

CONFIRMED OPEN MINUTES OF THE MEETING HELD ON TUESDAY 7 DECEMBER 2021

PRESENT: via video conferencing

Lord Kerslake (Chair)	Sameer Kothari
Jo Allen	Dr Matt Lilley
Prof Jeff Bale	Neil MacDonald
Gabrielle Berring	Meg Munn
Dan Bye	Sabahat Pathan
Angela Foulkes	Prof Keith Ridgway
Ian Hall	Giles Searby
Prof Sir Chris Husbands	Jonathan Slater
Dr Claire Ketnor	Penny Thompson
Chris Kenny	

APOLOGIES: Prof Julietta Patnick and Praise Ishola

IN ATTENDANCE:	AGENDA ITEM
Michaela Boryslawskyj, University Secretary	All
Richard Calvert, Deputy Vice-Chancellor (Strategy and Operations)	All
Deborah Harry, Chief Finance and Planning Officer	All
Dr Sally Jackson, Chief People Officer	From 7.3
Prof Kevin Kerrigan, PVC Business and Enterprise	All
Dan Ladbury, Group Director, Estates and Facilities (project team)	7.4
Dan Lally, Director of Business Engagement and Growth (project team)	7.4
Dr Jia Liu, Senior Lecturer, College of Business, Technology and Engineering (Observer)	From 9.3
Clair Marlow, Head of Legal Services (project team)	7.4
Dr Lisa Mooney, PVC Research and Innovation	All
Conor Moss, Group Director Business Engagement, Skills and Employability	7.2 + 7.3
Tom Russell, Head of Strategic Planning and Insight (project team)	7.4
Prof David Shepherd, PVC for Teaching and Learning	All
Simon Taylor, Director of Finance (project team)	7.4
Lucian Tipi, Head of Teaching and Learning Enhancement, College of Business, Technology and Engineering (Observer)	From 2
Libby Wilson, Director of Transformation	7.2 + 7.3
Prof Chris Wiggington, PVC Global and Academic Partnerships	All
Tracey Goodwill, Board Secretary, Governance, Legal and Sector Regulation	All

Chair's Opening Remarks

Minute
Ref **BG/7/21/1**

- 1.1 The Chair welcomed everyone to the meeting. The decision to hold the meeting remotely rather than on Campus as planned was taken in light of the rapidly changing situation due to the COVID-19 pandemic.

Agenda item 1
Paper Ref
BG/7/21/1
Confidential

Appointments to the Board and its committees

Minute Ref BG/7/21/2

- 2.1 The University Secretary reported that on the advice of the Governance and Nominations Committee at its meeting in October, interviews had been held for the vacancies on the Board and its committees. The governors who were members of the Interview Panels were thanked for their involvement which enabled the timely completion of the interview programme prior to consideration by the Committee of the recommendations made to the Board in the report.
- 2.2 The Board noted that Neil MacDonald's term of office as an Independent Member on the Board, the Finance and Employment Committee and the Refinancing for Transforming Lives Task Group, would end on 31 December 2021.
- 2.3 The Board resolved to approve the appointment of:
- i) John Cowling as an Independent Member of the Board and the Finance and Employment Committee from 7 December 2021 to 31 July 2024.
 - ii) Lucian Tipi, Head of Teaching and Learning Enhancement, College of Business, Technology and Engineering, to the Board from 7 December 2021 to 31 July 2025.
 - iii) Dr Jia Liu, Senior Lecturer, Finance, Accounting and Business Systems, College of Business, Technology and Engineering, to the Board from 7 December 2021 to 31 July 2024.
 - iv) each of the following as a Governance Apprentice from 1 January 2022 to 31 December 2022.
 - Janet Onyia
 - Mohammed Hannan
 - v) Katy Gaunt as an external co-opted member of the Finance and Employment Committee from 7 December 2021 to 31 July 2024.
 - vi) Andrea Walters as an external co-opted member of the Remuneration Committee from 7 December 2021 to 31 July 2024.
- 2.4 The Chair welcomed Lucian Tipi to the meeting as an observer.

Agenda item 3

Declarations of Interest

Minute Ref BG/7/21/3

- 3.1 There were no declarations of interest.

