

**CONFIRMED OPEN MINUTES OF THE MEETING HELD ON TUESDAY 8 FEBRUARY 2022**

**PRESENT:**

Lord Bob Kerslake (Chair)	Sameer Kothari
Jo Allen	Dr Matt Lilley
Prof Jeff Bale	Jia Liu
Gabrielle Berring	Meg Munn
Dan Bye	Sabahat Pathan
John Cowling	Prof Julietta Patnick
Angela Foulkes	Prof Keith Ridgway
Ian Hall	Giles Searby
Prof Sir Chris Husbands	Jonathan Slater
Praise Ishola	Lucian Tipi
Chris Kenny	Penny Thompson
Dr Claire Ketnor	

**APOLOGIES:** None

**IN ATTENDANCE:**

**AGENDA ITEM**

Michaela Boryslawskyj, University Secretary	All
Helen Best, Dean of Academic Strategy	Items 1 to 6.2
Richard Calvert, Deputy Vice-Chancellor (Strategy and Operations)	All
Mohammed Hannan, Governance Apprentice, Observer	All
Deborah Harry, Chief Finance and Planning Officer	All
Dr Sally Jackson, Chief People Officer	All
Prof Kevin Kerrigan, PVC Business and Enterprise	All
Janet Onyia, Governance Apprentice, Observer	All
Nicola Rawlins, Group Director Recruitment, Communications & Marketing	Items 1 to 6.2
Prof David Shepherd, DVC (Academic)	All
Catherine Sinclair, Director of Student Recruitment and Admissions	Items 1 to 6.2
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/1/22/1**

- 1.1 The Chair commented that the Board's strategic update sessions held earlier were engaging, well-structured and provided relevant and useful insight. The Board would discuss the Future Strategy Programme later in the meeting (BG/1/22/7 refers).

1.2 The Chair welcomed the following to the meeting:

- Professor David Shepherd, Deputy Vice-Chancellor (Academic)
- New members of the Board: Lucian Tipi, Dr Jia Liu and John Cowling
- Governance Apprentices: Janet Onyia and Mohammed Hannan.

Agenda item. 2

**Declarations of Interest**

Minute Ref BG/1/22/2

2.1 There were no declarations of interest.

Agenda item 3

**Minutes of Previous Meetings**

Minute Ref BG/1/22/3

Paper Ref

BG/7/21/M

BG/7/21/MC

3.1 The Board resolved to approve the minutes and confidential minutes of the 7 December 2021 meeting.

Agenda item 4

**Matters Arising / Action Tracker**

Minute Ref BG/1/21/4

BG/7/21/action  
tracker

4.1 The Board noted the action tracker.

Agenda item 5

**Other Urgent Business**

Minute Ref BG/1/22/5

5.1 There was no other urgent business.

Agenda item 6.1

**Vice-Chancellor's Report**

Minute Ref BG/1/22/6

Paper Ref

BG/1/22/6.1

Confidential

6.1 The Board noted the report. The Vice-Chancellor highlighted the following.

- The high level statement of leadership priorities which drew together operational delivery priorities, major strategic deliverables and external positioning.
- The staff changes on the University Leadership Team.
- Progress reports on teaching and learning. The DVC (Academic) highlighted the satisfaction scores in the in-house pulse survey of students known to have on-campus and online taught sessions scheduled back to back. Further work on the survey outcomes was underway. The National Student Survey (NSS) 2022 was launched in January 2022. It was likely that across the sector the NSS outcomes would continue to reflect the impact of the pandemic. Following the OfS release of three consultations in January 2022 which were related to student outcomes and the Teaching Excellence Framework, the University was working through the measures proposed.
- the University and College Union was planning to take strike action in February and March 2022 in relation to the Four Fights campaign on pay, casualisation, equality, and workload.

6.2 The collaborative bid to establish an Institute of Technology (IoT) in South Yorkshire had been successful. A dedicated IoT space would be created on City Campus. The collaboration includes the University, the Doncaster Colleges Group, Barnsley College and

the University of Sheffield's AMRC Training Centre as core educational partners. The associate partners were the RNN Group, the Sheffield College and the National Centre for Advanced Transport and Infrastructure.

Governors also commended the University on the series of successes, awards and achievements (paragraph 4.4) which had been announced in recent communications.

6.3 – 6.6 Confidential minutes were recorded.

