

BOARD OF GOVERNORS

Minutes of the meeting held on Tuesday 26 November 2019

**Present:**

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

**Apologies for absence from:** Prof J Bale, Dr K Grainger, Mr K Taylor and Mr P Wiles

**In attendance**

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  
 Dr S Jackson, Chief People Officer  
 Prof K Kerrigan, PVC Business and Enterprise  
 Prof A Metcalfe, PVC Teaching and Learning  
 Mr M Swales, Chief Estates and Facilities Officer  
 Prof C Wigginton, PVC Global and Academic Partnerships  
 Ms T Goodwill, Governance and Sector Regulation, Minute Secretary

Agenda Item 2	<b>Declaration of Interests</b>	Minute Ref BG/19/131
131.1	Chris Kinsella declared an interest: i) as an Executive Director of Homes England. This related to the development by the University of the site of the former Nelson Mandela building (items 8.6 and 8.7 refer); ii) owing to his existing professional relationship with the Director of the potential associate company (item 9.1 refers).	
Agenda Item 3 + Paper Refs BG/5/19/M BG/5/19/MC	<b>Minutes of the meeting held on 10 October 2019</b>	Minute Ref BG/19/132
132.1	The minutes and the confidential minutes were each <u>approved</u> as a correct record.	
Agenda Item 4 + Paper Ref BG/5/19/action	<b>Matters Arising/Action Tracker</b>	Minute Ref BG/19/133
133.1	The Board <u>noted</u> the action tracker.	

Agenda item 4.1	<b>Matters Arising Minute 19/91 Staff Engagement Survey</b>	Minute Ref BG/19/134
134.1	<p>The Chief People Officer reported that:</p> <ol style="list-style-type: none"> <li>i) the outcomes of the Spring 2019 SES, which was the first staff survey in four years, provided a wide-ranging view of staff engagement at a time of significant change at the University and across the higher education sector. The initial analysis of the SES outcomes identified areas which had received good feedback from staff and the following six University-wide areas which were identified for priority attention and improvement: <ul style="list-style-type: none"> <li>• Bullying and Harassment;</li> <li>• Confidence in the University Leadership Team (ULT);</li> <li>• Performance and Development;</li> <li>• Systems and Processes;</li> <li>• Working Together;</li> <li>• Engagement, Communication and Metrics.</li> </ul> </li> <li>ii) six Task and Finish Groups had been established and over the summer each Group had reviewed in detail the SES outcomes, listened to and understood staff experiences, focused on seeking insight into the key changes the University needed to make and creatively identified ways in which the University could improve in each of the areas for priority attention;</li> <li>iii) the Groups' key findings were presented to the ULT on 22 October 2019 and the challenges in the findings included the need for higher quality engagement and communication with all staff and a focus on systems and processes. A key theme from all Groups was organisational culture and values and what this should look and feel like at the University;</li> <li>iv) the ULT endorsed the work of the Groups and was unanimous in its commitment to put in place the necessary changes to make the University a better place in which to work;</li> <li>v) the SES action plan would be supported by a communications plan in order to ensure that everyone understood what the challenges were and how the University was addressing them. There would be opportunities for further discussion and feedback from staff;</li> <li>vi) the action plan would cover longer term actions and some of the shorter term actions included: <ol style="list-style-type: none"> <li>a) the development of a new programme of engagement and listening for members of ULT with the aim of ensuring that members were more visible and accessible at all levels of the institution;</li> <li>b) a wider conversation about the values of the University and the leadership styles and behaviours wanted and needed if the University was to address the challenges faced in relation to the SES outcomes. This conversation would be progressed through the Culture and Organisational Performance work planned for 2019/20;</li> <li>c) a focus on the issues raised by the Bullying and Harassment Group which would continue through the Culture and Organisational Performance work. This included raising awareness of what bullying and harassment were and the support that the University has in place.</li> </ol> </li> </ol> <p>The Board <u>received</u> the progress report.</p>	
134.2	<p>The SES action plan would be discussed at the Finance and Employment Committee meeting in February 2020 and by the Board at its meeting in March 2020.</p> <p><b>Action: Chief People Officer</b></p>	

