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| **CONFIRMED OPEN MINUTES OF THE MEETING HELD ON TUESDAY 28 MARCH 2023**  |
| PRESENT: |
| Meg Munn, Chair  | Dr Matt Lilley  |
| Joanna Allen (via Zoom) | Dr Jia Liu |
| Prof J Bale | Dayo Oladiti |
| Gabrielle Berring  | Matt Parkin  |
| John Cowling  | Prof Julietta Patnick |
| Ian Hall | Prof Keith Ridgway |
| Prof Sir Chris Husbands (from item 2) | Giles Searby |
| Sameer Kothari | Penny Thompson |
| IN ATTENDANCE: | AGENDA ITEM |
| Michaela Boryslawskyj, University Secretary | All |
| Richard Calvert, Deputy Vice-Chancellor Strategy and Operations (DVCSO) | From item 2 |
| Prof Rory Duncan, Pro Vice-Chancellor Research and Innovation | From item 2 |
| Dr Sally Jackson, Chief People Officer, Pro Vice-Chancellor (Diversity & Inclusion)  | All via Zoom |
| Prof Kevin Kerrigan, Pro Vice-Chancellor Business and Enterprise | From item 2 |
| Ryan Keyworth, Chief Finance Officer | From item 2 |
| Clair Marlow, Head of Legal Services and Deputy University Secretary | All |
| Janet Onyia, Board Apprentice, Observer | All |
| Tom Russell, Head of Strategic Insight and Data | Item 8 |
| Prof Helen Scott, PVC Learning, Teaching and Student Success (LTSS) | From item 2 |
| Prof David Shepherd, Deputy Vice-Chancellor Academic (DVCA) | All |
| Cathy Sinclair, Co-Director Student Recruitment and Admissions | Item 7.1 |
| Lorraine Stallard Executive Assistant to the University Secretary and Chair of the Board of Governors (observer)  | All |
| Sharon Taylor, HROD (Internal VC Steering Group) | Item 1 via Zoom |
| Rebecca Varley, Vice-Chancellor’s Office (Internal VC Steering Group) | Item 1 |
| Prof Chris Wiggington, Pro Vice-Chancellor Global and Academic Partnerships | Items 2 to 6 |
| Tracey Goodwill, Board Secretary  | All |
| APOLOGIES: Angela Foulkes, Lord Kerslake, Dr Claire Ketnor, Sabahat Khan, Jonathan Slater. Apologies also noted from Mohammed Hannan (Board Apprentice) |

