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| **CONFIRMED OPEN MINUTES OF THE MEETING HELD ON TUESDAY 28 NOVEMBER 2023**  |
| PRESENT: |
| Meg Munn, Chair  | Dr Matt Lilley |
| Joanna Allen | Dr Jia Liu |
| Prof Jeff Bale | Matt Parkin |
| Gabrielle Berring | Prof Julietta Patnick |
| John Cowling  | Prof Keith Ridgway |
| Angela Foulkes  | Giles Searby  |
| Ian Hall | Jonathan Slater (items 5 + 6) |
| Prof Sir Chris Husbands | Emmanuel Owusu Takyi |
| Sameer Kothari | Penny Thompson |
| Dr Claire Ketnor  |  |
| IN ATTENDANCE: | AGENDA ITEM |
| Clair Marlow, Head of Legal Services and Deputy University Secretary | All |
| Richard Calvert, Deputy Vice-Chancellor Strategy and Operations (DVCSO) | All |
| Prof Rory Duncan, PVC Research and Innovation | All |
| Prof Sally Jackson, Chief People Officer, Pro Vice-Chancellor (Diversity & Inclusion)  | All |
| Ryan Keyworth, Chief Finance Officer | All |
| Janet Onyia, Board Apprentice | All |
| Tom Russell, Head of Strategic Insight and Data | Item 6 |
| Prof Helen Scott, PVC Learning, Teaching and Student Success (LTSS) | All |
| Lorraine Stallard Executive Assistant to the University Secretary and Chair of the Board of Governors (Observer)  | All |
| Libby Wilson, Group Director Infrastructure and Change | Items 6 + 7 |
| Prof Chris Wiggington, Pro Vice-Chancellor Global and Academic Partnerships | All |
| Tracey Goodwill, Board Secretary  | All |
| APOLOGIES: Jeremiah Abiola Fasipe. Apologies also noted from Mohammed Hannan (Board Apprentice) |

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| Minute Ref | Item of Business | Paper Ref  |
| BG\_2023\_11\_28\_01 | DECLARATIONS OF INTEREST |  |
| 1.1 | There were no declarations of interest. |
| BG\_2023\_11\_28\_02 | **MINUTES OF THE PREVIOUS MEETING** | BG\_2023\_11\_28\_P02.1 + 02.2  |
| 2.1 | The minutes and confidential minutes of the meetings held on 13 October 2023 were **approved** as correct records.  |
| BG\_2023\_11\_28\_03 | MATTERS ARISING/ACTION TRACKER | BG\_2023\_11\_28\_P03 |
| 3.1 | The Board **noted** the action tracker.  |
| 3.2 | **Matters Arising Minute BG\_2023\_10\_13\_7.1 Teaching Excellence Framework (TEF) Institutional Outcome**The Board congratulated the University on the TEF Gold award. |
| BG\_2023\_10\_13\_04 | OTHER URGENT BUSINESS |  |
| 4.1 | There was no other urgent business. |
| BG\_2023\_11\_28\_05 | VICE-CHANCELLOR’S REPORT | BG\_2023\_11\_28\_P05 |
| 5.1 | The Board **noted** the report. The Vice-Chancellor highlighted the following. 1. The King’s Speech for the State Opening of Parliament had not included any new legislative or policy announcements for Higher Education.
2. The progress of the University’s improvement plan for the National Student Survey (NSS). One element of this work was the responses to students’ pulse surveys which were helpful. The PVC LTSS was devising a longer term NSS Improvement Plan acknowledging that some issues were likely to take longer to show significant improvements.
3. Research and Development. The University had secured £3.79m of research grant and contract income in the first quarter of 2023/24. In addition, close working with South Yorkshire Mayoral Combined Authority has established the University as a key partner for economic development. The University was contributing to the development of plans for the £80m South Yorkshire Investment Zone. The PVC Research and Innovation outlined the funding received since the report was written and the healthy pipeline of bids for grants and contracts. The Board congratulated the University.