Agenda item 4.2	<b>Matters Arising Minute 19/111 Student Recruitment: Unconditional Offers - Office for Students (OfS) request for information</b>	Minute Ref BG/19/135
135.1	The Deputy Vice-Chancellor (Strategy and Operations) reported that in November 2019 the University had responded to a request for information from the OfS to evidence its approach, during and since 2016-17, to unconditional offer-making to applicants for undergraduate courses. The Board <u>received</u> the report.	
135.2	Governors queried why the information had been requested from the University. In response, the relatively high number of unconditional offers made by the University, the number of other institutions who had also received a request from the OfS and the use of unconditional offers in the context of competitive student recruitment markets, were outlined.	
Agenda Item 5	<b>Other Urgent Business: industrial action</b>	Minute Ref BG/19/136
136.1	At its meeting in October 2019 the Board received a report (BG/5/19/10.2 refers) which outlined the background to the University's position in relation to its implementation of the national pay award 2019/20 for all staff on the single pay spine. Implementation had been in line with the recommendations to universities by the Universities and Colleges Employers Association (UCEA). The five trade unions, University and College Union (UCU), UNISON, GMB, Unite and EIS lodged disputes with UCEA and confirmed their intention to ballot their members to seek their support for industrial action. Four of the five trade unions, UNISON, GMB, Unite and EIS, did not secure sufficient member support for industrial action.	
136.2	<p>The Chief People Officer reported:</p> <ul style="list-style-type: none"> <li>i) that UCU received a mandate from its members nationally in relation to strike action and action short of a strike. The planned strike action was taking place over the eight working days between 25 November and 4 December 2019. The action 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;</li> <li>ii) that the University was one of 60 institutions affected by the industrial action and that the University remained committed to continuing the dialogue with UCU to work together to resolve the local dispute. The University had met UCU on four occasions regarding the dispute and has moved a significant distance in order to try to reach a resolution. The University had indicated to UCU that it was ready to meet at any time to continue these discussions;</li> <li>iii) that the University's dispute group met to review the situation on a daily basis and its members included the Deputy Vice-Chancellor (Academic), the Deputy Vice-Chancellor (Strategy and Operations) and the Chief People Officer;</li> <li>iv) on the volume of change taking place at the University. The major change programmes to implement an overall operating model for the University have been undertaken over the past two years and were nearing completion. The three college organisational structure, to replace the University's current four faculty model, would be established early in 2020. In addition to the significant reshaping of the University through the change programmes, the drive to maintain the upward trajectory of performance continued in order to deliver the University Strategy, Transforming Lives;</li> <li>v) that the disruption to students' learning and assessment caused by the industrial action was deeply regrettable. It was anticipated that Students' feedback would impact on the outcomes of the National Student Survey;</li> </ul>	

	<p>vi) that the University's arrangements to mitigate the impact of the industrial action included support and guidance for students and staff.</p> <p>The Board <u>received</u> the report.</p>
136.3	<p>Governors:</p> <p>i) asked how the Sheffield Hallam Students' Union (SHSU) reconciled its support for the UCU industrial action with the interests of students. It was reported that it was the choice of the SHSU to have a policy to stand in solidarity with members of the UCU. In connection with students' annoyance and concerns that lectures were being cancelled and their learning opportunities affected, the SHSU was talking on a daily basis to the University. The University's main priority was to minimise any disruption to its students and it remained open as normal during the period of the dispute. A communication plan was in place for students regarding the potential impact on teaching and assessment and what to do during the planned strike action;</p> <p>ii) commented on misleading information in circulation claiming that the University was asking its students to report on striking members of staff. It was reported that this was not the case. A variety of processes had been introduced to monitor the impact of the industrial action and these included an online form for students to inform the University about teaching activities that did not take place during the strike period. Students' responses would allow the University to plan alternative arrangements for learning which had not been delivered;</p> <p>iii) commented that it had been a long time since the previous local dispute and that such disputes could be challenging, difficult and emotionally charged for those either involved or affected. There was a need for a measured approach to the management of issues raised by the national and local disputes and the legacy following the resolutions of the disputes should be the continuation of the partnership working with colleagues.</p>
136.4	<p>The Board would receive an update in December 2019 following the eight working days of planned action.</p> <p><b>Action: University Secretary and Clerk to the Board</b></p>
Agenda Item 6.1	<p><b>Strategy Event: October 2019</b></p> <p style="text-align: right;">Min Ref BG/19/137</p>
137.1	<p>The Vice-Chancellor reported that outcomes from the Board's strategy event had informed the strategic actions for 2019/20 which would contribute to the delivery of the University Strategy, Transforming Lives. The Board's forward programme of business would be updated with strategic topics for discussion.</p> <p><b>Action: Vice-Chancellor, Chair of the Board and University Secretary and Clerk to the Board.</b></p> <p>The Board <u>received</u> the report.</p>
Agenda Item 6.2 + Paper Ref BG/6/19/6.2 Confidential	<p><b>Pay Gap 2019</b></p> <p style="text-align: right;">Min Ref BG/19/138</p>
138.1	<p>The University's third Pay Gap report which was recommended to the Board for publication in December 2019 by the Finance and Employment Committee (minute FEC/19/78 refers), included the pay gap for ethnicity and disability alongside the mandatory reporting on gender. The Board <u>noted</u> the findings in the pay gap</p>

