

CONFIRMED OPEN MINUTES OF THE MEETING HELD ON TUESDAY 29 MARCH 2022

PRESENT:

Lord Bob Kerslake (Chair)	Chris Kenny
Jo Allen	Dr Claire Ketnor
Gabrielle Berring	Sameer Kothari
Dan Bye	Dr Matt Lilley
John Cowling	Dr Jia Liu
Ian Hall	Giles Searby
Prof Sir Chris Husbands	Lucian Tipi

APOLOGIES:	Prof Jeff Bale, Angela Foulkes, Praise Ishola, Meg Munn, Sabahat Pathan, Prof Julietta Patnick, Prof Keith Ridgway, Jonathan Slater and Penny Thompson
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IN ATTENDANCE:	AGENDA ITEM
Michaela Boryslawskyj, University Secretary	All
Richard Calvert, Deputy Vice-Chancellor (Strategy and Operations)	All
Mohammed Hannan, Governance Apprentice, Observer	All
Dr Sally Jackson, Chief People Officer	All
Prof Kevin Kerrigan, PVC Business and Enterprise	All
Linda Mason, Director of Strategy, Planning and Insight	Item 7.1
Janet Onyia, Governance Apprentice, Observer	All
Prof David Shepherd, DVC (Academic)	All
Simon Taylor, Interim Chief Finance Officer	All
Prof Chris Wiggington, PVC Global and Academic Partnerships	All
Tracey Goodwill, Board Secretary, Directorate of Governance, Legal and Sector Regulation	All

Chair's Opening Remarks

Minute Ref **BG/2/22/1**

1.1 The Chair welcomed Simon Taylor, Interim Chief Finance Officer to the meeting.

1.2 A briefing for governors had been held on 29 March 2022 on Teaching Quality and the Teaching Excellence Framework. The Chair thanked the Deputy Vice-Chancellor (Academic) and the Head of Strategic Planning and Insight for an excellent briefing including the explanation of how the Office for Students would use the data to monitor the sector and how the University was performing.

Agenda item. 2

Declarations of Interest

Minute Ref **BG/2/22/2**

2.1 The Equality, Diversity and Inclusion annual report 2020/21 (agenda item 8.2.2) included detail on services provided to the University by AdvanceHE. It was noted that Advance HE was a large membership organisation and that whilst Ian Hall had declared he was

employed by this organisation, it was confirmed that Ian was not involved in the provision of these services.

Agenda item 3

Minutes of Previous Meetings

Minute Ref **BG/2/22/3**

Paper Ref

BG/1/22/M

BG/1/22/MC

- 3.1 The Board resolved to approve the minutes and confidential minutes of the 8 February 2022 meeting.

Agenda item 4

Matters Arising / Action Tracker

Minute Ref **BG/2/22/4**

BG/1/22/action
tracker

- 4.1 The Board noted the action tracker.

Agenda item 5

Other Urgent Business

Minute Ref **BG/2/22/5**

- 5.1 There was no other urgent business.

Agenda item 6.1

Vice-Chancellor's Report

Minute Ref **BG/2/22/6**

Paper Ref

BG/2/22/6.1

Confidential

- 6.1 The Board noted the report and received the following updates:
- i) The Vice-Chancellor reported that the Government's response to the recommendations in the Augar Review of Post-18 Education and Funding included a mixture of policy decisions, broad indications of the future direction of higher education and a series of consultations. The University was working through the implications and opportunities presented, which included a response on the proposed reduction in the fee cap on Foundation Years in line with Access to Higher Education qualifications.
 - ii) The University Secretary reported that an outline of the University's approach to responding to student death was noted in the appendix and, in future, the annual safeguarding report would include summary detail and high level data. Staff members commented on their experience of the University's approach which included support arrangements for students.
 - iii) The PVC (Global and Academic Partnerships) reported that following the Russian invasion of Ukraine in late February 2022 the University's response included support to affected students and staff at the University, an offer to displaced students to transfer their study and review of the University's partnerships on a case-by-case basis. Governors commented that they welcomed the University's response. In response to a question about links to Russian organisations it was reported that a review of the University's supplier chains, including counterparties in financial transactions, was taking place. The Board would be kept informed.
 - iv) The PVC (Business and Enterprise) reported that the outcome of the February 2022 OfSTED inspection of the University's Apprenticeship provision was good across all provision. There had been a comprehensive programme of work to improve governance, oversight and senior leadership development using the lessons learned from the March 2019 inspection. The programme involved governors including Jeff Bale and Angela Foulkes (respectively Chair of the Academic Assurance Committee and member of the Committee) who had represented the Board in the February 2022

inspection. Staff members commented that they had seen improvements at department level. The University was congratulated on the February 2022 outcome.