4. The roles of the University’s Silver Incident Response Groups in the management of the Campus in the context of the conflict in the Middle East and the developing humanitarian crisis. Communications to all staff were clear that respectful debate and discussion were welcomed and included guidance about the University’s clear commitment to upholding academic freedom and freedom of speech within the law. A staff petition that the University publicly condemns the actions of Israel on Gaza had been received and the Vice-Chancellor had responded.
5. The Board would consider reports on the University’s financial performance and future outlook later.

This was the final report from Professor Sir Chris Husbands and he expressed his thanks to colleagues for the quality of the reports for the Board as a result of their expert input, with especial thanks to Natalie Day (Head of Strategy and Policy Insight) and Lizzie Morgan (Strategy and Policy Manager).Governors commented that at the Graduation ceremony on Friday 24 November the audience responded with a standing ovation for the Vice-Chancellor in recognition of his service to the University since 1 January 2016. |
| 5.2 | In discussion it was commented that international students on taught postgraduate masters courses lose the right to be accompanied by dependents from January 2024. This change, announced by the Government in May 2023, had dampened recruitment markets.  |
| 5.3 | The Board was briefed by Angela Foulkes (Chief Executive and Principal of The Sheffield City College) on the background to and purpose of the Sheffield City Goals online survey launched in November 2023 by the Sheffield City Partnership Board. The Goals are a vision for the future and will shape decisions around resource, development, investment and building a prosperous and thriving City. The involvement of stakeholders from across the City, including anchor institutions and the mechanisms by which they were engaged, including group feedback sessions, were described. In response to questions the involvement of private sector organisations, the City partners on the Stewardship Circle and the work in progress to engage other partners were summarised.The University had a member on both the Working Group and the Stewardship Circle. University staff had been encouraged to participate and complete the online survey. It was anticipated that a feedback session could be arranged with the Students’ Union.The University had more detailed work to do and the University Executive Board (UEB) would consider the City Goals in November 2023. A report would be made to the Board of Governors in early 2024. **Action:** DVCSO |
| BG\_2023\_11\_28\_06 | **STRATEGIC OVERVIEW AND DELIVERY** | BG\_2023\_11\_28\_P06 + P11 UPR Confidential |
| 6.1 | The University Plan provides the strategic objectives for 2023/24 and the framework for the University Performance Report (UPR) and Corporate Risk Register. The strategic programmes have moved from ambition into implementation over the last 2-3 years. Delivery of the University Plan was currently highly sensitive to the operating environment, which was more challenging than anticipated, leading to stronger need for prioritisation and dependency management than has previously been the case. The challenge in decision making was to balance financial pressures and manage strategic delivery in the immediate short term while also not losing sight of the need to maintain longer-term strategic direction and delivery |
| 6.2 | The Board **noted** the progress report on the strategic programmes and the overview of performance at the end of quarter 1 (UPR). The DVCSO highlighted the progress of the strategic programmes and activities including: * The good progress on work to review and revalidate the Portfolio to be delivered from 2024/25.
* The progress on research income growth reported earlier.
* The Howard Street Development (Blocks A-D) was on track and on budget for Autumn 2024 opening.
* In partnership with the online education provider, work was progressing towards a planned launch of the first programmes in Spring 2024.
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| 6.3 | The Board discussed the position including comments and questions noted in the meeting book. The following points were made:1. The challenges experienced in international student recruitment for 2023/24 were reflected in the Period 3 financial report. It was reported that this was impacted by a range of issues including the economic situation in Nigeria making it more expensive for students to come to the UK to study, UK Government policy changes and the change to post-study work and settlement visas in Australia and Canada, which for many applicants were more attractive than the UK offer.
2. A confidential minute was recorded.
3. Balancing financial pressures and managing strategic delivery in the short /and longer term. A confidential minute was recorded.

**Action:** DVCSO and Chief Finance Officer.1. The size, shape and capacity of the Professional Services staff and Academic staff workforce to deliver the Strategy. A confidential minute was recorded. In response to a question, the detailed planning of internal communications and the approach to keeping staff informed of the need for efficiencies relating to operations, space use, structure and systems were outlined. The University was holding regular meetings with Trade Unions.