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| Minute Ref | Item of Business | Paper Ref  |
| BG/2023-03-28/1 | BOARD APPOINTMENTS – TRANSITION: VICE-CHANCELLOR AND CHAIR OF THE BOARD | Confidential  |
| 1.1 | The Board were reminded that Professor Sir Chris Husbands would be leaving the University in 2023. Lord Kerslake, Chair of the Board would reach the end of his term of office on the Board on 31 July 2024.The University Secretary, with support from the Head of the Vice-Chancellor’s Office and the Head of Remuneration and Reward (HROD) presented an overview of the timeline and associated considerations for the recruitment of the Vice-Chancellor and the Chair of the Board. This included the arrangements for onboarding/induction, the options should the recruitment programmes be unsuccessful and how the risks, which are inherent in senior leadership recruitment, were being managed.  |
| 1.2-1.5 | Confidential minutes were recorded. |
| 1.6 | **Action:** The Board to receive progress reports on the recruitment programmes for a Vice-Chancellor and Chair of the Board.  |
| BG/2023-03-28/2 | CHAIR’S OPENING REMARKS  |  |
| 2.1 | Members of the University Executive Board joined the meeting. |
| 2.2 | On behalf of the Board the Chair congratulated Keith Ridgway who had been appointed to the Government’s Council for Science and Technology. |
| BG/2023-03-28/3 | DECLARATIONS OF INTEREST |  |
| 3.1 | There were no declarations of interest. |
| BG/2023-03-28/4 | MINUTES OF THE PREVIOUS MEETING | BG/2023-03-28/P3.1-3.4 |
| 4.1  | The minutes and confidential minutes of the meeting held on 7 February 2023 were **approved** as a correct record subject to the final sentence in minute BG/2023-02-07/9.2 being deleted and replaced with the following at 9.3:The Board noted the University’s intention to move away from using the term BAME where that was possible and subject to meeting external reporting requirements. Proposals on the use of race terminology were being progressed by the Directorate of Human Resources and Organisational Development. |
| 4.2 | The Board **noted** the record of the Update and Development Day. |
| BG/2023-03-28/5 | MATTERS ARISING/ACTION TRACKER | BG/2023-03-28/P4 |
| 5.1 | The Board **noted** the action tracker.  |
| BG/2023-03-28/6 | OTHER URGENT BUSINESS |  |
| 6.1 | There was no other urgent business. |
| BG/2023-03-28/7 | VICE-CHANCELLOR’S REPORT | BG/2023-03-28/P6 |
| 7.1 | The Board **noted** the report. A confidential minute was recorded. |
| 7.2 | The Vice-Chancellor highlighted the following. * The progress of the Lifelong Learning (Higher Education Fee Limits) Bill and the Higher Education (Freedom of Speech) Bill.
* The University was engaging with the Mayoral Combined Authority and local partners to develop a proposal for a South Yorkshire investment zone following the announcement by the Chancellor of the Exchequer in the Spring 2023 budget.
* University announcements and good news. These included the opening of the health simulation suite in the College of Health, Wellbeing and Life Sciences. A team of scientists at the University had pioneered a non-invasive method for detecting breast cancer from fingerprints and coverage of this in the media had led to funding enquires.
* The Student Success and Engagement Team trial with three departments which would form the evidence base for the 2023/24 University wide engagement processes. In response to questions, the approach to the trial including communications with students and staff training to ensure a supportive process for discussions about engagement including understanding reasons for non-engagement, were outlined. The Board would receive an update on the trial’s findings.

**Action:** PVC Learning, Teaching and Student Success  |
| 7.3 | A confidential minute was recorded. |
| BG/2023-03-28/8 | FUTURE STRATEGY PROGRAMME (FSP) | BG/2023-03-28/P7 Confidential |
| 8.1 | The Board **noted** the FSP progress report on work to increase income, manage costs and provide the environment required to enable sustainable efficient growth and innovation. The complex external environment including inflation and government policy changes continued to present the biggest risks to the University’s ability to reach FSP income growth targets. A confidential minute was recorded. |
| 8.2 | **The diversification element of the Taught Portfolio Plan**The Co-Director Student Recruitment and Admissions and Online Project Co-Director provided an overview of the timeline, SWOT analysis and work underway to explore, negotiate and procure a partnership with an experienced online education provider. A confidential minute was recorded. |
| 8.3 | A confidential minute was recorded. |
| 8.4 | The Board **noted** the report and supported the direction of travel towards online provision and thanked the Co-Director Student Recruitment and Admissions and Online Project Co-Director for a clear presentation.Final tenders would be received in May and evaluated in June. **Action**: A briefing to be held before the Board’s consideration of a recommendation to appoint a partner at the meeting in July 2023.  |
| 8.5 | **Budget Update** The Chief Finance Officer gave an overview of the increased budget challenge since the OfS Five-Year Financial Forecast was submitted in December and the budget update report to the Board in February. Work continued to develop plans to protect and grow income and control costs in a more constrained environment to ensure a robust 2023/24 budget for consideration by the Board in July 2023. A confidential minute was recorded.  |
| 8.6 | A confidential minute was recorded. |
| 8.7 | **Action:** The Board would receive a further budget update at its meeting in May 2023.  |
| BG/2023-03-28/9 | UNIVERSITY PERFORMANCE REPORT (UPR) | BG/2023-03-28/P8 Confidential |
| 9.1 | The Board **noted** the UPR which provided an update on progress against strategic plans, performance on key measures and a summary of the University’s financial position. A confidential minute was recorded. |
| 9.2 | Governors commented: 1. that the content of the UPR was comprehensive but had become unwieldy.  The Team was asked to look at a more simplified presentation including clear labelling of graphs/axes.