Agenda item 4
BG/6/21M
BG/6/21/MC

Minutes of previous meeting

Minute Ref BG/7/21/4

- 4.1 The Board resolved to approve the minutes and confidential minutes of the 15 October 2021 meeting.

Agenda item 5

Matters Arising/Action Tracker

Minute Ref BG/7/21/5

- 5.1 The Board noted the action tracker.
- 5.2 **Matters Arising: Minute BG/6/21/7.2 Vice-Chancellor's report**

Owing to the strike action by the University and College Union the staff pulse survey had been deferred to 2022.

Agenda item 6	Other Urgent Business	Minute Ref BG/7/21/6
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6.1 There was no other urgent business.

Agenda item 7.1 Paper Ref BG/7/21/7.1	Vice-Chancellor's Report	Minute Ref BG/7/21/7
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7.1 The Board noted the Vice-Chancellor's report. The Vice-Chancellor highlighted the following.

- i) The uncertainty for the HE sector continued. The Government's Spending Review and Autumn Budget on 27 October 2021 had not included the expected response to the recommendations in the Augar Review of Post-18 Education and Funding. A response was expected in early 2022. The sector was also expecting a HE White Paper.
- ii) As part of ongoing national disputes over reforms to the Universities Superannuation Scheme and separate to that over pay and working conditions, the University and College Union (UCU) had taken three days of strike action from 1-3 December. This would be followed by action short of a strike. Early indications were that strike action had had limited impact on the University. It was commented that whilst the impact may have been limited, the action by the local UCU branch had highlighted the 'Four Fights' of pay, workload, equality and casualisation in the national dispute.
- iii) The management of the Campus continued in line with COVID-19 requirements. It was reported that around 85% of the University's teaching and learning delivery was face to face and 15% was planned to be online.
- iv) The Pro Vice-Chancellor Research and Innovation would retire at the end of January 2022. The Board thanked Dr Lisa Mooney for her work at the University including the approach to bidding for contracts. An announcement about a successor would be made shortly.
- v) A recruitment and selection event for a Deputy Vice-Chancellor would take place in January 2022.
- vi) The University was named as the 2021 Outstanding Entrepreneurial University of the Year in the Times Higher Education awards. It was reported that this was achieved under the leadership of the PVC Business and Enterprise. The Board congratulated the University on the award.
- vii) The refurbishment of the atrium at City Campus was almost complete.

7.2 The outgoing OfS Director for Fair Access and Participation had called on 'universities and colleges to work together to create pathways through academic, professional and technical education at all levels, and to provide choices for students, locally and nationally'. In response to a question about how these matters were explored it was reported that a Post-18 Programme Partnership was in place which involved the University, the University of Sheffield and all the Further Education Colleges in the region. In addition, it was in the remit of the Board's Academic Assurance Committee and in the Civic University Agreement. The Board would receive a report in 2022 which looked at the arrangements in place in more detail.

Action: DVC (Academic)

Agenda item 7.2

Paper Ref
BG/7/21/7.2
Confidential

Future Strategy Programme

Minute Ref **BG/7/21/8**

- 8.1 The DVC (Strategy and Operations) introduced the report which set out the timing and proposed framework for Board discussion and decision making, to ensure effective and timely delivery of strategic change in accordance with the anticipated milestones of the Future Strategy Programme (FSP). The Board's forward programme of business would be updated with the reporting milestones for the Portfolio Plan, People and workforce and Climate Action which were detailed in the report. FSP would remain a standing item on the Board's agenda.

Action: University Secretary

- 8.2 In response to comments:

- i) it was reported that to enable focus the size of the membership of any Board Task and Finish Group would be small and drawn predominantly from the committee(s) with the relevant expertise.
- ii) Governors reflected briefly on how the City was perceived in student recruitment markets and the extent to which it had an effect on recruitment levels at the University. It was reported that one of the key issues which had affected student recruitment levels for 2021/22, not only at the University but also across the sector, was teacher/centre assessed grades which had been implemented in response to the disruption created by the pandemic. As previously reported, a market position review by DataHE had been commissioned to understand more about all the factors affecting the University's student recruitment performance. This included the attractiveness of the University's profile in markets.
- iii) it was clarified that the University's approach to tariff was to protect its overall position as a mid-tariff institution and particularly to avoid slipping into a low-tariff position.
- iv) The approach to equality impact assessments for the components of the FSP, which included qualitative as well as quantitative information, was outlined.