The Board would continue to be briefed on the progress of this work. **Action:** DVCSO and Chief Finance Officer1. Future Strategic Overview and Delivery reports should include cross referencing with the five principles driving the delivery of the University Strategy which had been discussed at the Board’s October 2023 Strategy Event.
2. In response to a question it was reported that the reason why fewer students were taking up placements was the cost of living amongst other factors.
3. The reasons for the risk rating of the work with the online education provider towards a planned launch of the first programmes in Spring 2024. A confidential minute was recorded. The Audit and Risk Committee (ARC) had received a corporate risk update at its November 2023 meeting including the reframed Corporate Risk Register to align with the University Plan, supporting the identification of interdependencies and enabling a more holistic view of risks across the University.
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| 6.4 | **London Campus**A core component of the Board’s commitment to the strategic growth trajectory has been the decision to proceed with the London Campus. A confidential minute was recorded. |
| 6.5 | The Vice-Chancellor would continue to brief his successor, Professor Liz Mossop, on the work to deliver the University Strategy.  |
| 6.6 | The Head of Strategic Insight and Data was thanked for his work to improve and redesign the format of the UPR to align more closely with the University Plan. Governors commented that they liked the new format which was easier to read. The Chair invited comments on the new format following any post meeting reflections by governors.  |
| BG\_2023\_11\_28\_07 | **DRAFT 5-YEAR FINANCIAL FORECAST** | BG\_2023\_11\_28\_P07 Confidential |
| 7.1 | The Chief Finance Officer presented the 5-year Financial Forecast (2023/24 to 2027/28), including the full workbook and supporting commentary recommended by the Finance and Employment Committee for Board approval.The Forecast was underpinned by the Medium-Term Financial Strategy. This sets out the underlying financial parameters within which the University will need to operate to remain sustainable and provides the financial foundations for the delivery of the University’s long-term strategic ambitions.  |
| 7.2 | The Board discussed the Forecast and underlying assumptions made in the context of an increasingly challenging financial environment and outlook. A confidential minute was recorded. |
| 7.3 | The Chair of Finance and Employment Committee (FEC) reported that the Committee had agreed that the Financial Forecast as presented offered a credible articulation of the University’s long-term ambitions, whilst recognising the savings challenge and choices ahead.  |
| 7.4 | The Board **approved** the 5-year Financial Forecast and commentary for submission to OfS by the 1 December 2023 deadline. |
| 7.5 | The discussion of the Board’s priorities later would consider topics for deep dives. It was commented that in recent discussions of the University’s approach to mitigating the challenges created by the external economic and policy context, the common denominators were the shortfall in undergraduate recruitment and the attractiveness of the estate. |
| BG\_2023\_11\_28\_08 | **AUDIT AND RISK COMMITTEE ANNUAL OPINIONS REPORT TO THE BOARD OF GOVERNORS AND ACCOUNTABLE OFFICER 2022/23** | BG\_2023\_11\_28\_P08 Confidential |
| 8.1 | At its meeting on 16 November 2023 the ARC considered its annual report on opinions on risk management, control and governance, value for money, data quality and management and arrangements for the financial sustainability of the institution.  The Committee was able to confirm that arrangements for these matters for 2022/23 and to date were adequate and effective. The high-risk weaknesses identified by PricewaterhouseCoopers LLP in the firm’s first year as the University’s internal auditor were highlighted.  In response to a comment, it was reported that planned changes would address the findings relating to financial systems.    The Board **noted** the ARC annual report.   |
| BG\_2023\_11\_28\_09 | **DRAFT ANNUAL REPORT AND FINANCIAL STATEMENTS AND SUBSIDIARY FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2023** | BG\_2023\_11\_28\_P09 Confidential  |
| 9.1 | The FEC and ARC recommended the draft annual report and consolidated financial statements (ARFS) for the year ended 31 July 2023 to the Board for approval, subject to final audit clearance by Grant Thornton UK LLP.   |
| 9.2 | The Chief Finance Officer highlighted the following.1. The audit process had gone well.  FEC/ARC members added that Grant Thornton had commented that they were impressed by the quality of reports and the work of the Finance Directorate led by the Chief Finance Officer.