 **Action:** DVCSO and Head of Strategic Insight and Data 1. that the Degree Awarding Gap should be a strategic topic for discussion to understand the approach taken to narrow the Gap and why it had widened despite the work.

 **Action:** UEB |
| BG/2023-03-28/10 | **CHAIRS’ REPORTS** |
| 10.1 | The Chair of FEC reported on the 1 March 2023 meeting and highlighted the following: 1. Reports on people matters included the:
* Universities and Colleges Employers Association consultation on the future of national pay bargaining.
* Annual Sickness Report and Wellbeing Update.
* actions taken since 2020 to further diversify the Professor/Associate Professor population and improve application and progression success rates, noting the University is above the sector average for ethnicity, gender and disability.
1. The increased budgetary challenge since the OfS Financial Forecast was submitted in December and the need to create sufficient headroom to meet the challenges of the next 2-3 years. FEC explored whether decisions made now could be detrimental to the long-term strategy noting this was being continually monitored. Arrangements had been made for the Chief Finance Officer to hold an ‘introduction to finance’ session for members of the Board.
2. The Annual Review of the condition and suitability of the Estate and Disposals Planning Update. (Board agenda item 12 refers).
3. A helpful demonstration on Blackboard (VLE) and Learner Analytics applications which provided an appreciation of the learning environment.
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| 10.2 | The Chair of ARC reported on the 9 March 2023 meeting and highlighted the following: 1. In relation to **risk management:**

a. The updated corporate risk register. A confidential minute was recorded. b. the Director of Global Development Partnerships and the Director of Student Support Services presented an overview of (i) the position in relation to international student recruitment including the key risks and (ii) the support provided for international students;c. cyber security would be a future risk deep dive discussion;d. the internal auditors highlighted the emerging sector concern/risk related to the use of technology (in particular AI) by students as part of their studies. The Deputy Vice-Chancellor (Academic) noted that this related to the OfS Condition of Registration B4 which required the University to assess students effectively and award qualifications that were credible. A sub-group of the Teaching and Learning Committee, the Academic Integrity Steering Group, was developing guidance on the use of AI. This would report through the Academic Governance structure to Academic Assurance Committee.1. The PwC update on their internal audit work for 2022/23 and the ‘sector regulation and compliance: OfS B conditions’ internal audit report which had been graded low risk.
2. The management report on external audit performance (for the audit of financial statements for the year ended 31 July 2022). In line with the ARC’s remit to monitor the performance and effectiveness of the external auditors the Committee agreed that Grant Thornton’s performance had been satisfactory.
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| 10.3 | The Chair of the Remuneration Committee reported that she had attended the introductory sessions of the Senior Leadership Development Programme on behalf of the Board.  It was noted that the programme planned to provide participants with the opportunity to engage with the Board following completion of the Programme. **Action:** Chief People Officer, Pro Vice-Chancellor (Diversity & Inclusion) and University Secretary to propose an approach to Board engagement and agree this with the Chair of the Remuneration Committee (who was acting as Board sponsor). |
| 10.4 | The Chair of AAC reported on the 16 March 2023 meeting and highlighted the following: 1 The Annual Quality Review was approved. The AAC was 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. The Committee:* acknowledged amendments to the report following Academic Board’s scrutiny, in particular the presentation of mitigating actions alongside academic challenges facing the institution.
* received assurances of compliance with the Office for Students’ Conditions of Registration.
* supported the inception of a mid-year quality review to provide ongoing assurance of compliance with the conditions of registration.
* explored the impact of changes to the Designated Quality Body.
* discussed the University’s ambitions for the development of postgraduate research study.