- 8.3 The Board resolved to approve the:

- framework to effectively and efficiently manage the oversight and approval of decisions emerging from the Future Strategy Programme;
- delegation of authority to the Chair of the Board to establish a Task and Finish Group to progress timely decision making, if necessary and where appropriate.

Agenda item 7.3

Paper Ref
BG/7/21/7.3
Confidential

Portfolio Plan

Minute Ref **BG/7/21/9**

- 9.1 A minute confidential to the Board was recorded.

Agenda item 7.4 Paper Ref BG/7/21/7.4 Confidential	Potential Opportunity: Update and Next Steps	Minute Ref BG/7/21/10
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10.1 A minute confidential to the Board was recorded.

Agenda item 7.5 Paper Ref BG/7/21/7.5 Confidential	Refinancing for Transforming Lives (TL2) Task Group	Minute Ref BG/7/21/11
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11.1 The Chief Finance and Planning Officer reported that the agreement on financing had been concluded within the approved framework by the Board's Refinancing for Transforming Lives Task and Finish Group (T&F) using the authority delegated to it by the Board (minute BG/6/21/13 refers). The Note Purchase Agreement had been executed immediately prior to the Board meeting. The acceptance of a private placement offer committed the University to the payment of interest and repayments. The CFPO would update the T&F Group completion report and share it with the Board following the meeting. The report would demonstrate how the approved framework had been complied with.

Action: Chief Finance and Planning Officer

11.2 The Board noted the report. Governors commented that the transaction was a successful achievement which would support the University's strategic ambitions.

11.3 The teams in Finance and Governance, Legal and Sector Regulation were thanked for the professional support given to the project.

11.4 **Post meeting note:** having completed the transaction, the business of the T&F Group is concluded.

Agenda item 8 Paper Ref BG/7/21/8 Confidential	University Performance Report: data to end October 2021 (period 3)	Minute Ref BG/7/21/12
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12.1 The Chief Finance and Planning Officer introduced the report. A minute confidential to the Board was recorded. The Board received the report.

12.2 The graduate outcomes data showed the activity of 2018/19 graduates 15 months after graduation. Governors commented on the University's results for helping students into Highly Skilled Employment or further study which were amongst the best for post-1992 universities.

12.3 A minute confidential to the Board was recorded.

12.4 In connection with the outcomes of the 2021 National Student Survey, the Chair of the Academic Assurance Committee reported that at its meeting in October 2021 the Committee had discussed a report on the University's action plan including the continuing work, led by the PVC Teaching and Learning, to address the disappointing outcomes. As part of its forward programme of business the Committee would receive a further report at its first meeting in 2022.

- 12.5 As previously reported a market position review by DataHE had been commissioned to understand more about all the factors affecting the University's student recruitment performance

Action: Group Director for Recruitment, Communications and Marketing.

Agenda item 9.1 Paper Ref BG/7/21/9.1 Confidential	Audit and Risk Committee Annual Report to the Vice-Chancellor and the Board of Governors 2020/21	Minute Ref BG/7/21/13
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- 13.1 The Board received the Audit and Risk Committee's annual report which contained the opinions of the Committee on a number of matters in order to give assurance and support the Board's opinion on the 2020/21 Annual Report and Financial Statements (ARFS). At its meeting in January 2022, the Committee will either reaffirm or amend (as appropriate) its opinions taking into account any post-25 November 2021 developments. The final opinions would be presented at the February 2022 Board meeting prior to the Board's consideration of the ARFS for approval.