	analysis.
138.2	<p>Members of the Board commented on the:</p> <ul style="list-style-type: none"> <li>i) inclusion of the pay gap for ethnicity and disability which was welcome as it recognised that there were pay gaps other than gender that need to be addressed;</li> <li>ii) positive impact of the decision to pay the Real Living Wage on closing the pay gap. Whilst the University had made good progress in closing the pay gap, there was still a need to improve the proportion of the workforce that was female with actions to attract, retain and develop females;</li> <li>iii) actions on the final page of the report which continue to be priorities for continuous progress towards the University's commitment to closing the pay gap for all groups;</li> <li>iv) extent of the consultation and feedback on equality analysis findings. It was confirmed that this involved the trade unions.</li> </ul>
138.3	The Board <u>resolved to approve</u> the pay gap report for publication which included the additional and amended actions in paragraphs 20 and 21.
Agenda Item 6.3i + Paper Ref BG/6/19/6.3i	<p><b>Students' Union report</b></p> <p style="text-align: right;">Min Ref BG/19/139</p>
139.1	The Board <u>received</u> the report on the activities of the Sheffield Hallam Students' Union (SHSU). The report outlined the priorities of the elected Officers and the process, including consultation, to develop the SHSU Strategy for Transformation 2020 to 2025.
Agenda Items 6.3ii + 6.3iii Paper Refs BG/6/19/6.3ii BG/6/19/6.3iii	<p><b>Student Voice Report 2018/19 and the University's initial response</b></p>
139.2	<ul style="list-style-type: none"> <li>i) The President of the SHSU introduced the detailed annual Student Voice report, prepared by the SHSU, which contained clear actions, priorities and goals that could be reached through a joint partnership between the SHSU, students and the University.</li> <li>ii) The PVC Teaching and Learning introduced the University's initial response to the Student Voice report. Work to address the eleven recommendations made in the Student Voice report would continue in 2020 and the Board would receive a progress report on the work before the end of the 2019/20 academic year. <ul style="list-style-type: none"> <li><b>Action: PVC Teaching and Learning</b></li> </ul> </li> <li>iii) The Student Voice report and the University's initial response represented a continuous cycle of improvement. It was acknowledged that some of the work to address the recommendations would take place over the longer term and that the: <ul style="list-style-type: none"> <li>a) SHSU handover arrangements in 2020 with the outgoing and incoming Officers should be detailed enough to ensure that momentum in the pace of the work in progress was not diminished;</li> <li>b) content of future Student Voice reports and the implementation of the 2018/19 report's recommendations should be in the context of the delivery of the SHSU Strategy for Transformation 2020 to 2025.</li> </ul> </li> </ul>

	The Board <u>received</u> the Student Voice report 2018/19 and the University's initial response to its recommended outcomes.	
139.3	<p>The Students' Union's representatives:</p> <ul style="list-style-type: none"> <li>i) thanked the University for its response to the Student Voice report 2018/19;</li> <li>ii) highlighted the arrangements implemented with the University to address hidden printing costs for students;</li> <li>iii) thanked the University Leadership Team (ULT) for its support for the implementation of Lecture Capture (minute BG/19/117 refers);</li> <li>iv) reported that work was ongoing with ULT in order to explore the ways in which students deal with their workloads. It was reported that given the complexity of the arrangements for coursework deadlines, assessment and examinations, a Task and Finish Group would be established to look at the matter in 2019/20. A report would be made to the Board in 2020.</li> </ul> <p style="text-align: center;"><b>Action: PVC Teaching and Learning</b></p>	
Agenda Item 6.4 + Paper Ref BG/6/19/6.4 Confidential	<b>Review of the Students' Union and Constitution</b>	Min Ref BG/19/140
140.1	The Chief Finance and Planning Officer reported that as part of the consultation on the development of its Strategy for Transformation 2020 to 2025 the SHSU held a workshop on 18 October 2019. One of the outcomes was to develop the SHSU's role in the student representation system. This would involve a review of the current representation arrangements in the SHSU Articles of Governance in the context of the University's three college organisational structure, which would be established early in 2020, to replace the current four faculty model. Given that the SHSU had a referendum planned for February and the election of the SHSU Sabbatical Officers planned for March 2020, the timescales for approval by the Board of Governors of changes to the Articles were challenging. In order to facilitate the SHSU's timely adoption of representative arrangements the report proposed the delegation of authority to a Task and Finish Group of the Board of Governors to consider changes, to be proposed by the SHSU, for approval. The Board <u>received</u> the progress report.	
140.2	<p>The President of the Students' Union and Education Officer welcomed the proposal that a Task and Finish Group be established to facilitate the timely approval of representative arrangements, but expressed concern about the balance of the Group's membership between the Board of Governors and the SHSU and queried the role of Group members compared with those in attendance at Group meetings. In the discussion the following were clarified:</p> <ul style="list-style-type: none"> <li>i) the role of the Group's members;</li> <li>ii) the quorum to ensure a lay majority in decisions taken by the Group on behalf of the Board of Governors;</li> <li>iii) the remit of those listed on page 4 who would be in attendance at a meeting of the Group. The Group would determine which other attendees would be invited to its meetings for the presentation of SHSU proposals.</li> </ul>	
140.3	<p>The Board <u>resolved to</u>:</p> <ul style="list-style-type: none"> <li>i) <u>revoke</u> on a temporary basis the decision made by the Board in 2001 (paragraph 5);</li> <li>ii) <u>delegate</u> authority to the Board's Task and Finish Group to fulfil the terms of reference specified in appendix 1 subject to the revision of paragraph 4a by the University Secretary and Clerk to the Board of Governors to read: <i>Consideration, review and approval of the SHSU Articles of Governance to</i></li> </ul>	