2 The Academic Board’s scrutiny of revisions to the curriculum structures of the University’s taught portfolio in relation to Higher Degree Apprenticeships. The Committee supported an approach which focused on utilising key elements of consistency from the previously approved schemes for the undergraduate and postgraduate taught provisions. 3 A presentation on the University’s Teaching Excellence Framework submission and in discussion AAC explored the learning outcomes for the University from this process and next steps.4 The Academic Board’s scrutiny of scaling and exceptions for the 2021/22 academic year. In discussion, AAC acknowledged there is a low level of scaling and recommended the University considers whether amendments are required to the moderation process to support interventions at an earlier stage.  |
| 10.5 | The Deputy Chair of the Board Officers Group reported on the 28 February 2023 meeting and that the following were in reports considered earlier by the Board. * The progress of the Future Strategy Programme.
* The Lifelong Learning (Higher Education Fee Limits) Bill.
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| 10.6 | On behalf of the Chair GNC, the Deputy Chair of the Board reported on the following from the 2 March meeting:* Raising awareness of the Board in the University: how the Board’s connectivity with University staff could be improved including opportunities for the staff voice to be heard by the Board.
* Senior Independent Governor (SIG): One outstanding action in mapping the University’s compliance with the CUC Code is to formally consider the option of appointing a SIG or equivalent role.

The Committee would receive reports on these matters for further consideration at its meeting in June 2023.  |
| BG/2023-03-28/11 | UNIVERSITY SECRETARY’S REPORT | BG/2023-03-28/P10 |
| 11.1 | The Board **resolved to approve**:1 A reduction in Board size from 28 March 2023 by the one member of selected academic staff. 2 The re-appointment of each of the following Independent Members for a further and final year from 1 August 2024 to 31 July 2025:* Julietta Patnick
* Penny Thompson

3 The extension of terms of office on the Governance and Nominations Committee (GNC) of:* Jia Liu – to serve from 1 August 2022 to 31 July 2024; and
* Matthew Parkin – to serve from 1 August 2024 to 31 July 2026.

4 The delegation of authority to the GNC and amendment to its terms of reference to fulfil the duties set out in S22 of the Education Act 1994 including to approve the Students’ Union constitution and Code of Practice;5 Amendments to the:* Board’s Standing Orders (paragraph D13.1) and the Terms of Appointment (Resignation of a Member paragraph).
* terms of reference of the Academic Board and the Academic Assurance Committee.
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| 11.2 | The Board:* **reaffirmed** its commitment to enhancing diversity within its membership, which includes a specific commitment to achieving a gender balance, having particular regard for gender parity of the Independent Members (i.e non-staff or student members).
* **noted** the advice from GNC that there is a commitment to the Board’s Independent membership having not less than 40% female or 40% male members.
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| 11.3 | The Board **noted**:* Ishan Cader’s term of office on the Academic Assurance Committee (external co-option) ended on 8 March 2023. The GNC would consider an approach to this vacancy at its meeting in June 2023
* that the operation and merits of the Governance Apprenticeship Programme in the first 12 months of operation have been reviewed by GNC. The Committee will consider a report and options for the next cycle of apprenticeship recruitment at its meeting in September 2023.
* that the final report on the actions from the 2020/21 external Board Effectiveness Review had been received by the GNC.
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| BG/2023-03-28/12 | COMMITTEE MINUTES | BG/2023-03-28/P11.1-11.5 |
| 12.1 | The Board **noted** the following unconfirmed minutes:* Remuneration Committee – 2 February 2023
* Finance and Employment Committee – 1 March 2023
* Audit and Risk Committee – 9 March 2023
* Health, Safety and Wellbeing Committee – 9 February 2023
* Health, Safety and Wellbeing Committee – 20 October 2022 confirmed.
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| BG/2023-03-28/13 | ESTATE MATTERS | BG/2023-03-28/P12.1+12.2 |
| 13.1 | The Board **noted** the annual report on the University’s estate and the report on planning for estate disposals. |
| BG/2023-03-28/14 | CORPORATION SEAL | BG/2023-03-28/P13 |
| 14.1 | The Board **noted** the report. |
| BG/2023-03-28/15 | ANNUAL BUSINESS CYCLE 2022/23 | BG/2023-03-28/P14 |
| 15.1 | The Board **noted** the outline annual cycle of business and that the next meeting of the Board would be held on Tuesday 23 May 2023 in Boardroom 1037 at City Campus.  |