2. Additional reporting in the ARFS concerning environmental sustainability/climate action strategy as part of best practice to include non-financial reporting in the annual report.
3. A confidential minute was recorded.
4. The University has taken a robust approach to assessing its ability to continue as a going concern.   Following the November joint meeting of FEC/ARC, the University’s Period 3 management accounts were reviewed by Grant Thornton to inform their Going Concern conclusions.
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| 9.3 | Governors commented on the external operating context which had included rising inflation, continuing frozen undergraduate fee income and cost of living impacts for students and staff. This was concerning across HE with sector finances tighter than anticipated. Changes in patterns of recruitment including a downturn in 18-year-olds progressing to HE in 2022 and in applications to January 2023 had resulted in student number and income target shortfalls. Data to benchmark the University’s financial position and performance relative to other HE providers would be reported to the Board following its publication in May 2024. **Action:** Chief Finance Officer  |
| 9.4 | The University was not alone in taking mitigating actions in response to the challenging economic environment to maintain financial viability and sustainability.  The Board discussed the Grant Thornton response to the University’s Period 3 report. A confidential minute was recorded.  |
| 9.5 | The Board **approved** the following subject to the conclusion of the Going Concern Statement and the written resolution thereon: 1. that it is appropriate for the consolidated financial statements for the year ended 31 July 2023 to be prepared on the going concern basis.
2. the consolidated financial statements for the year ended 31 July 2023.
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 and Sheffield Hallam Innovation and Enterprise Limited.
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| BG\_2023\_11\_28\_10 | BOARD MATTERS |  |
|  | CHAIR OF THE BOARD RECRUITMENT | BG\_2023\_10\_13\_P10.1 Confidential |
| 10.1 | The Board **noted** the report from the Selection Panel on the recruitment and selection of the Chair of the Board (Designate). This included the Selection Panel membership, an overview of the selection event process and a unanimous recommendation for appointment to the Board. The Panel was chaired by Giles Searby, Deputy Chair of the Board, and included other Independent and staff members of the Board and the President of the Students’ Union. |
| 10.2 | A confidential minute was recorded. |
| 10.3 | The Deputy Chair reported that the Panel was delighted with the outcome and had been unanimous in its recommendation for appointment to the Board. In the light of detailed consideration by the Selection Panel and the Board’s discussion, the Board **approved** the appointment of Tim J Smith CBE as an Independent Member of the Board and Chair of the Board (Designate) with a term of office from 1 January 2024 to 31 July 2028. |
| 10.4 | A confidential minute was recorded.  |
|  | BOARD PRIORITIES 2023/24 |   |
| 10.5 | The Chair reported that following consideration of the initial draft action plan for 2023/24 Board priorities, the outcomes of the October 2023 Strategy Event discussion (Working together as a Board) included opportunities for Board and Committees’ improvement, effectiveness and enhancement. The development of enhanced oversight by the Board of University activities would involve utilising members’ existing specialist knowledge and expertise and continuing development of members’ expertise through regular engagement with specific areas of strategic priority.  The Board had identified areas for focus as:* Student numbers/Home Undergraduate (UG)
* NSS Scores/Student experience
* Cash savings/generation
* Succession Planning
* Marketing
* Academic Structures/Academic Delivery
* Campus plan

In November the Board Officers had discussed the topics and options for enabling the Board’s strategic oversight of them including the priority of topics in the context of the medium-term financial position. There were strong views that student numbers/Home UG should be the priority topic.In January 2024 the UCAS end of cycle data would be published and the Board would receive a student recruitment update report at its business meeting in February 2024.  |
| 10.6 | The Chair proposed that the Board’s Update and Development Day discussions in February 2024 should concentrate on **student numbers/Home UG** and that the day should be structured to allow challenge and scrutiny by the Board. The following points were also highlighted. * **NSS:** From the October discussions there had been a sense that there were differing levels of knowledge about the NSS. Given the University’s work on the NSS improvement plan it was timely for the Board to look at this. Survey outcomes gave insight about the student experience and the approach to attracting potential students. Did the Board want assurance about the NSS or time to challenge the University leadership approach, or both? The PVC LTSS could present a briefing.