- v) The Chief People Officer reported that industrial action by the University and College Union (UCU) at the University continued in relation to the national Four Fights campaign on pay, casualisation, equality, and workload. A further five consecutive days of action were taking place from 28 March to 1 April 2022. The University's Working Group met regularly to oversee the response to the UCU action and mitigate risks as far as is achievable. The action taken to date had been contained and managed well overall. The Board noted the potential for further action and would be informed of the outcome of a further ballot by the UCU Sheffield Hallam which would close on 8 April 2022. It was noted that the industrial activity had been discussed at both the Academic Assurance Committee and Finance and Employment Committee meetings in February.

6.2 A confidential minute was recorded.

- 6.3 Future Strategy Programme. Governors asked how the approach to raising brand awareness and marketing campaigns would be different and how it was being addressed following the Board's discussion of the DataHE report on the University's home undergraduate recruitment performance. It was reported that the University's work on marketing, its approach to offer making and engagement with students in light of the DataHE report also included work to deliver the campaign 'Sheffield as a Student Destination' jointly with the University of Sheffield and Sheffield City Council. The Board would receive a report on the marketing and position of the University and the City.

Action: DVC (S&O), DVC (Academic) and Group Director Recruitment, Communications and Marketing.

Agenda item 6.2
Paper ref
BG/2/22/6.2
Confidential

Strategic discussion: Organisational Responsiveness

Minute Ref BG/2/22/7

- 7.1-7.2 The Board received the report and a presentation from the Vice-Chancellor, which provided an update on the organisational responsiveness strand of the Future Strategy Programme. Confidential minutes were recorded.

- 7.3 The Board endorsed the overall approach to the organisational responsiveness strand of the FSP.

Following further stress testing of the financial model the Board would receive a further update in July 2022 as part of the business planning and budget setting process.

Action: Vice-Chancellor

Agenda Item 6.3

Task Group of the Board: Potential Opportunity

Minute Ref BG/2/22/8

- 8.1 A confidential minute was recorded. The Board received the progress report.

Agenda item 7.1 Paper Ref BG/2/22/7.1 Confidential	University Performance Report: Period 6 January	Minute Ref BG/2/22/9
<p>9.1 The Board <u>received</u> the report of progress against strategic plans, the University's performance on key measures and a summary of its financial position and forecast for the current financial year. A confidential minute was recorded.</p>		
<p>9.2 A confidential minute was recorded.</p>		
<p>9.3 In response to comments about the reasons for the increase in international student recruitment it was reported that whilst the University had benefitted from decisions by other countries in relation to the timeline of closure of their borders because of the pandemic and some of the increase had been influenced by the UK Government's policy including the post-study work visa, the University's approach had been proactive, building on previous years' planning. The forecasting and planning in the context of the Future Strategy Programme required a more diversified income base with growth in other areas. In this context further consideration would be given to this, including the level of international student recruitment, in light of the Board's discussion of organisational responsiveness earlier. Staff members commented that the pace and scale of international student recruitment growth had highlighted staff resource needs. In response to a question the Chief People Officer outlined the possible reasons why sickness absence had returned to pre-pandemic levels.</p>		
Agenda item 8.1	Chairs' Reports	Minute Ref BG/2/22/10
<p>10.1 The reports from the Chairs of the Committee including updates and recommendations from the Committees were taken under agenda items 8.2 to 8.5.</p>		
Agenda item 8.2 Paper ref BG/2/22/8.2.1	Finance and Employment Committee (FEC): Report from the Deputy Chair	Minute Ref BG/2/22/11
<p>11.1 The Deputy Chair of the Finance and Employment Committee reported that at its meeting on 28 February 2022 the Committee had:</p> <ul style="list-style-type: none"> i) approved the University Leadership Team's proposal not to exercise the option to purchase the HPO lease in January 2023. ii) considered initial options for disposals of the University's highest liability estate assets noting that the timing of any disposal was critical to the successful delivery of the Campus Plan. iii) received the newly formatted digital report which covered progress with major projects, risks and an overview of the refreshed Technology Strategy vision. The updated Technology Strategy roadmap, with digital priorities for next 2-3 years would be considered by the Committee in June 2022 for recommendation to the Board in July 2022. iv) received an update on the Senior Leadership Development Programme (SLDP) which would support transformational cultural change building on the review of leadership, remote working and future resilience by consultant Tricia King. Members of the Board would be invited to the April 2022 online launch of the SLDP. 		

