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| **CONFIRMED OPEN MINUTES OF THE MEETING HELD ON TUESDAY 29 NOVEMBER 2022** |
| PRESENT: |
| Lord Kerslake, Chair | Dr Matt Lilley |
| Joanna Allen | Meg Munn |
| Gabrielle Berring | Dayo Oladiti |
| Prof J Bale (from item 6) | Prof Julietta Patnick |
| John Cowling  | Matt Parkin |
| Ian Hall | Giles Searby |
| Prof Sir Chris Husbands | Penny Thompson  |
| Sabahat Khan | Lucian Tipi  |
| Dr Jia Liu |  |
| IN ATTENDANCE: | AGENDA ITEM |
| Michaela Boryslawskyj, University Secretary | All |
| Richard Calvert, Deputy Vice-Chancellor Strategy and Operations (DVCSO) | All |
| Prof Rory Duncan, Pro Vice-Chancellor Research and Innovation | All |
| Mohammed Hannan, Governance Apprentice, Observer | From item 6 |
| Prof Kevin Kerrigan, PVC Business and Enterprise | All |
| Janet Onyia, Governance Apprentice, Observer | All |
| Clair Marlow, Head of Legal Services and Deputy University Secretary | All |
| Tom Russell, Head of Strategic Planning and Insight | Item 9 |
| Prof Helen Scott, Pro Vice-Chancellor Learning, Teaching and Student Success | All |
| Prof David Shepherd, Deputy Vice-Chancellor Academic (DVCA) | All |
| Simon Taylor, Interim Chief Finance Officer | All |
| Tracey Goodwill, Board Secretary, Directorate of Governance, Legal and Sector Regulation | All |
| APOLOGIES: Angela Foulkes, Dr Claire Ketnor, Sameer Kothari, Prof Keith Ridgway and Jonathan Slater |

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| Minute Ref | Item of Business | Paper Ref  |
| BG/2022-11-29/01 | ELECTION OF DEPUTY CHAIR OF THE BOARD |  |
| 1.1 | Following a call for nominations for Deputy Chair of the Board in accordance with its Regulations, the Board **resolved to appoint** Giles Searby (Independent Member) as Deputy Chair, from 1 August 2023 until 31 July 2025.  |
| BG/2022-11-29/02 | DECLARATIONS OF INTEREST |  |
| 2.1  | There were no declarations of interest.  |
| BG/2022-11-29/03 | MINUTES OF THE PREVIOUS MEETING  | BG/2022-11-29/P3 |
| 3.1 | The minutes and confidential minutes of the meeting held on 14 October 2022 were **approved** as a correct record. |
| BG/2022-11-29/04 | MATTERS ARISING/ACTION TRACKER | BG/2022-11-29/P4 |
| 4.1 | The Board **noted** the action tracker. |
| 4.2 | **Matters Arising: BG/2022-10-14/10 Report from the Students’ Union - general trends/themes including concerns raised by students.** The DVCA reported that the timing of assessment deadlines affecting international students was the subject of productive and ongoing discussions with the Students’ Union.  |
| BG/2022-11-29/05 | OTHER URGENT BUSINESS |  |
| 5.1 | There was no other urgent business. |
| BG/2022-11-29/06 | VICE-CHANCELLOR’S REPORT | BG/2022-11-29/P6 |
| 6.1 | The Board **noted** the report. The Vice-Chancellor highlighted the following: Although the University had not won the Times Higher Education award for University of the Year 2022, being shortlisted recognised exceptional performance during the 2020/21 academic year, which included the focus on work-based learning and student employability, the commitment to supporting students from under-represented backgrounds into higher education and for the University’s role as a major driver of economic growth and social mobility in the North. The University had won the Times Higher Education Award for its outstanding contribution to the local community, in recognition of South Yorkshire Futures (the biggest university-led social mobility programme in the country) and its leadership in the Civic University agenda. The start of the 2022/23 year had gone well with new and returning students contributing to a vibrant campus. An update on the new Cabinet appointments, including that the Minister with responsibilities for universities had a new title of Minister for Skills, Apprenticeships and Higher Education. Given the University’s strong performance in Apprenticeship provision, members suggested that the Minister be invited to visit the University.The long-term sustainability of the HE sector given that undergraduate fee income was frozen and financial pressures for providers continued. Turbulence in the external environment creating uncertainty included:* cost of living impacts for students, including travel costs.