	<p><i>facilitate, subject to the approval of the SHSU Board of Trustees, the SHSU's timely adoption of representation arrangements, which might include the elected officers and elected representatives;</i></p> <p>iii) <u>approve</u> that the membership and quorum of the Group have a lay governor majority;</p> <p>iv) <u>approve</u> the appointment of each of the following as members of the Group:</p> <ul style="list-style-type: none"> <li>• Neil MacDonald, Lay governor and Chair of the Finance and Employment Committee;</li> <li>• Chris Kenny, Lay governor and member of the Audit and Risk Committee;</li> <li>• Karen Finlayson, Lay governor and member of the Audit and Risk Committee;</li> <li>• Sheriff Muhammed, President of the Students' Union;</li> <li>• Andrew Adegbola, Education Officer of the Students' Union.</li> </ul> <p>v) <u>approve</u> that the 2001 decision be reinstated and that this decision be recorded in the minutes of the Board of Governors meeting at which the Task and Finish Group makes its final report to the Board.</p>
<p>Agenda Item 6.5 + Paper Ref BG/6/19/6.5</p>	<p style="text-align: center;"><b>University Performance Report (Period 3)</b></p> <p style="text-align: right;">Min Ref BG/19/141</p>
<p>141.1</p>	<p>The University Performance Report, which included overall performance headlines and progress against key performance indicators, a summary of progress against each strategic pillar of the University Strategy, Transforming Lives, an overview of recruitment, a summary of the financial position and a risk management report was <u>noted</u> by the Board.</p>
<p>141.2</p>	<p>The Vice-Chancellor highlighted:</p> <p>i) the areas of strengthening performance which included research and international recruitment;</p> <p>ii) that the areas of concern, which included student retention, were being reviewed by the University to better understand the performance;</p> <p>iii) the Black, Asian and Minority Ethnic student attainment gap which was unacceptable. The brief of the Director of Development and Diversity in relation to the University's work to continue to address the gap was outlined. This work aligned with the Access and Participation Plan.</p>
<p>141.3</p>	<p>The Chief Finance and Planning Officer highlighted the following with reference to the first full review of the 2019/20 year in the financial dashboards;</p> <p>i) the operating deficit for the year was forecast to be -£0.7m which was £1.0m favourable to budget;</p> <p>ii) a prudent view had been taken in the current forecast owing to the 2019 Hong Kong protests which posed a risk to international income;</p> <p>iii) the pension liability adjustment was likely to be higher than budget.</p>
<p>Agenda Item 7.1 + Paper Ref BG/6/19/7.1</p>	<p style="text-align: center;"><b>Audit and Risk Committee Annual Report to the Board of Governors and the Accountable Officer 2018/19</b></p> <p style="text-align: right;">Min Ref BG/19/142</p>
<p>142.1</p>	<p>The Chair of the Audit and Risk Committee introduced the annual report and highlighted:</p> <p>i) that it was a positive report on the Committee's thorough approach to its remit;</p> <p>ii) the Committee's focus on internal audit service delivery (minute BG/19/149 refers).</p> <p>In addition it was reported that the Committee had had a frank discussion with the</p>

	external auditors about their approach to and arrangements for audit service delivery at the University. This discussion had taken place following media reports in which the Financial Reporting Council had been critical of the audit quality of the audit firm. The Committee had been assured by the responses given during the discussion.	
142.2	The Board <u>received</u> the Audit and Risk Committee's annual report including the opinions in section 2.1 prior to submission of the report to the Office for Students as part of the annual accountability returns.  <b>Action: University Secretary and Clerk to the Board</b>	
Agenda Item 7.2 + Paper Ref BG/6/19/7.2 Confidential	<b>Draft Annual Report and Financial Statements for the year ended 31 July 2019</b>	Min Ref BG/19/143
143.1	The Chief Finance and Planning Officer reported that the key financial outcomes in the draft annual report and financial statements (ARFS) were the same as the Provisional Outturn report made to the Board at its meeting in October 2019. The key messages to be communicated about the ARFS outcomes would promote the University's strong underlying operating performance (minute BG/19/112 refers). There were no outstanding audit points of principle to report. At the joint meeting of the Finance and Employment Committee and Audit and Risk Committee in the November each committee recommended the ARFS to the Board for approval.	
143.2	The Finance and Employment Committee recommended to the Board that it was appropriate for the financial statements for the year ending 31 July 2019 to be prepared on a going concern basis.	
143.3	The Board <u>resolved to approve</u> : i) the consolidated Financial Statements for the year ended 31 July 2019; ii) that the Chair of the Board should sign the letter of representation to the external auditors in relation to the audit of the University's financial statements; iii) that the Chair of the Board should sign the letter of support for Sheffield Hallam University Enterprises Limited; iv) that the Chair of the Board should sign the letter of support for Sheffield Hallam Innovation and Enterprise Limited; and v) that the Chair of the Board should sign the letter of support for SHU Law Limited.	
143.4	The ARFS would be submitted to the Office for Students by the December 2019 deadline.  <b>Action: Chief Finance and Planning Officer</b>	
Agenda Item 7.3 + Paper Ref BG/6/19/7.3 Confidential	<b>Office for Students (OfS) Financial Return 2019</b>	Min Ref BG/19/144
144.1	The Chief Finance and Planning Officer reported that in accordance with OfS Advice Note 14 and a separate notice from the OfS to submit the annual financial return, the tabled report asked the Board to approve the University's full financial return including the financial forecasts 2019 to 2024. With no developments in the external environment causing changes to student fees or staff costs it was confirmed that no changes had been made to the forecasts since they were approved by the Board in July 2019 (minute BG/19/90 refers).	