Agenda item 9.2 Paper Ref BG/7/21/9.2 Confidential	Draft Annual Report and Financial Statements for year ended 31 July 2021	Minute Ref BG/7/21/14
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- 14.1 The Chief Finance and Planning Officer (CFPO) introduced the draft ARFS, which had been reviewed by the Finance and Employment Committee (FEC) and the Audit and Risk Committee (ARC) in November 2021. Members of these committees had been invited to send any comments on the draft ARFS to the CFPO by 3 December 2021. The audit by Grant Thornton was substantially complete. The work outstanding included the Going Concern review. The Board received the report.

- 14.2 Owing to the disruption created by the pandemic, the Office for Students had extended the reporting deadline for providers to seven months from the end of the financial year on 31 July 2021. The FEC and ARC would consider the final ARFS in January 2022 for recommendation to the Board at its meeting in February 2022.

Action: Chief Finance and Planning Officer

Agenda item 10.1	Chairs' Reports	Minute Ref BG/7/21/15
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- 15.1 The Chair welcomed Dr Jia Liu to the meeting as an observer.
- 15.2 In addition to the items on the Board's agenda, which have been considered by the Committees, the following reports were received from the Chairs.
- 15.3 The Chair of the **Finance and Employment Committee** reported that at its meeting on 23 November 2021 the Committee had had a good discussion of the Health, Safety and Wellbeing Management Review Annual Report 2020/21.
- 15.4 The Chair of the **Audit and Risk Committee** reported that at its meeting on 25 November 2021 the Committee had discussed:
- risk management including corporate risks and risks arising from commercial activities.
 - the performance of the Internal Auditors

- Internal Auditors' reports on teaching quality and academic work planning.

- 15.5 The Chair of the Board reported that at its meeting on 2 November 2021 the **Board Officers Group** had received updates on the external operating and policy context for HE, received updates on University developments and was briefed on progress of strategic developments which were reported on the Board's agenda. Since the meeting there had been some movement by the Government in connection with its proposals in the Skills and Post-16 Education Bill.

Agenda item 10.2.1
Paper Ref
BG/7/21/10.2.1
Confidential

Proposed Procurement Strategy for Estates Minor Works

Minute Ref BG/7/21/16

- 16.1 The Board resolved to approve the procurement and implementation of two new partner supplier contracts, which are interdependent on one another to enable the Estates and Facilities Team to address a backlog of work and to deliver the forward plan of works in an effective and sustainable manner.

Agenda item 10.2.2
Paper Ref
BG/7/21/10.2.2
Confidential

Pay Gap Report 2020/21

Minute Ref BG/7/21/17

- 17.1 The Chief People Officer introduced the annual Pay Gap report which was recommended for publication following consideration by the Finance and Employment Committee at its meeting in November 2021 (minute FEC/6/21/21 refers). In addition to mandatory reporting on the gender pay gap the report included ethnicity and disability pay gaps and for the first time the Lesbian, Gay, Bisexual, Transgender and Queer (LGBTQ+) pay gap. The report's analysis which was summarised, demonstrated the University's commitment to equality, diversity and inclusion across all protected characteristics. The Board noted the findings in the pay gap analysis.

- 17.2 The final section of the report outlined the actions which the University continued to prioritise, initially to understand and then address to close gaps. The new actions were highlighted.

The discussion raised the following points:

- The governor member of the Equality, Diversity and Inclusion Committee (EDIC) highlighted the work of the Committee and the continuing focus by the University on the priorities to close gaps. Governors commented that because the University graded role types in its staffing structure, the demographics of the University community contributed to some of the gaps. The EDIC had looked at recruitment and the need for the diversity profile of the University community to reflect local communities. Work to close some of the gaps had not been helped by the disruption created by the pandemic including a downturn in the economy.
- One of the new actions was to develop the University's leadership and management development offer to ensure it fully supports all employees. It was reported that governors would receive a report on the leadership management programme in early 2022.
- In response to a question on how the University compared with other institutions' gaps a report would be made to governors in 2022.

- iv) Governors asked whether there was any support the Board could offer in connection with the equality priorities. The Board and its committees were thanked for being a receptive audience to EDI and the scrutiny given to the work by the University.

Action: Chief People Officer

The University was congratulated for completing the annual report for publication ahead of the legal requirement to do so.

