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| **CONFIRMED OPEN MINUTES OF THE MEETING HELD ON FRIDAY 14 OCTOBER 2022**  |
| PRESENT: |
| Lord Kerslake, Chair | Dr Jia Liu |
| Joanna Allen | Dr Matt Lilley |
| Gabrielle Berring | Meg Munn |
| John Cowling  | Dayo Oladiti |
| Angela Foulkes | Matt Parkin |
| Ian Hall | Prof Keith Ridgway  |
| Prof Sir Chris Husbands | Giles Searby |
| Dr Claire Ketnor | Jonathan Slater |
| Sabahat Khan | Penny Thompson  |
| Sameer Kothari | Lucian Tipi |
| IN ATTENDANCE: | AGENDA ITEM |
| Michaela Boryslawskyj, University Secretary | All |
| Richard Calvert, Deputy Vice-Chancellor Strategy and Operations (DVCSO) | All |
| Prof Rory Duncan, Pro Vice-Chancellor Research and Innovation | All |
| Mohammed Hannan, Governance Apprentice, Observer | From 7 |
| Dr Sally Jackson, Chief People Officer + Pro Vice-Chancellor (Diversity and Inclusion).  | All |
| Prof Kevin Kerrigan, PVC Business and Enterprise | All |
| Linda Mason, Director of Strategy, Planning and Insight | Item 8 |
| Janet Onyia, Governance Apprentice, Observer | All |
| Nicola Rawlins, Group Director Recruitment, Communications and Marketing  | Item 6 |
| Prof Helen Scott, Pro Vice-Chancellor Learning, Teaching and Student Success | All |
| Prof David Shepherd, Deputy Vice-Chancellor Academic (DVCA) | All |
| Simon Taylor, Interim Chief Finance Officer | All |
| Tracey Goodwill, Board Secretary, Directorate of Governance, Legal and Sector Regulation | All |
| APOLOGIES: Prof Jeff Bale and Prof Julietta Patnick |
| Minute Ref | Item of Business | Paper Ref  |
| BG/2022-10-14/1 | **CHAIR’S OPENING REMARKS** |
| 1.1 | At the October 2022 Strategy Event the Board had been briefed on progress and discussed the principles and key priorities of the emerging academic plan in the context of delivering the University Strategy. Discussions had included the strategic and financial challenges, choices and opportunities facing the University.  |

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| 1.2 | The Chair thanked all colleagues, including the Governance and Sector Regulation Team, for their work in co-ordinating and supporting the Strategy Event. |
| 1.3 | The Chair welcomed Matt Parkin to his first Board meeting as a member. |
| BG/2022-10-14/2 | DECLARATIONS OF INTEREST |  |
| 2.1 | There were no declarations of interest. |
| BG/2022-10-14/3 | MINUTES OF THE PREVIOUS MEETING | BG/2022-10-14/P2 |
| 3.1 | The minutes and confidential minutes of the meeting held on 19 July 2022 were **approved** as a correct record. |
| BG/2022-10-14/4 | MATTERS ARISING/ACTION TRACKER |  |
| 4.1 | The Board **noted** the action tracker.  |
| 4.2 | **Matters Arising: BG/4/22/9 Civic University Agreement – deferred**The Board had been briefed on and discussed the Civic University Agreement at the October Strategy Event.  |
| 4.3 | **Matters Arising: BG/4/22/13.3 Campus Plan Approval** A confidential minute was recorded. |
| BG/2022-10-14/5 | OTHER URGENT BUSINESS | BG/2022-10-14/P3 |
| 5.1 | There was no other urgent business. |
| BG/2022-10-14/6 | VICE-CHANCELLOR’S REPORT | BG/2022-10-14/P5 |
| 6.1 | The Board **noted** the report.  |
| 6.2 | The Vice-Chancellor reported that given the major challenges faced by the new government, there had been no major HE policy decisions and had been no action on the ‘post-Augar’ issues on HE reform and funding. The University was engaging with a range of politicians to look at options for the long-term sustainability of the sector. |
| 6.3 | A confidential minute was recorded. |
| 6.4 | The cost-of-living crisis was a significant concern. The DVCSO reported that to help mitigate the impact of the crisis, the University’s comprehensive package of support for students included targeted measures through scholarships, bursaries and hardship support. Other broad based support measures included discounted offers in the University’s catering outlets and free access to the top 100 e-books meaning students would not pay for core textbooks. Governors commented on the National Student Money Survey outcomes, including the headline finding that maintenance loans fell short of covering living costs. It was reported that applications for support were up significantly on last year. The Board was assured that this was an area under constant review by the University and included engagement with the Students’ Union and Advice Centre.  |