144.2	The Board <u>resolved to approve</u> the annual financial return for submission to the OfS.  <b>Action: Chief Finance and Planning Officer</b>	
Agenda Item 7.4 + Paper Ref BG/6/19/7.4	<b>Office for Students Assurance Return and Research Return</b>	Min Ref BG/19/145
145.1	The Board <u>received</u> the report. The Accountable Officer (Vice-Chancellor) as a governor would sign each of the assurance returns 2019 prior to submission to the Office for Students.  <b>Action: Vice-Chancellor</b>	
Agenda Item 7.5 + Paper Ref BG/6/19/7.5	<b>Prevent Duty Monitoring Accountability and Data Return 2018/19</b>	Min Ref BG/19/146
146.1	The Board <u>received</u> the report which evidenced the University's continuing active and effective implementation of the Prevent duty.	
146.2	In response to questions and with reference to the number of student cases summarised in the Prevent duty monitoring data return (appendix 2), the Board was assured of the arrangements in place for the Sheffield Hallam student At Risk Pathway.	
146.3	The Board <u>resolved to approve</u> the declarations (appendix 3) for submission to the Office for Students by the December 2019 deadline. <b>Action: University Secretary and Clerk to the Board</b>	
146.4	In accordance with sector guidance, oversight of Prevent had been subsumed into the University's comprehensive safeguarding framework. In order to enhance oversight arrangements the Board <u>resolved to approve</u> that Julietta Patnick be the nominated lay governor to receive appropriate briefings on the work of the University's Safeguarding Group. The remit of the role would be confirmed with Julietta. <b>Action: University Secretary and Clerk to the Board</b>	
Agenda Item 8.1 + Paper Ref BG/6/19/8.1	<b>Financial Regulations: Amendments</b>	Min Ref BG/19/147
147.1	The Board <u>resolved to approve</u> the amendment to the Financial Regulations which set out the maximum level of borrowing.	
Agenda Item 8.2 + Paper Ref BG/6/19/8.2	<b>Modern Slavery and Human Trafficking Statement</b>	Min Ref BG/19/148
148.1	At its meeting in November 2019 the Audit and Risk Committee had considered the updated Slavery and Human Trafficking Statement and recommended it to the Board.	
148.2	The Board <u>resolved to approve</u> the Statement for publication on the University's website in respect of activities undertaken during the University's financial year ended 31 July 2019.  <b>Action: Head of Strategic Procurement</b>	