Agenda item	6.2	<b>Strategic discussion: Future Strategy including presentation on student recruitment</b>	Minute Ref	BG/1/22/7
Paper ref				
BG/1/22/6.2.1				
BG/1/22/6.2.2				
BG1/22/6.2.3				

### 7.1 Future Strategy Programme (FSP)

The topics for discussion at the Board's strategic update sessions held on 8 February had been presented and discussed in the context of the FSP to deliver the 2021 Transforming Lives Strategy; the sessions covered the approach to strategic growth plans and modelling including the financial model to support sustainability, key performance indicators and risk appetite. The update sessions concluded with a fly through showing the interior design of the Campus Plan phase 1 buildings (minute BG/1/22/15 refers) and a tour of the refurbished City Campus atrium.

With the lifting of the government's 'work from home' guidance, the University had resumed its focus on embedding hybrid working.

Organisational responsiveness would be the strategic discussion item at the March 2022 Board meeting.

**Action:** DVC (S&O) and Chief People Officer

The Board received the progress report.

7.2-7.5 **Proposals relating to an online portfolio** - Confidential minutes were recorded.

### 7.6 Student Recruitment

The Group Director for Recruitment, Communications and Marketing introduced the report which provided an update on the University's recent performance data (appendix 1) and presented a summary analysis of the DataHE report on the University's home undergraduate performance including market positioning (appendix 2).

7.7-7.10 The Board noted the recent recruitment performance data.  
Confidential minutes were recorded.

7.11 The Board Officers would receive progress reports to oversee the approach taken to the recommendations in the DataHE report.

Reports would continue to be made to the Board on student recruitment, as usual through the reporting cycle, and the Portfolio Plan in the context of the FSP to deliver the Transforming Lives Strategy. The reports would include consideration of the University's

ambitions and decisions to be made in connection with areas of growth, the pace of growth and the market mix, the timescales for implementation and the benefits and costs.

Agenda Item 6.3	<b>Task Group of the Board: Potential Opportunity</b>	Minute Ref BG/1/22/8
Paper Ref BG/1/22/6.3		
Confidential		

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

8.2 A confidential minute was recorded.

8.3 The Board resolved to approve revisions to the Task Group's terms of reference to be effective from 8 February 2022 until completion of phase 2 of the programme.

Agenda item 7.1	<b>Student's Union</b>	Minute Ref BG/1/22/9
Paper Ref BG/1/21/7.1		

9.1 The Board received the report which summarised the work of the elected Officers in the Sheffield Hallam Students' Union (SHSU) in connection with their manifesto priorities and reported progress on the SHSU Strategy.

The President and International Officer highlighted some of the key activities including:

- Preparations for the 2022 elections
- Engaging welcome events including an Officers virtual event and many face-to-face events in the welcome period. The new events included Hallam University Square Takeover
- Promoting the support available for students in connection with their wellbeing and welfare. The 'Mind Your Head' campaign included several well attended events.
- Academic developments, including the Peer Assisted Learning Scheme, new academic societies with collaborative events to develop a stronger sense of community and the research to support National Student Survey recommendations to improve student feedback satisfaction. Engagement activity including, a postgraduate pizza party, the development of a resources hub for international students and increased participation in sport and physical activity.
- The Housing Fair including the promotion of the SNUG scheme run jointly by the SHSU and Sheffield City Council to promote quality in the private accommodation.
- EDI activity including Black History Month and an event in December 2021 to raise awareness of academic and professional services staff about the needs and differences of international students.

9.2 The International Students' Officer reported on work with the University following the death of a student which had generated concerns in the international student community.

In response to questions, the University's approach and procedures following a student death were outlined. This included the role of the Silver Group, the University Chaplain and the Students' Union to ensure appropriate, proportionate and timely action is taken.

The Board would receive a report at its next meeting on the procedures and approach following a student death including analysis of any emerging issues.

**Action:** Group Director Student and Academic Services

Agenda item 7.2  
Paper Ref  
BG/1/21/7.2  
Confidential

**Banking Arrangements: Amending Agreement**

Minute Ref BG/1/22/10

10.1 For a second year, the cycle of financial reporting for 2020/21 had been extended beyond the usual December deadline by the OfS owing to the disruption created by the pandemic. The Chief Finance and Planning Officer introduced the report on the amendment to deadlines in the loan facility agreement with Barclays Bank PLC to reflect that OfS has and may change its reporting deadlines.

