for the appointment of members to the Board, continued to include procedures for the election of staff.

The Committee had considered the composition of Internal Members on the Board and the revised procedure in the context of the recommendations in the AdvanceHE report on the 2020/21 review of Board effectiveness which were accepted by the Board at its meeting in March 2021 (minute BG/2/21/16 refers). The revised procedure aligned the academic staff appointment procedure with that for the appointment of Independent Members of the Board and included shortlisting of expressions of interest and interview. The revised procedure would not include the Vice-Chancellor or any member of the

University Executive in any part of the process. This was consistent with developments in the sector.

- 18.2 A member of academic staff who was elected to the Board by and from a University-wide academic staff constituency had urged members of the Committee not to vote for the implementation of the proposals. He commented to the Board that:
- i) the right of the Students' Union to elect its Officers was respected;
 - ii) it was a bad idea to remove elections and the proposals in connection with the academic staff composition on the Board did not feel right. The AdvanceHE report had not recommended that elections be abolished. Having two academic staff enabled at least one to attend Board meetings where the other had teaching commitments;
 - iii) was the approach to diversity part of a wider plan?
 - iv) the University had some difficult decisions to make about its future. Were staff viewed as assets or as genuine partners in these decisions? His view was that the Board's decision today would give the answer to this.
- He urged the Board not to vote for the implementation of the proposals.
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- 18.3 The Board discussed the Committee's recommendations. The views expressed by governors about why the proposals should be approved or rejected included:
- i) the academic member of staff had made his points quite powerfully;
 - ii) the proposals appeared to be creating unnecessary tension and it was not clear what the problem to be resolved was.
 - iii) a mix of staff perspectives on the Board was required.
 - iv) the rationale that the procedure would enable diversity was felt to be an interesting and powerful one to broaden the range of backgrounds and opinions in the Board's membership, but it was not obvious that moving away from elections would automatically improve diversity. Some staff would see the change in the number of academic staff elected to the Board as a negative one. Making such a change had been talked about over a number of years. It was reported that, at a meeting of the Board in 2010 the question was asked why staff members were elected as they did not have a mandate to represent staff on the Board. It was reported that how the Board chooses its membership was at its discretion within the parameters established in the Instrument and Articles of Government. An overview of practice by AdvanceHE indicated that the use of selection procedures or election was mixed across the sector. The practice in post-1992 institutions had moved to a mix of using selection and election procedures. The purpose of a selection procedure was to maximise the pool of staff who may wish to put themselves forward for membership of the Board because the number of candidates standing for election was diminishing. At the University the academic staff election for a Board member in 2019 had four candidates and the turnout was 20.1%.
 - v) the discussion raised complex issues. There was still a way to go to improve the diversity of the Board's membership. Staff members of the Board have the same duties and liabilities as Independent Members and bring a staff perspective to strategic decision making which adds value to the University. The staff composition on the Board was small compared to the number of staff at the University. The challenge was how to enable a small composition of staff to provide a range of perspectives. Some staff would prefer to enter a selection process, others would prefer to enter an election process.
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- 18.4 The Board members present voted on whether to approve the implementation of the procedure for the appointment of one member of academic staff to the Board selected
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from the academic staff at the University. Of the 17 members of the Board present, eight voted to approve the recommended procedure, seven voted against and there were two abstentions.

18.5 The Board resolved to approve the procedure (appendix 1).

Agenda item 7.7
Paper Ref
BG/3/21/7.7

Terms of Reference from 1 August 2021

Minute Ref BG/3/21/19

19.1 The University Secretary introduced the report which outlined the background to the recommendations for formal terms of reference for the Board Officers, the revised terms of reference of the Audit and Risk Committee (ARC) and for bringing together elements of the governance agenda into the remit of the Nominations Committee and renaming the Committee as the Governance and Nominations Committee (GNC).

19.2 The Board resolved to approve the:

- i) terms of reference of the Board Officers Group (appendix 1).
- ii) revised terms of reference of the ARC (appendix 2).
- ii) renaming of the Nominations Committee as the GNC and its constitution and terms of reference (appendix 3).

19.3 The Board noted that reports on terms of reference would be brought forward with the Board Officers and with each committee for review. This was part of the further work on the governing documents which were subsidiary to the Instrument and Articles of Government (agenda item 7.4 refers) and was linked to the work to implement the recommendations in the AdvanceHE report on the review of Board effectiveness 2020/21 and relevant Codes of Practice including the Committee of University Chairs' HE Audit Committees Code of Practice.

Agenda item 7.8
Paper Ref
BG/3/21/7.8

Delegation of Decision-Making Powers

Minute Ref BG/3/21/20

20.1 The University Secretary introduced the report which proposed the delegation of decision-making powers by the Board to the Chief Finance and Planning Officer (CFPO) in relation to the payment of death-in-service benefits associated with employee membership of the National Employment Savings Trust (NEST). The proposal for delegation to the CFPO was in accordance with the University's constitution and would enable an agile and timely approach to decision making in this context.

20.2 The Board resolved to approve:

- i) the delegation of decision-making powers in relation to the payment of death-in-service benefits (associated with employee membership of NEST) to the Chief Finance and Planning Officer;
- ii) that to ensure continued oversight by the Board, an annual report should be provided to the Finance and Employment Committee to summarise any activity under this delegation.