Agenda Item 8.3 + Paper Ref BG/6/19/8.3 Confidential	<b>Appointment of Internal Auditors</b>	Min Ref BG/19/149
149.1	At its meeting in November 2019 the Audit and Risk Committee had discussed the performance of the internal auditors during 2018/19 and agreed that the performance had been satisfactory. The Committee recommended to the Board that the internal auditors be re-appointed.	
149.2	The Board <u>resolved to approve</u> the re-appointment of KPMG as internal auditors for 2020/21 for a further year with the option to extend for a further 12 month period (for 2021/22) dependant on performance.	
Agenda Item 8.4	<b>Report from Staff governors</b>	Min Ref BG/19/150
150.1	There was no report from the staff governors.	
Agenda Item 8.5 + Paper Ref BG/6/19/8.5	<b>Vice-Chancellor's report</b>	Min Ref BG/19/151
151.1	<p>The Board <u>received</u> the Vice-Chancellor's report. In discussion governors:</p> <ul style="list-style-type: none"> <li>i) commented on the continuing turbulence, including the forthcoming General Election, in the external environment and its effect on the higher education policy landscape;</li> <li>ii) asked about the University's approach to the fire safety requirements of its buildings following a fire in November 2019 at a student accommodation block in Bolton. Nationally, the matter was on the agenda of the Health and Safety Committee of the Universities and Colleges Employers Association. It was confirmed that the University did not own residential student accommodation but fire safety requirements in relation to the buildings used by its students and staff were a high priority. A response was being prepared to the request for information from the Minister of State for Universities, Science, Research and Innovation;</li> <li>iii) asked about the guarantor scheme for international students. The President would meet with the Director of Estates and Facilities following the meeting to discuss the arrangements;</li> <li>iv) asked about the themes and actions emerging from the strategic guidance on Ministerial priorities. The Education Officer, Students' Union would meet with the Vice-Chancellor to discuss the arrangements for the integration of international students on campus;</li> <li>v) highlighted the inquiry by the Equality and Human Rights Commission into racial harassment in higher education. The Board's Update and Development day on 28 January 2020 would include a session on racial harassment;</li> <li>vi) commented on their involvement in and positive experiences from the 2019 graduation ceremonies. On behalf of the Board the Chair asked that all members of staff in the Events Team be congratulated on the excellent organisation and successful delivery of the event and thanked for their work.</li> </ul> <p style="text-align: center;"><b>Action: University Secretary and Clerk to the Board and Senior Events Manager</b></p> <ul style="list-style-type: none"> <li>vii) commented on their experiences of being engaged as Honorary Doctors at other institutions and how that compared with the University's approach to engagement. Following the autumn 2019 call for nominations, the Honorary Awards Committee would meet on 29 November 2019 to consider nominations</li> </ul>	

	for award in 2020.	
Agenda Item 8.6 + Paper Ref BG/6/19/8.6 Confidential	<b>Estate Developments</b>	Min Ref BG/19/152
152.1	<p>The Board <u>received</u> the progress report which covered the estate projects in the Capital Plan, RIBA Gateway Stage reports and the Campus Masterplan. The Chief Estates and Facilities Officer reported on the following projects:</p> <ul style="list-style-type: none"> <li>i) <u>Advanced Wellbeing Research Centre (AWRC)</u>. Handover to the University had been completed in September 2019. The University had secured £900k of government funding to set up a University Enterprise Zone (UEZ) to create a Wellbeing Accelerator at the AWRC. This would be one of 20 UEZs in the country;</li> <li>ii) <u>refurbishment of level 10 of the Owen building</u>. Staff would be relocated to level 10 as part of the Science Park decant programme;</li> <li>iii) <u>National Centre for Excellence in Food Engineering</u>. The reason for the amber RAG rating of the project, which was handed over to the University in September 2019, was outlined. The official opening of the £12.6 million National Centre took place in October 2019;</li> <li>iv) <u>atrium roof and refurbishment scheme</u> Approval of the design and tender cost (RIBA 4) would be sought from the Finance and Employment Committee in early 2020.</li> </ul>	
152.2	The Board <u>noted</u> the Chair's action taken to approve the completion of the two leases. This was taken to facilitate the University's timely refurbishment of the additional space acquired and detailed in the report.	
Agenda Item 8.7 + Paper Ref BG/6/19/8.7 Confidential	<b>Acquisition of Land</b>	Min Ref BG/19/153
153.1	The Board <u>resolved to approve</u> the acquisition of the land in the vicinity of the City Campus as described in the paper.	
Agenda Item 9.1	<b>Chairs' Reports</b>	Min Ref BG/19/154
154.1	The Board <u>received</u> the reports in 154.2 to 154.5 from the Chairs of the committees and the Chair of the Task Group.	
154.2	The acting Chair of the Finance and Employment Committee (FEC) reported that business from the FEC meeting and the joint meeting with the Audit and Risk Committee (ARC) on 12 November 2019 had been covered on the Board's agenda.	
154.3	The Chair of the ARC reported that the business from the ARC meeting and the joint meeting with the FEC on 12 November 2019 had been covered on the Board's agenda. In connection with the ARC annual report to the Board and the Accountable Officer (minute BG/19/142 refers) which includes the ARC's opinion on various matters as required by the OfS, the Committee received the internal auditors annual report including their opinion based on their audit work in 2018/19, an update on risk management and a report on the assurance of data returns.	
154.4	The feedback from the acting Chair of the FEC and the Chair of the ARC on the arrangements, practicalities, logistics and communications to members for each of the meetings held on 12 November 2019 would inform preparations for the	