* Current government positioning on international student recruitment. Governors commented that the HE sector should lobby the Government for the removal of international students from net migration figures.
* The University and College Union had secured a mandate for sector-wide industrial action, including Action Short of a Strike, in pursuit of a national pay claim for CPI plus 2%. A University action planning group was meeting weekly, chaired by the Director of HROD, to mitigate the impact of any disruption by the industrial action. Pay would be deducted from staff who participate in industrial action and moved to the Hardship Fund to provide extra financial support for students. The University was a participant in the Universities and College Employers Association (UCEA) arrangements for national pay bargaining. The view of UCEA was that the 2022 offer of 3% was at the limits of affordability for a significant number of universities. UCEA had proposed to its members that the 2023/24 pay negotiations be brought forward in an attempt to end the current dispute.
* The increase in public spending on research and development announced in the Government’s Autumn Statement (recognising that the UK’s participation in Horizon Europe is yet to be finalised) would provide targeted investment for staff retention and local talent strategies.

The implications of the external operating context for the University Strategy would be discussed later by the Board.  |
| 6.2 | In response to a question on progress with the 2022 National Student Survey (NSS) improvement plan, the PVC LTSS reported that priority areas for improvement had been identified and the University was taking a variety of approaches to address the issues raised. The work included: * Feedback and follow up work with Course Leaders and the Associate Deans on underperforming courses and reasons for good outcomes. This would inform the Course Leadership Development programme.
* Central themes of the work included student success, building positive relationships, offering support, explaining why things are like they are, assessment deadlines to work for everyone.
* Planning for the next NSS included communications to encourage student participation in the survey.
* There were areas which would be difficult to improve immediately and some improvements would take several cycles to achieve. Arrangements were in place to address shortfalls in student placements against budget.
* There was a need for a longer term NSS/Student Experience Plan relating to other areas of the student experience.

Governors welcomed the realistic appraisal of the work to be done. At its meeting in November the Academic Assurance Committee (AAC) was assured that improvement remains a high priority for the University, with evidenced progress against the NSS improvement plan in response to this year’s results. **Post Meeting Note**: An extract from the AAC report which provided further detail was issued to the Board following the meeting.  |
| 6.3 | A confidential minute was recorded. |
| BG/2022-11-29/07 | DRAFT OfS 5-YEAR FINANCIAL FORECAST | BG/2022-11-29/P7.2 |
| 7.1 | The Interim Chief Finance Officer introduced the report which presented the proposed five-year financial forecast (2022/23 to 2026/27), including the full workbook and supporting commentary, recommended to the Board for approval by the Finance and Employment Committee. |
| 7.2 | The University’s approach to updating the five-year Forecast since it was approved by the Board in July 2022 including the key figures was outlined. Planning assumptions, reviewed by the Finance and Employment Committee, had been aligned with the external operating context including rising inflation, frozen undergraduate fee income and cost of living impacts for students and staff. |
| 7.3 | A confidential minute was recorded. |
| 7.4 | The Board **resolved to approve** the five-year financial forecasts and commentary for submission to OfS by the 1 December 2022 deadline. |
| BG/2022-11-29/08 | FINANCIAL FORECAST SCENARIO MODELLING | Presentation |
| 8.1 | The Interim Chief Finance Officer gave a presentation on the scenario analysis used to prepare the five-year Financial Forecasts. The scenarios, which included worst case scenarios and the likelihood, versus the impact, of the following top three risks, were summarised: 1 Loss of/pressure on key international markets. 2 Home undergraduate recruitment remains at 2023/24 levels. Postgraduate markets remains at 2023/24 levels3 Sustained inflation in 2024/25. |
| 8.2 | A confidential minute was recorded. |
| 8.3 | A confidential minute was recorded. |