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| 6.5 | The Pro Vice-Chancellor Learning, Teaching and Student Success outlined the approach being taken to the 2022 National Student Survey (NSS) results. In response to a question about how the University knows that progress is being made ahead of the 2023 survey, it was reported that the NSS Improvement Plan had a focus on courses with lowest levels of satisfaction with enhanced monitoring and support. The progress of the Course Improvement Planning process, including review at different levels in the Colleges and scrutiny by the Deans of Colleges, were outlined.  |
| 6.6 | The PVC Research and Innovation reported that the Sheffield Multimodal Imaging Centre, which was jointly funded by the University and a grant from the European Structural and Investment Fund, had been launched. This new research and development facility brought together academic expertise in biosciences and health with new scanning, imaging, advanced microscopy and related analytical technologies to test, innovate and improve existing and new products, primarily in the health and advanced manufacturing sectors. A Transmission Electron Microscope (TEM) was part of the state-of-the-art facility. Although the primary use of the TEM would be research, it would also be used to enhance teaching and learning.The Board was invited to see the TEM. **Action:** PVC Research and Innovation.  |
| 6.7 | A confidential minute was recorded. |
| BG/2022-10-14/7 | STUDENT RECRUITMENT | BG/2022-10-14/P6 Confidential |
| 7.1 |  The Group Director Recruitment, Communications and Marketing introduced the report and summarised the anticipated final recruitment positions for September 2022 intakes. The Board discussed the University’s performance against targets and comparisons with previous years.  |
| 7.2 | A confidential minute was recorded.  |
| 7.3 | The Board **noted** the report. The UCAS end of cycle data, which would be published in January 2023, would allow further analysis of the University’s performance and in relation to its competitors. The Board would receive a report at its meeting in February 2023. |
|  | **TASK GROUP OF THE BOARD: STRATEGIC OPPORTUNITY** | Confidential |
| 8.1 | Members were briefed on the current position with the strategic opportunity by the DVCSO. A confidential minute was recorded. |
| BG/2022-10-14/9 | UNIVERSITY PERFORMANCE REPORT (UPR) | BG/2022-10-14/P8Confidential |
| 9.1 | The Board **noted** the UPR which provided an update on progress against key performance indicators and targets. Secondary measures showed the direction of travel. The report also included updates on key activities from the University Plan.  |
| 9.2 + 9.3 | Confidential minutes were recorded. The Board **noted** reports from the Director of Strategy, Planning and Insight and the Interim Chief Finance Officer. |

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| 9.4 | The following were raised in the discussion.i) the pressures on the University’s ability to generate a surplus and positive net cashflow. The Board would receive a report at its next meeting on the implications for the budget of inflation, frozen fee caps and offsetting the effect of interest on the cash balance. **Action:** Interim Chief Finance Officerii) the ratio of international applications to actual numbers recruited and whether application fees were charged. The Board would receive an update at its next meeting. **Action:** Group Director for Recruitment, Communications and Marketingiii) The Finance and Employment Committee would discuss the higher-than-average staff vacancies and the approach being taken to the challenges of the current, post-pandemic labour market for the recruitment and retention of staff.  **Action:** Committee Secretary   |
| BG/2022-10-14/10 | REPORT FROM THE STUDENTS’ UNION | BG/2022-10-14/P9 |
| 10.1 | The Board **noted** the report on progress made by the Students’ Union towards its 2025 strategy including the key performance indicators. The President highlighted:    i) that work to improve satisfaction levels with the Students’ Union and creating a sense of belonging was a priority for 2022/23.ii) the impact of the cost-of-living crisis including inflation on the ability of the Students’ Union to deliver the Strategy. There was a need for urgent work to determine how to deliver the services identified in the 2025 strategy in a cost-effective way and to plan the changes needed to structure, systems and processes to enable that. It was commented that the volume of work was considerable.  |
| 10.2 | The President highlighted the general trends/themes including concerns raised by students in connection with:* Cost of living
* Accommodation
* Student Finance
* Academic Conduct Panels and grading issues.