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- v) received a comprehensive update on pensions including the actuarial funding valuation of the Local Government Pension Scheme (LGPS) due to end March and consultations relating to the LGPS, USS and Teachers' Pension Scheme (TPS).

Agenda Item 8.2.2
Paper Ref
BG/2/22/8.2.2
Confidential

Annual Report on Equality, Diversity and Inclusion

Minute Ref BG/2/22/12

12.1 The Chief People Officer (CPO) introduced the 2020/21 annual report which was the final one on the University's progress against its 2017-20 equality objectives. The report was a positive and comprehensive record of the work implemented and the initiatives, actions and challenges to continue to embed EDI in the University's approach to culture, values and behaviour. Some of the key highlights were:

- i) The University gained accreditation as a University of Sanctuary in June 2021.
- ii) More visibility. The CPO had joined a network of HE sector leaders and the role was becoming more prominent in external networks. In the University a new EDI Leads network had been established and in the inclusive recruitment plan, Community Engagement and Outreach Work had been scaled up to raise the profile of the University as an employer of choice and to ensure Hallam is more accessible to a wider candidate pool.
- iii) The percentage of staff from a Black, Asian and Minority Ethnic background had risen but was not yet representative of the region. Governors asked that the University move away from use of the acronym BAME.
- iv) The University's first submission for the Race Equality Charter had been unsuccessful. Work continued with a view to making a resubmission in 2023.

In response to questions the CPO outlined:

- that the focus on creating an inclusive environment was supported by staff and students who volunteered for membership of the EDI Networks.
- the content of the Trans staff policy which was launched in 2021 following consultation. A similar piece of work was underway for students.

12.2 The Deputy Chair of the Finance and Employment Committee reported that the Committee endorsed the annual report which gave a comprehensive account of the breadth of activities, ambition and actions progressed under the leadership of the CPO. The FEC was encouraged by the University's approach taken to the Race Equality Charter and the quality of feedback following its first submission. The Committee had given scrutiny around Professor and Associate Professor progression processes where women and Black, Asian and Minority Ethnic colleagues were under-represented. In response to comments the CPO would meet staff governors to hear more about their experience of the arrangements.

12.3 Members of the Board:

- commended the CPO on the annual report.
 - thanked the University for the briefing in March 2022 on the Protect and Respect programme.
 - referred to the Halpin Report noting that the Board should be aware of the issues around racial inequality and should actively hold itself and senior leadership to account on this topic.
 - asked if there was anything more that the Board could do. The CPO commented that the Board was exceptional in its support for EDI.
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- 12.4 The Board noted and endorsed the annual report which would be published on the University's website.

Agenda Item 8.3.1

Audit and Risk Committee (ARC): Report from the Chair

Minute Ref BG/2/22/13

- 13.1 The Chair of the ARC reported that at its meeting on 10 March 2022 the Committee had received:
- i) the standing report on risk management and
 - noted changes made to the corporate risk register;
 - received a verbal briefing from the Deputy Vice-Chancellor Strategy and Operations on the implications of the Russian invasion of Ukraine and the implications for the University; and
 - held a risk deep dive discussion concerning digital strategy and online learning.
 - ii) an update on sector issues including the Government's response to the Augar Review of Post-18 Education and Funding and a report from KPMG concerning the University's Environmental, Social and Governance reporting.

Agenda Item 8.3.2

Appointment of Internal Auditors

Minute Ref BG/2/22/14

Paper Ref

BG/2/22/8.3.2

Confidential

- 14.1 The Chair of the ARC reported that at its meeting on 10 March 2022 the Committee agreed that Chair's action should be taken to enable a timely recommendation to be made to the Board for the appointment of internal auditors following a competitive tender process.

- 14.2 The Board received the report which summarised the outcome of the evaluation of the tenders by a panel including members of the ARC and senior management.

- 14.3 The Board resolved to approve the appointment of PricewaterhouseCoopers LLP UK, as the University's internal auditors from 1 August 2022 for a period of three years with the option to extend for two periods of two years (subject to annual performance review each year).

Agenda item 8.4

Board Officers Group

Minute Ref BG/2/22/15

- 15.1 The Chair of the Board Officers Group reported that at its meeting on 1 March 2022 the:
- i) Group was briefed on the following which were covered in the Board's agenda items:
 - Government's response to the recommendations in the Augar Review of Post-18 Education and Funding
 - Future Strategy Programme including the approach to the recommendations in DataHe report
 - Support offered to Ukrainian and Russian students.
 - ii) Committee Chairs agreed that they would carry out the annual reviews of the external co-opted members of the Board's committees. This annual arrangement followed recommendations by AdvanceHE in the 2020/21 review of Board effectiveness.