| 8.4 | In conclusion, the Board noted that the discussion of the potential scenarios and the earlier OfS five-year Financial Forecast had been a helpful but sobering discussion. Although some potential outcomes may not transpire, the many variables affecting delivery of the University Strategy were difficult to predict given turbulence creating uncertainty in the external environment. Given the challenges of delivering growth and diversification at a faster rate than cost increases the Board Officers and the Board would receive regular reports on the direction of travel, the risks and mitigations to enable agile decision making in connection with the strategy.  |
| BG/2022-11-29/09 | TASK GROUP OF THE BOARD: BRENT CROSS CAMPUS |  |
| 9.1 |  |  |
|  | The DVCSO reported that the early November public announcement that the University was establishing a satellite campus in Brent Cross Town in North-West London had been positively received overall.  There had been early work with key stakeholders in Barnet. The Board’s Task and Finish Group met on 21 November and received an update on the phase 2 project approach and priorities for design and delivery. The timeline towards the opening of the Campus in 2025/26 included key milestones for portfolio and academic development. The University was appointing key appointments to lead key aspects of the development.The Board was invited to visit the site of the Brent Cross Campus. **Action:** DVCSO |
| BG/2022-11-29/10 | UNIVERSITY PERFORMANCE REPORT (PERIOD 3) | BG/2022-11-29/P9 |
| 10.1 | The Board **noted** the UPR which provided an update on progress against key performance indicators and targets. Secondary measures showed the direction of travel. The report also included updates on key activities from the University Plan.  |
| 10.2 | A confidential minute was recorded. |
| BG/2022-11-29/11 | CHAIRS’ REPORTS – joint meeting of ARC/FEC |  |
| 11.1 | The Board **received** the reports from each of the Committee Chairs following the joint meeting of the FEC and ARC held on 14 November 2022 at which the external auditors were present:1. the Committees had considered and recommended to the Board the draft consolidated Financial Statements for the year ended 31 July 2022 for approval subject to final audit clearance and to a number of amendments noted in the joint meeting. The report included letters of representation in relation to the 2021/22 external audit.
2. The ARC’s opinions were reported (minute BG/2022-11-29/12 refers).
3. The ARC noted the report on the going concern assessment.
4. The FEC recommended to the Board that it was appropriate for the Financial Statements for 2021/22 to be prepared on the going concern basis (paragraph 2.1 refers).
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| BG/2022-11-29/12 | AUDIT AND RISK COMMITTEE ANNUAL OPINIONS REPORT TO THE BOARD OF GOVERNORS AND THE VICE-CHANCELLOR 2021/22 | BG/2022-11-29/P11 |
| 12.1 | At its meeting on 14 November 2022, ARC considered its opinions on risk management, control and governance, value for money and data quality and management and confirmed its opinions that arrangements for these matters for 2021/22 and to date were adequate and effective.The Board **noted** the ARC report. |
| BG/2022-11-29/13 | DRAFT ANNUAL REPORT AND FINANCIAL STATEMENTS AND SUBSIDIARY FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2022 | BG/2022-11-29/P12 |
| 13.1 | The Interim Chief Finance Officer (ICFO) reported that the consolidated financial statements for the year ended 31 July 2022 (ARFS) circulated to the Board were draft and subject to Grant Thornton’s final review.  It was not anticipated that there would be any changes to the main financial statements or significant changes to the accompanying notes.  Following work by the Auditors to conclude the outstanding matters, the amendments to be made to finalise the ARFS content related to the following: * the Local Government Pension Scheme deficit in the balance sheet.
* the addition of a note about the operating lease for the Brent Cross Campus.
* additional narrative, in relation to Going Concern, about the University’s financial scenario analysis as discussed earlier in the meeting.
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|  | The ICFO reported that the Auditors were comfortable that the Board approve the ARFS subject to these amendments being made.The Board **noted** the report. In response to a comment about the use of the ARFS by banks, the Regulator and other stakeholders, the ICFO outlined the University’s approach, which involved working with the Auditors, to confirm the final content of the ARFS narrative amendments. |
| 13.2 | The Board **resolved to approve:**1. that it is appropriate for the consolidated financial statements for the year ended 31 July 2022 to be prepared on the going concern basis.
2. the consolidated financial statements for the year ended 31 July 2022, subject to the amendments outlined above being agreed by the ICFO.
3. 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.