Action: Chief Finance and Planning Officer and University Secretary

Agenda item 7.9
Paper Ref
BG/3/21/7.9
Confidential

Corporate Entity Proposal

Minute Ref BG/3/21/21

21.1 This item was chaired by the Deputy Chair following the Chair's declaration of interest (minute BG/3/21/2 refers). A minute confidential to the Board was recorded.

Agenda item 8.1
Paper Ref
BG/3/21/8.1

Students' Union Articles of Governance

Minute Ref
BG/3/21/22

22.1 The remainder of the meeting was chaired by the Chair.

22.2 The Board received the report from the Board's Task and Finish Group which had considered and approved the revised Articles of Governance and By-laws of the Sheffield Hallam Students' Union (SHSU) on behalf of the Board of Governors (minute BG/2/21/14.2ii refers). Following the Group's meeting in April 2021, the SHSU Board of Trustees considered the Articles of Governance and the revised complaints procedure by correspondence and confirmed its agreement to the proposed amendments.

22.3 The Board:

- i) noted the updated review of compliance with Education Act 1994. The outstanding action (paragraph 2.9) had been completed with the publication of the annual report and financial statements for year ended 31 July 2020, on the SHSU website;
- ii) resolved to approve that the 2001 decision, which was revoked temporarily at the March 2021 Board meeting, be reinstated as the work of the Group was complete.

Agenda item 8.2
Paper Ref
BG/3/21/8.2
Confidential

Task Group (re-formed): Financing the Campus Plan

Minute Ref
BG/3/21/23

23.1 The Board:

- i) received the progress report on the recent activity of the Task and Finish (T & F) Group.
- ii) noted the approval by the T&F Group of the Facility Agreement with Santander
- iii) noted Chair's Action taken on 12 April 2021 approving further minor amendments to the draft Facility Agreement with Santander.
- iv) noted Chair's action taken and approval via signature applied on 13 April 2021 to an amendment letter which extended the availability period by a further 1 month period.
- v) noted the Chair's signing of the Facility Agreement and associated documents on 15 April 2021.
- vi) noted that the T&F Group had concluded its remit and no further meetings of this Group were planned.

Agenda item 8.3
Paper Ref
BG/3/21/8.3i
BG/3/21/8.3ii
BG/3/21/8.3ii
BG/3/21/8.3iv

Minutes of the Committees of the Board

Minute Ref
BG/3/21/24

24.1 The Board received the unconfirmed minutes of the:

- i) Remuneration Committee meeting held on 9 March 2021;
- ii) Nominations Committee meeting held on 4 May 2021;
- iii) Finance and Employment Committee meeting held on 19 May 2021.

24.2 Post meeting note: The unconfirmed minutes of the Audit and Risk Committee meeting held on 20 May 2021 which had not been issued to the Board ahead of the meeting were published on the Governors extranet.

<p>Agenda item 8.4 Paper Ref BG/3/21/8.4i BG/3/21/8.4ii</p>	<p>Academic Governance</p>	<p>Minute Ref BG/3/21/25</p>
<p>25.1 The Board <u>received</u> the:</p> <ul style="list-style-type: none"> i) minutes of the Academic Board meeting held on 21 April 2021 which had been confirmed at the 9 June meeting; ii) unconfirmed minutes of the Academic Assurance Committee meeting held on 21 May 2021. 		
<p>Agenda item 9.1 Paper Ref BG/3/21/9.1</p>	<p>Office for Students: Conditions F1, F3 + F4</p>	<p>Minute Ref BG/3/21/26</p>
<p>26.1 The Board <u>noted</u> the:</p> <ul style="list-style-type: none"> i) Transparency information requirements in the 2020/21 academic year (Condition F1). The information published by the 10 June 2021 deadline had been shared with the Board prior to the meeting; ii) Information about deadlines for data returns (Conditions F3+F4). 		
<p>Agenda item 9.2 Paper Ref BG/3/21/9.2 Confidential</p>	<p>Estates Development</p>	<p>Minute Ref BG/3/21/27</p>
<p>27.1 The Board <u>noted</u> the Estates Development progress report.</p>		
<p>Agenda item 9.3 Paper Ref BG/3/21/9.3</p>	<p>Health, Safety and Wellbeing Committee Minutes</p>	<p>Minute Ref BG/3/21/28</p>
<p>28.1 The Board <u>noted</u> the unconfirmed minutes of the Health, Safety and Wellbeing Committee meeting held on 27 April 2021.</p>		
<p>Agenda item 10 Paper Ref BG/3/21/10</p>	<p>Schedule of meetings and outline annual cycle of business</p>	<p>Minute Ref BG/3/21/29</p>
<p>29.1 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 20 July 2021.</p>		
<p>Chair's Closing Remarks: end of terms of office</p>		<p>Minute Ref BG/3/21/30</p>
<p>30.1 On behalf of the Board the Chair thanked each of the following for their service and contribution to the work of the Board and its committees:</p> <ul style="list-style-type: none"> • David Bradley who would reach the end of a maximum eight year term of office on 31 July 2021 • Paul Wiles who would reach the end of a maximum eight year term of office on 31 July 2021 • Andrew Adegbola (President of the Students' Union). 		