* **Marketing:** A further request, since the October discussion, for a Board deep dive as a priority on the University’s Marketing Strategy with time to allow the Board to challenge this activity given the position on Home UG growth. The Chair commented that the September 2023 Board briefing on Reputation, Brand and Prospective Student Marketing provided in-depth analysis and discussion opportunities not available within the time constraints of formal meetings. The briefing had been well received by the small number of governors who attended and all members had been encouraged to watch the recording.
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| 10.7 | The Board discussed the form and format options and priority of the topics including whether a deep dive approach or a task/sprint group approach would be appropriate to enhance the Board’s strategic oversight. The following points were made:1. Board time for topics should not duplicate the remit of the Committees.
2. Avoid repetition of the content of Board briefings recently held.
3. Ensure provision of timely, relevant information and sufficient time for scrutiny and challenge by the Board.
4. Arrangements to be mindful of the distinction between executive and non-executive responsibilities.
5. Whilst the NSS scores had seen a sharp decline compared to previous years, even with an understanding of how the NSS worked the Board could not influence the outcomes and therefore any consideration should wait until 2024 outcomes were known. Other views were that assurance should be the purpose of Board time on the NSS. There was support for a Board briefing by the PVC LTSS. It was queried whether as part of providing assurance to the Board it would be helpful to understand satisfaction levels at the end of the first and second years rather than waiting for the final year?
6. Student numbers/Home UG was more important for the allocation of Board discussion time now as recruitment directly impacts on the financial position and outlook. Recent years’ shortfalls in recruitment performance against targets had not been addressed by the Strategy and despite the hard work and commitment of staff the approach had not significantly changed the University’s performance. It was suggested that the Board needed to know more about what the University was doing to improve recruitment performance and the areas highlighted included:
* The University’s profile should move to being a truly national one with a London Campus but potential students had not heard of Sheffield Hallam University.
* Why the University had not been as successful as its competitors in recruitment to the subjects it had prioritised for growth.
* How does the University advertise, market courses and use social media?
* How attractive is the City of Sheffield to potential students?
* Understanding the drivers for potential students in their decision making through the recruitment process with the University and work to remove any barriers identified for future cycles.
1. There was a need for the Board to be assured that there was a broad range of thinking and plans that could be relied on to evidence forecasts and projections.
2. What were the critical factors to University success? These should inform Board discussions.

In conclusion there was agreement that the topics were important. Student numbers/Home UG recruitment should be the focus and must involve all members of the Board but what is the form and format in which the Board can ask questions?  |
| 10.8 | The Vice-Chancellor commented that the approach to providing sufficient assurance to the Board would be considered with the new Vice-Chancellor to ensure information is robust and appropriate.The Chair would consider the best way of taking the outcomes from the discussion forward including a survey to be sent to the Board for feedback on information needs in connection with the priority topics. The feedback would inform the draft programme for the Board’s February 2024 Update and Development Day. A summary report on the feedback would be made to the Board Officers in January 2024. **Action:** Chair of the Board and University Secretary |
| BG\_2023\_11\_28\_11 | UNIVERSITY PERFORMANCE REPORT (UPR PERIOD 3) |  |
| 11.1 | The UPR was subsumed and discussed in item 6 Strategic Overview and Delivery. |
| BG\_2023\_11\_28\_12 | **PAY GAP REPORT 2023** | BG\_2023\_11\_28\_P12 |
| 12.1 | The Board **approved** the Pay Gap report 2023 for publication. |
| BG\_2023\_11\_28\_13 | **STUDENTS’ UNION FINANCIAL STATEMENTS** | BG\_2023\_11\_28\_P13 Confidential |
| 13.1 | The Board **noted** the report. |
| BG\_2023\_11\_28\_14 | **MODERN SLAVERY AND HUMAN TRAFFICKING STATEMENT** | BG\_2023\_11\_28\_P14 Confidential |
| 14.1 | The Board **approved** the Statement for publication on the University’s website in respect of activities undertaken during the University’s financial year ended 31 July 2023. The Statement would also be published on the Government’s Modern Slavery Statement Registry. |
| BG\_2023\_11\_28\_15 | UNIVERSITY SECRETARY’S REPORT (USR) | BG\_2023\_11\_28\_P15Confidential |
| 15.1 | **Annual Safeguarding Report including the OfS Prevent accountability declaration and data return**The Board **approved** the signing of the 2023 OfS Prevent accountability declaration by the Chair of the Board and **noted** the data return.Post meeting note: The response to the question about training completion rates was added to the meeting book. Where practical the completion rates would be included as an enhancement to next year’s annual report and this would be taken forward by the University Safeguarding Board Secretary.  |
| 15.2 | The Board **noted** the remainder of the information in the USR. * The Students’ Union’s elections held in Autumn 2023 were conducted fairly and properly in accordance with the Education Act 1994.