4. that the Chair of the Board should sign the letters of support for Sheffield Hallam University Enterprises Limited, Sheffield Hallam Innovation and Enterprise Limited and SHU Law Limited.
5. that the documents for signature are executed for submission to the OfS by the deadline.
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| BG/2022-11-29/14 | CHAIR’S REPORT FEC |  |
| 14.1 | The Chair FEC provided an update following the 14 November 2022 meeting of FEC, which highlighted the following: **1 Digital Report.** FEC had noted the creation of a Cyber Essentials compliant network and policy environment for higher risk areas. **2 People matters – recruitment and retention.** FEC had considered anoverview of the challenges faced by the University (and globally) including difficulties in recruiting to specialist roles, higher than usual levels of turnover and expectations relating to work life balance/more flexible ways of working. The report included the steps being taken to address the challenges.  |
| BG/2022-11-29/15 | PAY GAP REPORT 2022 | BG/2022-11-29/P14 |
| 15.1 | The University’s Pay Gap report included ethnicity, disability and sexual orientation as well as gender pay gaps. The DVCSO introduced the report which provided the 2022 mean and median pay gap figures. The primary reason for the University’s gender pay gap related to the workforce mix with a large number of women in the lower pay quartiles. Significant change on the pay gaps does take time and the overview of the key activities which the University has put in place to address the pay gaps, together with further planned new actions, were highlighted. |
|  | The University’s ambition is to create a transformational and aspirational culture of inclusion for all staff and students. In response to comments that a growing number of staff (and students) would not identify as male or female and whether a broader spectrum of gender identities could be reported in future, the outcomes of data capture developments in 2022 relating to staff gender identity were outlined. The University continues to build an environment that celebrates diversity. HROD would continue to monitor the number of staff who record that they do not identify as male or female and report on this as soon as sufficient data was recorded. |
| 15.2 | The Chair FEC reported that the actions to address pay gaps included leadership development programmes to improve the under-representation of women.The Committee recommended the Pay Gap report to the Board for approval.  |
| 15.3 | The Board resolved to approve for publication the 2022 pay gap figures, and the proposal to share the report with Trade Unions earlier and publish within the calendar year. |
| BG/2022-11-29/16 | STUDENTS’ UNION FINANCIAL STATEMENTS | BG/2022-11-29/P15 |
| 16.1 | The Chair FEC reported that, the Committee considered the Students’ Union Trustee Report and Financial Statements for year ended 31 July 2022 and BHP’s Audit Findings Report at its meeting on 14 November 2022. The Students’ Union was feeling the impacts of inflationary pressures and the University would work with the Students’ Union on this. |
| 16.2 | In response to questions about the delivery of the Strategy to 2025, the President of the Students’ Union commented:* on the challenges created by the Hallam Union building. There was continuing engagement with the University about this.
* that the commitment to create a strong, vibrant student community continued and creating a sense of belonging was a priority for 2022/23. The Students’ Union was part of the University’s working group to encourage students back to campus.

Governors commented that to put the Students’ Union’s NSS score in context, it would be helpful to see a comparison of other universities’ NSS scores for the percentage of students who agree ‘The Students’ Union has had a positive impact on my sense of belonging to the University or College.’ **Action:** PVC Learning, Teaching and Student SuccessThe Board noted the report. |
| BG/2022-11-29/17 | CHAIR’S REPORT ARC |  |
| 17.1 | The Chair ARC provided and update following the 14 November 2022 meeting of the Committee which highlighted: * the resignation of the **external co-opted member.** The Governance and Nominations Committee would progress recruitment of a new co-option with accounting/auditing experience..
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|  | * updates on a number of **pensions matters.**
* **risk management**, including an update on the University’s corporate risks and changes made to the **corporate risk register;**
* **internal audit reports** on IT inventory and asset management, staff appraisals, HESES data and Student Loans Company data, together with **KPMG’s annual report**. The annual report included KPMG’s opinions on key matters which informed ARC’s opinions which the Board received earlier under the Annual Report and Financial Statements item. These reports were KPMG’s final reports as the University’s internal auditors.
* approved **PwC’s internal audit plan 2022/23,** noting that it would be reviewed as necessary during the year with any amendments to the plan being referred to the Committee for approval.