10.2 The Board noted that Barclays Bank PLC have confirmed to the University (appendix 2), that no breach of the loan covenants has occurred in respect of the University's reporting requirements under the loan agreement.

10.3 The Chair of the Board and Deputy Chair of the Board would sign this resolution to certify that it is a true extract from the minutes of a meeting of the Board of Governors held on 8 February 2022.

There was produced to the meeting an amending agreement (the "**Agreement**") to be entered into between Barclays Bank PLC (the "**Bank**") and Sheffield Hallam University (the **Borrower**) setting out the amendments to a loan facility agreement dated 31 July 2007 (as amended, varied or restated from time to time) (the "**Facility Agreement**") where the Bank (as defined in the Facility Agreement) agreed to provide a loan to the Borrower.

**IT WAS RESOLVED**

1. That the amendments set out in the Agreement are in the interests of and for the benefit of the Borrower and are most likely to promote the success of the Borrower for the benefit of the members as a whole and that such terms and conditions of the Agreement be and are approved and accepted.
2. That Deborah Harry and Simon Taylor are authorised to sign the Agreement on behalf of the Borrower to indicate acceptance of the amended terms and conditions.
3. That the Bank is authorised to act in all matters concerning the Facility Agreement as amended by the Agreement upon instruction from the Borrower, in its capacity as borrower under the Facility Agreement, signed in accordance with the Bank's mandate for any of the accounts of the Borrower held with the Bank current from time to time.

Agenda item	8.1	<b>Chairs' Reports</b>	Minute Ref	BG/1/22/11
Paper ref	BG/1/22/8.1			
11.1	In addition to the items on the Board's agenda, which have been considered by the Committees and recommended to the Board, the following reports were received from the Chairs.			
11.2	<p>The Chair of the <b>Finance and Employment Committee</b> reported that at its meeting on 26 January 2022 the Committee had approved:</p> <ul style="list-style-type: none"> <li>• revisions to the Treasury Management Policy;</li> <li>• the trial of a cash management platform for a period of 6 months as a way of handling greater levels of surplus cash for investing, providing access to a larger cohort of banks and reducing counterparty risk and the administrative burden.</li> </ul>			
11.3	<p>The Chair of the <b>Remuneration Committee</b> reported that at its meeting on 3 February 2022 the Committee had:</p> <ul style="list-style-type: none"> <li>i) approved the remuneration package for the Deputy Vice-Chancellor (Academic)</li> <li>ii) noted the changes to the University Leadership Team (reported in the Vice-Chancellor's report) and the impact of that on the diversity of the ULT.</li> <li>iii) noted a high level review of compliance with all elements of the revised Committee of University Chairs' HE Senior Staff Remuneration Code.</li> <li>iv) reviewed the senior pay report 2019/20 published by the OfS.</li> <li>v) Received a comprehensive briefing on the University's approach to recruitment and selection of Board appointments. The Committee affirmed the University's approach to recruitment having been assured that the processes were fit for purpose, robust and inclusive.</li> </ul>			
11.4	<p>The Chair of the <b>Academic Assurance Committee</b> reported that at its meeting on 2 February 2022 the Committee had:</p> <ul style="list-style-type: none"> <li>i) received an update on Apprenticeships. This was a standing report. A re-inspection by OfSTED was taking place from 8-11 February 2022</li> <li>ii) noted the annual Apprenticeship Self-Assessment Report 2020/21;</li> <li>iii) approved the Annual Quality Review report. The AAC were 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.</li> <li>iv) noted reports and scrutiny from the Academic Board. This included a review of the University's Degree Algorithm.</li> <li>v) noted a student experience update report from the President of the Students' Union.</li> </ul>			
11.5	<p>The Chair of the Board reported that at its meeting on 11 January 2022 the <b>Board Officers Group</b> had received updates on the following which were on the Board's agenda:</p> <ul style="list-style-type: none"> <li>• the external operating and policy context for HE. The Government's response to the recommendations in the Augar Review of Post-18 Education and Funding was awaited.</li> <li>• University developments;</li> <li>• progress of the Future Strategy Programme.</li> </ul>			

The recommended appointment of an Independent Member of the Board to the Board Officers Group (minute BG/1/22/17 refers) would give a wider perspective to the Group's consideration of strategic developments, beyond that of the other Independent Members who are Chairs of the Committees.