17.3 The Board resolved to approve the external publication of the Pay Gap report.

Agenda item 10.3.1
Paper Ref
BG/7/21/10.3.1
Confidential

External Auditors' Appointment

Minute Ref BG/7/21/18

- 18.1 The Board resolved to approve the appointment of Grant Thornton as external auditors for a minimum term of three years plus the option to renew for successive periods of two years, up to a maximum term of seven years (subject to satisfactory annual performance review).

- 18.2 The Chair of the Audit and Risk Committee reported that at its meeting in November 2021 the Committee supported a proposal to investigate, during the contract period, whether it was feasible to engage other firms to undertake some grant audit work.

Agenda item 10.3.2
Paper Ref
BG/7/21/10.3.2

Modern Slavery and Human Trafficking Statement

Minute Ref BG/7/21/19

- 19.1 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 2021. The statement would also be published on the Government's Modern Slavery Statement Registry.

Agenda item 10.4
Paper Ref
BG/7/21/10.4
Confidential

University Secretary's Report

Minute Ref BG/7/21/20

- 20.1 The Board resolved to approve the changes to the terms of reference of the Academic Assurance Committee (appendix 2) effective from 7 December 2021.

- 20.2 The Board noted the:

- i) updates and guidance from the Office for Students;
- ii) feedback and key themes from the Board's October 2021 Strategy Event;
- iii) 2020/21 annual report of the Academic Assurance Committee (appendix 1);
- iv) Prevent Duty report which was submitted to the Office for Students following Chair's Action by the Chair of the Board (appendix 3);
- v) key themes from the governors' appraisals 2021 with the Chair of the Board. The University Secretary invited governors to provide feedback at any point during their term of office.

Agenda item 11.1 Paper Ref BG/7/21/11.1 Confidential	Estates Development Report	Minute Ref BG/7/21/21
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21.1 The Board noted the report. In response to a question it was reported that the materials and labour supply challenges for the construction industry arising from the disruption created by the pandemic was a concern for the University because of the cost pressures arising from construction cost inflation. The University would mitigate cost pressures where it could and use the flexibility in its capital budget planning to afford the new development on Howard Street.

Agenda item 11.2 Paper Ref BG/7/21/11.2	Health, Safety and Wellbeing Management Review Annual Report 2020/21	Minute Ref BG/7/21/22
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22.1 The Board noted the report.

Agenda item 11.3 Paper Ref BG/7/21/11.3	Minutes of the Health, Safety and Wellbeing Committee	Minute Ref BG/7/21/23
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23.1 The Board received the unconfirmed minutes of the Health, Safety and Wellbeing Committee meeting held on 19 October 2021.

Agenda items 11.4.1 to 11.4.5 Paper Refs BG/7/21/11.4.1 to 11.4.5	Minutes of the committees of the Board	Minute Ref BG/7/21/24
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24.1 The Board received the:

- i) confirmed minutes of the Audit and Risk Committee meeting held on 30 September 2021;
- ii) unconfirmed minutes of the Academic Assurance Committee meeting held on 6 October 2021;
- iii) unconfirmed minutes of the Governance and Nominations Committee meeting held on 8 October 2021;
- iv) unconfirmed minutes of the Remuneration Committee meeting held on 8 October 2021.

24.2 The unconfirmed minutes of the Finance and Employment Committee meeting held on 23 November 2021 would be issued to the Board once finalised.

Agenda item 12.1 Paper Ref BG/7/21/12.1	Corporation Seal	Minute Ref BG/7/21/25
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25.1 The Board noted the report.

Agenda item 13.1
Paper Ref
BG/7/21/13.1

**Schedule of meetings and outline annual cycle of
business**

Minute Ref BG/7/21/26

- 26.1 The Board received the outline annual cycle of business and noted that the following would be held on Tuesday 8 February 2022:
- a business meeting of the Board from 3.00pm to 6.00pm
 - the Board's update and development day will be held from 9.00am to 1.00pm.

Chair's Closing Remarks – end of term of office

Minute Ref BG/7/21/27

- 27.1 On behalf of the Board the Chair thanked Neil MacDonald (Independent Member) for his service and contribution to the work of the Board and its committees since 1 August 2013.