* a report on the process used to compile the **Transparent Approach to Costing (TRAC) return 2021/212.** Based on the assurances in the report, the Committee confirmed compliance with the existing TRAC validation processes. There is an OfS requirement for a Committee of the Board to provide such assurance prior to the return being submitted to the OfS.
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| BG/2022-11-29/18 | MODERN SLAVERY AND HUMAN TRAFFICKING STATEMENT | BG/2022-11-29/P17 |
| 18.1 | ARC had considered a report on the updated Modern Slavery and Human Trafficking Statement and recommended the Statement to the Board. |
| 18.2 | The Board **resolved to approve** the Statement for publication on the University’s website in respect of activities undertaken during the University’s financial year ended 31 July 2022. The Statement would also be published on the Government’s Modern Slavery Statement Registry. |
| BG/2022-11-29/19 | CHAIR’S REPORT AAC |  |
| 19.1 | The Chair AAC provided an update following the 10 November 2022 meeting of the Committee which highlighted: * regulatory developments from the Office for Students’ relating to conditions B3 (Student Outcomes), B6 (Teaching Excellence Framework) and A1 (Access and Participation) and on the National Student Survey (NSS). The Committee explored the impact of changes made to exclude questions from the NSS on sector comparative benchmarking, particularly with regards to the removal of the question on overall satisfaction.
* Academic Board’s scrutiny of reports relating to the student experience including the Postgraduate Taught Experience Survey, which reported high levels of satisfaction, and the Student Voice Report. AAC explored correlations with the NSS and received assurance there was continuity with recommendations that overlap the sabbatical officer terms of office.
* Academic Board’s scrutiny of the annual statistical reviews in relation to student academic conduct, extenuating circumstances, student complaints, appeals, disciplinary and fitness to practise for the 2021/22 academic year.
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|  | * the findings and recommendations from the Academic Governance Review. AAC welcomed proposals to explore possible delegations to act on behalf of the Board, noted the strong relationship between AAC and the Academic Board, and commented on opportunities for the Board to strengthen its academic expertise to reflect the increasing regulatory emphasis on academic governance.
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| BG/2022-11-29/20 | COMMITMENT TO THE CONCORDAT FOR RESEARCH INTEGRITY | BG/2022-11-29/P19 |
| 20.1 | The AAC had considered a report and recommended to the Board the Commitment to the Concordat to Support Research Integrity for the 2021/22 academic year following scrutiny by the Research and Innovation Committee and the Academic Board.  |
| 20.2 | The Board resolved to endorse the Commitment Statement for publication.  |
| BG/2022-11-29/21 | CHAIR’S REPORT BOARD OFFICERS |  |
| 21.1 | The Chair of the Board Officers Group reported that discussions at the meeting on 22 November 2022 had included: * implications for the University of the Chancellor’s Autumn 2022 Statement.
* progress of Higher Education (Freedom of Speech) Bill.
* progress of the Future Strategy Programme and the financial scenario planning work discussed earlier.
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| BG/2022-11-29/22 | UNIVERSITY SECRETARY’S REPORT | BG/2022-11-29/P21 |
| 22.1 | The University Secretary and Deputy University Secretary presented the report, highlighting key aspects, following which the Board **resolved to approve:** * amendment to the constitution of the Governance and Nominations Committee to add the Deputy Chair of the Board as an ex-officio member.
* the procedure including timeline for the recruitment of a Chair of the Board to fill the vacancy from 1 August 2024 created by Lord Kerslake’s retirement and the **delegation of authority** to the Deputy Chair of the Board to lead the process to recommend to the Board the appointment of a new Chair of the Board, working with the Governance and Nominations Committee.
* amendments to the terms of reference of the Brent Cross Campus Task Group.
* that the Chair of the Board sign the 2022 OfS Prevent accountability declaration (following consideration of the Annual University Safeguarding report) and the **delegation of authority** to the Vice-Chancellor to approve and sign the accountability declaration in future subject to the Regulator’s requirements. The Board would retain oversight of Safeguarding, by continuing to receive the report (including the accountability declaration) annually for assurance purposes.
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| 22.2 | The Board **noted** that:* Lucian Tipi’s (academic staff member) term of office would end on 2 December 2022 when he leaves the University. The GNC would consider an approach to this vacancy at its next meeting in March 2023.