Agenda Item	8.2.1	<b>Audit and Risk Committee Annual Report to the Vice-Chancellor and the Board of Governors 2020/21</b>	Minute Ref	BG/1/22/12
Paper Ref	BG/1/22/8.2.1			
Confidential				

- 12.1 The Board received the Audit and Risk Committee Annual Report to the Vice-chancellor and the Board of Governors 2020/21 which included the confirmed opinions of the Committee in section 2.1.

Agenda Item	8.2	<b>Draft Annual Report and Financial Statements for year ended 31 July 2021 (ARFS)</b>	Minute Ref	BG/1/22/13
Paper Ref	BG/1/22/8.2.2			
Confidential				

- 13.1 The Board received the reports from each of the Committee Chairs following the joint meeting of the FEC and ARC held in January 2022:
- i) the Committees had considered and recommended the draft Annual Report, Financial Statements and Grant Thornton's Audit Findings report for the year ended 31 July 2021 to the Board for approval. The report included letters of representation in relation to the 2020/21 external audit. The ARC's opinions were reported (minute BG/1/22/12 refers).
  - ii) The ARC noted the report on the going concern assessment.
  - iii) The FEC recommended to the Board that it was appropriate for the Financial Statements for 2020/21 to be prepared on the going concern basis (paragraph 2.1 refers).

The Committees' recommended the consolidated financial statements for the year ended 31 July 2021 to the Board for approval.

- 13.2 The Chief Finance and Planning Officer reported the role of PVC Teaching and Learning had been omitted in error in the ARFS circulated to the Board. This role had been added to Section 10 in the notes to the Financial Statements to finalise the ARFS for signature following approval. The Vice-Chancellor had provided the letter of representation to the Board.

- 13.3 The Board resolved to approve:

- i) That it is appropriate for the consolidated financial statements for the year ended 31 July 2021 to be prepared on the going concern basis.
- ii) The consolidated financial statements for the year ended 31 July 2021.
- iii) 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.
- iv) That the Chair of the Board should sign the letter of support for Sheffield Hallam University Enterprises Limited.
- v) That the Chair of the Board should sign the letter of support for Sheffield Hallam Innovation and Enterprise Limited.
- vi) That the Chair of the Board should sign the letter of support for SHU Law Limited.

13.4 The submission of the ARFS and the OfS Annual Financial Return (minute BG/1/22/12 refers) would complete the 2020/21 reporting cycle to the OfS.

13.5 The Chair of the FEC reported that at the joint meeting of the FEC and the ARC the Committees received a new annual Related Companies report consolidating the activities and headline financial information of the University's subsidiaries and other related companies. This provided the Committee with assurance that effective governance and risk management arrangements are in place.

Agenda Item	8.2	<b>OfS Annual Financial Return</b>	Minute Ref	BG/1/22/14
Paper Ref				
BG/1/22/8.2.3				
Confidential				

14.1 The University was required to submit a five-year financial forecast to OfS for 2021/22 to 2025/26. The forecast was also fundamental to the external auditor's review of the University's 'going concern' status, and consequently their audit opinion on the 2020/21 Annual Report and Financial Statements (minute BG/1/22/13 refers).

14.2 The Chair of the Finance and Employment Committee reported that following scrutiny and discussion at the Committee's meeting in January 2022 the FEC recommended to the Board the submission of the Annual Financial Return to the OfS.

14.3 The Chief Finance and Planning Officer reported that since circulation to the Board an error in the spelling of an acronym had been corrected in the Return to be submitted to the OfS.

14.4 The Board resolved to approve the submission of the Annual Financial Return to the OfS by the 1 March 2022 deadline.

14.5 There would be further detailed work on the future forecasts, including revisiting the underlying assumptions, and an update on the impact of the Future Strategy Programme initiatives as part of the 2022/23 planning process, leading to a revised forecast which would be presented to the Finance and Employment Committee and then the Board in Summer 2022.

**Action:** Chief Finance and Planning Officer

Agenda item	8.3.1	<b>Campus Plan Phase 1</b>	Minute Ref	BG/1/22/15
Paper Ref				
BG/1/22/8.3.1				
Confidential				

15.1 The DVC (S&O) introduced the report which recommended that the University contract with the Hallam Alliance for the construction of three new blocks on the former Science Park site and the Sheaf Green. The significant inflationary pressure on costs in the construction market nationally were highlighted. This was due to labour shortages and materials price increases arising from supply pressure and energy price inflation. The inflationary pressure had resulted in a 12% increase for the University in the total cost of construction for the three new blocks.