* The non-substantive revisions to the Terms of Reference of the London Campus Task and Finish Group which were approved by the Group on 15 November 2023.
* The progress of the onboarding arrangements for the new Vice-Chancellor Professor Liz Mossop who would join the University on 1 January 2024.
* Update on OfS assessments into quality and standards.
* The Deputy Chairs of the Committees appointed for 2023/24. Two Independent Members would jointly undertake the role of Deputy Chair of the Audit and Risk Committee, and this had been used for the first time in 2022/23. It was commented that sharing roles allowed Governors who were in full time work to better manage their commitments.
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| 15.3 | **Board Apprentices**The Deputy University Secretary reported that the two-year term of office of the Board Apprentices, from 1 January 2022, would end on 31 December 2023.Colleagues on the Board and the Governance Services Team looked forward to working with Janet Onyia and Mohammed Hannan as their terms of office as External Co-opted members of the Finance and Employment Committee and Audit and Risk Committee continue. |
| BG\_2023\_11\_28\_16 | **CHAIRS’ REPORTS** | BG\_2023\_11\_28\_P16.1 to 16.5 Confidential |
| 16.1 | The Board **noted** the Chairs’ reports on the following meetings. 1. Board Officers Group 7 November 2023.
2. Finance and Employment Committee 16 November 2023
3. Academic Assurance Committee 9 November 2023
4. Joint FEC + ARC 16 November 2023
5. Audit and Risk Committee 16 November 2023
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| BG\_2023\_11\_28\_17 | COMMITTEE MINUTES | BG\_2023\_11\_28\_P17.1 to 17.4 |
| 17.1 | The Board **noted** the following minutes:* Audit and Risk Committee – 5 October 2023 confirmed.
* Academic Assurance Committee 9 November 2023 unconfirmed.
* Joint FEC + ARC - 16 November 2023 unconfirmed.
* Finance and Employment Committee – 16 November 2023 unconfirmed.
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| BG\_2023\_11\_28\_18 | ESTATE DEVELOPMENT REPORT (INCLUDING HALLAM ALLIANCE UDPATE) | BG\_2023\_11\_28\_P18 |
| 18.1 | The Board **noted** the Estates Development progress report and the update on the Hallam Alliance. |
| BG\_2023\_11\_28\_19 | ANNUAL HEALTH, SAFETY AND WELLBEING MANAGEMENT REVIEW REPORT 2022/23 | BG\_2023\_11\_28\_P19 |
| 19.1 | The Board **noted** the annual report 2022/23. |
| BG\_2023\_11\_28\_20 | CORPORATION SEAL | BG\_2023\_11\_28\_P20 |
| 20.1 | The Board **noted** the report. |
| BG\_2023\_11\_28\_21 | ANNUAL BUSINESS CYCLE 2023/24 | BG\_2023\_11\_28\_P21 |
| 21.1 | The Board **noted** the outline annual cycle of business and that the next meeting of the Board would be held on Tuesday 28 November 2023 at City Campus.  |
| BG\_2023\_11\_28\_22 | CHAIR’S CLOSING REMARKS |  |
| 22.1 | Professor Sir Chris Husbands would leave the University on 31 December 2023. On behalf of the Board the Chair thanked the Vice-Chancellor for his service and leadership of the University since 1 January 2016. The Board wished him well for the future. |