	November 2020 meetings. <b>Action: University Secretary and Clerk to the Board</b>
	<b>Potential Associate Company</b>
154.5	<p>The Chair of the Board's Task Group reported that the following documents had been issued to the Group for consideration and comment in connection with a proposed potential associate company:</p> <ul style="list-style-type: none"> <li>• Memorandum of Understanding;</li> <li>• Compliance with Charity Commission Principles for charities;</li> <li>• Proposed Due Diligence checklist;</li> <li>• Financial forecast and sensitivity for the proposed company.</li> </ul> <p>The comments and questions from Group members have covered risks, liabilities, reputation, competition in the market including key players, growth prospects and staffing dependencies. The University's due diligence continued and would inform further iterations of the key documents for consideration by the Group. The Board would receive a progress report at its meeting in January 2020.</p> <p><b>Action: Chair of the Group and Chief Finance and Planning Officer</b></p>
Agenda Item 9.2 + Paper Ref BG/6/19/9.2	<p><b>Academic Assurance: Report from the Academic Assurance Committee</b></p> <p style="text-align: right;">Min Ref BG/19/155</p>
155.1	The Board <u>received</u> the unconfirmed minutes of the Academic Assurance Committee (AAC) held on 25 October 2019.
155.2	<p>Julie Morrissy, member of the AAC, highlighted the messages to the Board, which were summarised in the Committee's report, following its scrutiny and discussion of:</p> <ol style="list-style-type: none"> <li>i) the University's continuing work in response to the Ofsted inspection of level 4 and 5 Apprenticeship provision which had graded the University as 'requiring improvement in all areas of the inspection'. The Committee assured the Board that the University had an appropriate plan in place to recover from the inspection. Progress against the plan was being overseen and challenged at executive level. There remained however a significant risk around the University's capacity to demonstrate sufficient progress and impact should the re-inspection fall towards the beginning of the re-inspection timeframe. The ongoing review of portfolio would help the University understand its direction of travel with apprenticeships. Furthermore, there needed to be more discussion as to the precise role of governors at the final stage in the governance and assurance process for these courses and whether it would fit with Ofsted expectations;</li> <li>ii) the University's approach to the Quality Assurance and Quality Enhancement of its awards during 2018/19 and to the continuous improvement of the student academic experience via the Annual Quality Review 2019. The AAC advised that the Board could be assured as to the overall quality of the University's academic provision and that processes were in place to maintain, review and enhance this quality;</li> <li>iii) its annual review of effectiveness and annual report for 2018/19. The report, which covered the second year of operation, included the Committee's reflections on its role in the governance structure and what the Board required of it, its size including the number of lay members in its constitution and the appointment of an external co-opted member which was being progressed by the Nominations Committee.</li> </ol>

	The Board <u>received</u> the reports from the AAC and <u>noted</u> the outcomes of the Committee's discussion.	
Agenda Item 9.3 + Paper Refs BG/6/19/9.3i BG/6/19/9.3ii BG/6/19/9.3iii	<b>Minutes of the Committees of the Board of Governors</b>	Min Ref BG/19/156
156.1	The Board <u>received</u> the unconfirmed minutes of the following: i) Finance and Employment Committee (FEC) meeting held on 12 November 2019; ii) Audit and Risk Committee (ARC) meeting held on 12 November 2019; iii) joint meeting of the FEC and ARC held on 12 November 2019.	
Agenda Item 9.4 + Paper Refs BG/6/19/9.4i + ii Confidential	<b>Re-designation of a staff vacancy on the Nominations Committee</b>	Min Ref BG/19/157
157.1	The Board <u>resolved to approve</u> that from 26 November 2019 the constitution of the Nominations Committee be revised to: i) remove the vacancy for one senior member of academic staff who was elected by and from a University-wide senior academic staff constituency from the Committee's constitution; ii) re-designate the vacancy for a member of the Board of Governors who was either a member of academic staff on the Board selected from the Academic Board membership or, the professional services staff member elected to the Board of Governors by and from a University-wide professional services staff constituency.	
157.2	<b>Appointment to the Nominations Committee</b>	
	The Board <u>resolved to approve</u> the appointment of Elaine Buckley (member of academic staff on the Board selected from the Academic Board membership) to the Nominations Committee from 26 November 2019 until 31 July 2021.	
	<b>Addition to the Constitution of the Nominations Committee and a lay majority</b>	
157.3	The Board <u>resolved to approve</u> that from 26 November 2019 the Nominations Committee's: i) membership be increased by one, from eight to nine, with the addition of one lay member from the Board's membership to the Committee's constitution. At its meeting in February 2020 the Nominations Committee would be asked to consider the vacancy and make a recommendation to the March 2020 meeting of the Board to appoint one of its lay members to the Committee; ii) quorum be changed from four of whom two shall be external members of the Board to four of whom three shall be external members of the Board.  <b>Action: University Secretary and Clerk to the Board</b>	
Agenda Item 9.4 + Paper Ref BG/6/19/9.4iii	<b>Nominations Committee's annual review of effectiveness and annual report for 2018/19</b>	
157.4	The Board <u>noted</u> the Nominations Committee's annual review of effectiveness and annual report for 2018/19.	