Members of the Board commented:

- on the risk but noted that the estate had a significant role as the University moved beyond the pandemic. Attractiveness of the estate was a compelling element of decisions by potential undergraduate students in their choice of university. This had been highlighted earlier in the Board's discussion of the Future Strategy



Programme to deliver the Transforming Lives Strategy. It was reported that at its meeting on 26 January 2022 the Finance and Employment Committee had considered the recommendations and discussed the potential for further cost inflation and cost certainty. A large percentage of the scheme's costs had been market tested but risks to costs from inflationary pressures could not be completely mitigated. The University's prudent approach to the Campus Plan and the management of the capital budget allocation continued.

- that the approach to space creation in the new blocks to enable teaching practices and promote a sense of community was welcome.

#### 15.2 The Board:

- i) resolved to approve the recommendations to proceed with contract award
- ii) noted the risks identified and the implications of the additional costs associated with these developments for the capital plan.

Agenda item 8.3.2  
Paper Ref  
BG/1/22/8.3.2  
Confidential

#### **Students' Union Financial Statements for the year ended 31 July 2021**

Minute Ref BG/1/22/16

16.1 The Chair of the FEC reported that at its meeting on 26 January 2022 the Committee had reviewed the Students' Union financial statements for the year ending 31 July 2021. This had included an explanation of the reasons for the current deficit position which was due mainly to the Students' Union Superannuation Scheme.

16.2 The Board noted the Students' Union financial statements for the year ending 31 July 2021.

16.3 A confidential minute was recorded.

Agenda Item 8.4  
Paper Ref  
BG/1/22/8.4  
Confidential

#### **University Secretary's Report**

Minute Ref BG/1/22/17

17.1 The Board resolved to approve:

- i) the amendments to the Remuneration Committee and Finance and Employment Committee's terms of reference which were recommended to the Board by each of the Committees;
- ii) the Remuneration Committee's recommendation to continue to adopt the Committee of University Chairs HE Senior Staff Remuneration Code;
- iii) the appointment of Jonathan Slater (Independent Member) to the Board Officers Group and the amendment of the Group's constitution and membership.

17.2 The Board noted:

- i) that the Board endorsed the recommendation for the appointment of Professor David Shepherd, Deputy Vice-Chancellor (Academic) in accordance with the Regulations on written resolutions.
- ii) the update to the recruitment procedures to the Academic Board which had been received by the Academic Assurance Committee at its February 2022 meeting.
- iii) the update and guidance from the Office for Students on reportable events.

Agenda item	9.1	<b>Unconfirmed minutes of the Audit and Risk Committee meeting held on 25 November 2021</b>	Minute Ref	BG/1/22/18
Paper Ref				
BG/1/22/9.1				
18.1	The Board <u>noted</u> the unconfirmed minutes of the Audit and Risk Committee meeting held on 25 November 2021.			
Agenda Item	9.2	<b>Corporation Seal</b>	Minute Ref	BG/1/22/19
Paper Ref				
BG/1/22/9.2				
19.1	The Board <u>noted</u> the report.			
Additional Agenda Item	9.3	<b>Unconfirmed minutes of the Finance and Employment Committee held on 26 January 2022</b>	Minute Ref	BG/1/22/20
Paper Ref				
BG/1/22/9.3				
20.1	The Board <u>noted</u> the unconfirmed minutes of the Finance and Employment Committee meeting held on 26 January 2022.			
Agenda Item	10.1	<b>Schedule of Meetings and Outline Annual Cycle of Business</b>	Minute Ref	BG/1/22/21
Paper Ref				
BG/1/22/10.1				
21.1	The Board <u>noted</u> :			
	i) the outline annual cycle of business.			
	ii) that the Board meeting would be held from 3.00pm to 6.00pm on Tuesday 29 March 2022 at City Campus.			
<b>Chair's Closing Remarks</b>			Minute Ref	BG/1/22/22
22.1	On behalf of the Board the Chair thanked Deborah Harry, Chief Finance and Planning Officer for her service to the University including her contribution to the work of the Board and its committees since January 2017.			
22.2	The dinner speaker was Sithal Dillon, head of the Department of Law and Criminology and Director of the Helena Kennedy Centre for International Justice and the topic was an Introduction to work of the University's Helena Kennedy Centre for International Justice.			