Agenda item 8.5.1

Governance and Nominations Committee: Report from the Chair

Minute Ref **BG/2/22/16**

- 16.1 The Chair of the GNC reported that at its meeting on 8 March 2022 the Committee had reviewed reports on Board skills and experience and a summary of induction, training and continuing development opportunities attended by members of the Board and its committee. These reports followed recommendations by AdvanceHE in the 2020/21 review of Board effectiveness.

In connection with succession planning for the committees the Independent Members would be invited to express an interest in the following vacancies which would be considered by the GNC at its meeting in June 2022:

- Chair of the Finance and Employment Committee.
- Member of the Honorary Awards Committee.
- Member of the University's Equality, Diversity and Inclusion Committee.

Agenda Item 8.6

University Secretary's Report

Minute Ref **BG/2/22/17**

Paper Ref
BG/2/22/8.6
Confidential

- 17.1 The Board resolved to approve the:
- i) re-appointment of Jo Allen (Independent Member):
 - to the Board and to continue membership of Audit and Risk Committee (ARC) for a further four years from 1 August 2023 to 31 July 2027
 - as Chair of ARC from 1 January 2023 to 31 December 2026.
 - ii) re-appointment of Angela Foulkes (Independent Member) to the Academic Assurance Committee from 1 August 2022 to 31 July 2024.
 - iii) delegation of authority to the Accountable Officer (the Vice-Chancellor) or appropriate alternate, to submit reports on Reportable Events to the Regulator, on behalf of the Board, in consultation with the Chair of the Board and others, as appropriate. The Board would, in line with normal proceedings, be advised of any reports made under this delegation at its next meeting.
 - iv) the transfer of delegated authority to the interim Chief Finance Officer from 5 March 2022 for each of the two items specified in the Action Tracker (agenda item 4 refers).

- 17.2 The Board reaffirmed its commitment to the **Committee of University Chairs (CUC) Higher Education Code of Governance** (September 2020).

- 17.3 The Board noted:
- i) that the Chair's Action taken on 15 March 2022 enabled the incorporation of a subsidiary company (named in the report) and that this company would be included in the regular subsidiary reporting to the Finance and Employment Committee.
 - ii) the 2022 update of the Guide on Governor Duties. Governors feedback on the Guide was invited/welcome.

Agenda item 9.1

Student Voice Report and the University's Response

Minute Ref **BG/2/22/18**

Paper Ref
BG/2/22/9.1

- 18.1 The Board noted the 2020/21 Student Voice report and the University's response. Governors commented that the report was a valuable piece of work and, if the pace with which the report progressed could be improved, then the Board's consideration of a more timely report would be more meaningful. It was suggested that this be discussed at the next meeting with the two student Officers present.

Action: DVC (Academic) and President of the Students' Union

Agenda item 9.2 Paper Ref BG/2/22/9.2.1 to 9.2.5	Minutes	Minute Ref BG/2/22/19
19.1	<p>The Board <u>received</u> the:</p> <ul style="list-style-type: none"> i) confirmed minutes of the Joint Finance and Employment Committee/Audit and Risk Committee meeting held on 26 January 2022; ii) unconfirmed minutes of the Remuneration Committee meeting held on 3 February 2022; iii) unconfirmed minutes of the Academic Assurance Committee meeting held on 2 February 2022; iv) unconfirmed minutes of the Finance and Employment Committee meeting held on 28 February 2022. 	
19.2	<p>The unconfirmed minutes of the Governance and Nominations Committee meeting held on 8 March 2022 would be issued to the Board once finalised.</p>	
Agenda Item 9.3 Paper Ref BG/2/22/9.3	Corporation Seal	Minute Ref BG/2/22/20
20.1	<p>The Board <u>noted</u> the report.</p>	
Agenda Item 10.1 Paper Ref BG/2/22/10.1	Schedule of Meetings and Outline Annual Cycle of Business	Minute Ref BG/2/22/21
21.1	<p>The Board <u>noted</u>:</p> <ul style="list-style-type: none"> i) the outline annual cycle of business. ii) that the Board meeting would be held from 3.00pm to 6.00pm on Tuesday 24 May 2022 at City Campus. 	
	Chair's Closing Remarks	Minute Ref BG/2/22/22
22.1	<p>The dinner speaker was Smita Jamdar, Partner and Head of Education at Shakespeare Martinieu who would give an overview on the law and regulations on freedom of speech and academic freedom.</p>	