<p>Agenda Item 9.5 + Paper Ref BG/6/19/9.5 Confidential</p>	<p><b>Appointments to the Board's committees: Chair's Action</b></p>	<p>Min Ref BG/19/158</p>
<p>158.1</p>	<p>The Board <u>noted</u> that Chair's action had been taken on 12 November 2019 to <u>approve</u>:</p> <p><b>Academic Assurance Committee</b></p> <p>i) that Julie Morrissy's period of office on the Academic Assurance Committee ends on 31 January 2020;</p> <p>ii) Julietta Patnick's appointment to the Academic Assurance Committee from 1 February 2020 until 31 July 2021.</p> <p><b>Finance and Employment Committee</b></p> <p>iii) that Julietta Patnick's period of office on the Finance and Employment Committee ends on 31 January 2020;</p> <p>iv) Julie Morrissy's appointment to the Finance and Employment Committee from 1 February 2020 until 31 July 2021.</p> <p><b>Audit and Risk Committee: vacancy from 1 February 2020 for a lay member of the Board</b></p> <p>v) that Julie Morrissy's period of office on the Audit and Risk Committee ends on 31 January 2020 and not as planned on 31 July 2020. At its meeting in February 2020 the Nominations Committee would consider this vacancy and make a recommendation to the March 2020 meeting of the Board to appoint one of its lay members to the Audit and Risk Committee.</p> <p><b>Action: University Secretary and Clerk to the Board</b></p>	
<p>Agenda Item 10.1 + Paper Ref BG/6/19/10.1</p>	<p><b>Health, Safety and Wellbeing Management Review Report 2018/19</b></p>	<p>Min Ref BG/19/159</p>
<p>159.1</p>	<p>The Board <u>noted</u> the annual report on health and safety performance at the University in 2018/19. Governors:</p> <p>i) commented on the trend in the performance dashboard which showed that the number of incidents overall, including slip/trip/fall were reducing. This improvement was welcomed;</p> <p>ii) asked questions about the three incidents categorised under the Reporting of Injuries, Diseases and Dangerous Occurrences Regulations (RIDDOR) for 2017/18 in the dashboard. It was reported that each one had been investigated thoroughly to establish the cause and minimise the risk of further occurrences. The areas of University activity in which each of the reportable incidents occurred in 2017/18 and 2018/19 would be reported to governors following the meeting;</p> <p>iii) queried what appeared to be performance data anomalies in the dashboard for Fire/DSE training. The anomalies were explained and it was reported that the measures of performance would be refined to ensure meaningful comparative measures in future reports.</p>	
<p>Agenda Item 10.2 + Paper Ref BG/6/19/10.2</p>	<p><b>Health Safety and Wellbeing Committee minutes</b></p>	<p>Min Ref BG/19/160</p>
<p>160.1</p>	<p>The Board <u>noted</u> the confirmed minutes of the Health, Safety and Wellbeing Committee meeting held on 19 June 2019.</p>	

Agenda Item 10.3 + Paper Ref fBG/6/19/10.3	<b>Academic Board</b>	Min Ref BG/19/161
161.1	The Board <u>noted</u> the unconfirmed minutes of the meeting of the Academic Board held on 25 September 2019.	
Agenda Item 10.4 + Paper Ref BG/6/19/10.4	<b>Students' Union Financial Statements for year ended 31 July 2019</b>	Min Ref BG/19/162
162.1	The Board <u>noted</u> the report which was tabled following approval of the annual report and financial statements by the Sheffield Hallam Students' Union Trustee Board.	
Agenda Item 10.5 + Paper Ref BG/6/10/10.5	<b>Students' Union Complaints Procedure</b>	Min Ref BG/19/163
163.1	The Board <u>noted</u> the report on the Students' Union complaints procedure which complied with section 22(2)(m) and 22(2)(n) of the Education Act 1994.	
Agenda Item 10.6 + Paper Ref Bg/6/19/10.6	<b>The University's Subsidiary Company Reports and Financial Statements</b>	Min Ref BG/19/164
164.1	The Board <u>noted</u> the company reports and financial statements for the period ended 31 July 2019.	
Agenda Item 10.7 + Paper Ref BG/6/10/10.7	<b>Treasury Management Policy – Annual Report</b>	Min Ref BG/19/165
165.1	The Board <u>received</u> the report and <u>noted</u> the work of the Finance and Employment Committee in respect of treasury management policy activities.	
Agenda Item 10.8 + Paper Ref BG/6/19/10.8	<b>OfS Compliance with regulatory deadlines: reminder to governing bodies</b>	Min Ref BG/19/166
166.1	The Board <u>noted</u> the letter from the OfS.	
Agenda Item 10.9 Paper Ref BG/6/19/10.9	<b>Use of the Corporation Seal</b>	Min Ref BG/19/167
167.1	The Board <u>noted</u> the report.	
Agenda Item 11 + Paper Ref BG/6/19/11	<b>Schedule of Meetings and Outline Forward Planning Programme</b>	Min Ref BG/19/168
168.1	The Board <u>noted</u> the forward planning programme and that the: i) next Board meeting would be held on Tuesday 28 January 2020 from 4.00pm to 7.00pm; ii) January 2020 Board meeting would be preceded by an update and development day for governors at City Campus.	