* Vickie Brown’s term of office on the Audit and Risk Committee (external co-option) ended on 4 November 2022.
* Katy Gaunt’s term of office on the Finance and Employment Committee (external co-option) ended on 21 November 2022.

The GLSR team would progress a process to fill the vacancies for co-opted members on the Committees, ensuring that the Audit and Risk Committee remains compliant with skills and experience expectations. The Governance and Nominations Committee would be invited to review proposals encouraging departing members to provide a period of notice. **Action:** Committee Secretary |
| 22.3 | The Board **noted** the following Deputy Chair appointments made by the Committees for 2022-23:* Ian Hall and Matt Lilley would jointly undertake the role of Deputy Chair of the Audit and Risk Committee.
* Keith Ridgway, Deputy Chair of the Academic Assurance Committee
* Giles Searby, Deputy Chair of the Finance and Employment Committee.
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| 22.4 | The Board **noted:*** that the Fee information for 2023/24 was submitted to the Office for Students (OfS) ahead of the deadline of 17 November 2022.
* the Condition F1 Transparency Information requirements for data relating to the 2021-22 academic year and that the reduced set of transparency information was published on the University’s webpages by the OfS deadline of 25 November 2022.
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| BG/2022-11-29/23 | ESTATE DEVELOPMENT (INCLUDING HALLAM ALLIANCE UPDATE) | BG/2022-11-29/P22 |
| 23.1 | The Board **noted** the Estates Development progress report and the update on the Hallam Alliance.The Chair of the Finance and Employment Committee reported that the Committee had discussed transparency on the management of subcontractors and received assurance that the Alliance has greater visibility in this area compared with a non-Alliance model, and that the Alliance has added value to the delivery of the Campus Plan. The Committee asked for further detail on the monitoring of health and safety relating to Alliance projects and the extent of University oversight. |
| BG/2022-11-29/24 | HEALTH AND SAFETY ANNUAL REPORT 2021/22 | BG/2022-11-29/P23 |
| 24.1 | The Board **noted** the annual report 2021/22including the objectives for 2022/23 and the recommendations in section 10 which had been considered and agreed by the Health, Safety and Wellbeing Committee.The Chair of the Finance and Employment Committee reported that the Committee would receive an introductory report from the new Head of Health and Safety in 2023.  |
| BG/2022-11-29/25 | MINUTES | BG/2022-11-29/P24 |
| 25.1 | The Board **noted** the following minutes:* Audit and Risk Committee – 29 September confirmed
* Joint FEC + ARC - 14 November 2022 unconfirmed
* Finance and Employment Committee – 14 November 2022 unconfirmed
* Health, Safety and Wellbeing Committee - 18 July 2022 confirmed.
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| BG/2022-11-29/26 | CORPORATION SEAL | BG/2022-11-29/P25 |
| 26.1 | The Board noted the report. |  |
| BG/2022-11-29/27 | ANNUAL BUSINESS CYCLE 2022/23 AND DATE OF NEXT MEETING | BG/2022-11-29/P26 |
| 27.1 | The Board **noted** the outline annual cycle of business. The Chair reported that the next Board meeting on Tuesday 7 February 2023 would be held in the refurbished Boardroom on floor 10 of the Owen building, City Campus.Following the discussions at today’s meeting including the Annual Safeguarding Report, one of the topics for discussion at the Board’s Update and Development day on Tuesday 7 February 2023 was students’ wellbeing and welfare arrangements. |
| BG/2022-11-29/28 | CHAIR’S CLOSING REMARKS |  |
| 28.1 | On behalf of the Board and the Chairs of the Committees:The Chair asked that best wishes for the future be sent to Dr Claire Ketnor (academic staff member of the Board) who was taking a period of planned leave from the University. The Chair thanked each of the following for their service and contribution:* Vickie Brown, external co-opted member of the Audit and Risk Committee, from 1 August 2019 to 4 November 2022.
* Katy Gaunt, external co-opted member of the Finance and Employment, from 7 December 2021 to 21 November 2022.
* Lucian Tipi, academic staff member of the Board, from 7 December 2021 to 2 December 2022.
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