**Action:** The DVCA to discuss resources and support and clarify the concerns with the Students’ Union.  |

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| BG/2022-10-14/11 | FINANCE AND EMPLOYMENT COMMITTEE |  |
| 11.1 | The Deputy Chair FEC provided an update following the September 2022 meeting of the committee which highlighted the following: **1 Treasury Management Policy** (TMP). Following a breach of the TMP, improvements to University monitoring processes have been made and an independent risk assessment provided assurance in the immediate term. This would be reviewed in early 2023. The Committee approved the extension of the cash management platform trial.**2 Estate matters**. FEC endorsed the decision to vacate the property at 111 Charles Street. The tender releases for AV Equipment and Furniture for the new build blocks A-D on Howard Street was approved.**3 Digital Transformation**. The Committee approved the Networking Equipment Project. Following a detailed briefing, the Committee had a deep dive discussion of the Cloud migration project.**4 People matters.** This included an update on pay award negotiations, industrial action, and the approach to the challenges of the current, post-pandemic labour market for the recruitment and retention of staff.**5 FEC Chair’s action** had been taken to publish a Voluntary Ex-Ante Transparency Notice in relation to the University’s Financial Trading courses.**6 Financial Monitoring.** FEC had approved the net write-off of irrecoverable debts and an increase in the provision for new bad debts in-year, largely due to outstanding Student Loan Company debt. |
| BG/2022-10-14/12 | **FINANCIAL REGULATIONS** | BG/2022-10-14/P11 |
| 12.1 | The FEC had considered a report on the review of the Financial Regulations and recommended the revised Regulations to the Board for approval. The key changes were a revised authorisations and accountability matrix and the removal of outdated decision-making structures and other general updates.  |
| 12.2 | The Board **resolved to approve** the amendments to the Financial Regulations.  |
| BG/2022-10-14/13 | AUDIT AND RISK COMMITTEE  |  |
| 13.1 | The Chair of the ARC reported on the following from the September 2022 meeting: i) **Risk management**. The Committee noted:the updated corporate risk register (CRR) and that there would be a session at the Board’s October Strategy Event on risks and opportunities in the changing external environment;the transition to a more integrated approach to planning, performance and risk for 2022/23. As part of this the University would ensure that the CRR and risk appetite were aligned. The ARC would consider future topics for deep dive discussions at its next meeting. ii) The Committee considered PwC’s **draft internal audit plan for 2022/23**. The Committee would consider the plan again in November 2022 following an update of the plan to take into account the revised CRR and following the risk discussions at the Board’s October Strategy Event.  |
|  | iii) The Committee received **internal audit reports** from KPMG.iv) The Committee received an update on the **external audit of the year ended 31 July 2022** from Grant Thornton and noted that:* the audit was progressing well, with the majority of the detailed work complete;
* it was expected that budget and forecast data which was needed to complete the going concern assessment would be available by the end of October 2022;

Grant Thornton would undertake significant testing of the Local Government Pension Scheme (LGPS) liability. They would assess and, if necessary challenge the University’s treatment of the LGPS liability in the financial statements. |
| BG/2022-10-14/14 | **REMUNERATION COMMITTEE**  |  |
| 14.1 | The Chair of the RC reported on the following from the September 2022 meeting: 1. The **Vice-Chancellor’s objectives** for 2022/23 were agreed and the University Executive Board’s (UEB) priorities to deliver the University Plan were reviewed.
2. The Committee reviewed comprehensive salary data for all UEB roles (benchmarked against post 1992 universities and all universities taking part in the Universities and Colleges Employers Association **senior staff remuneration** survey 2021, as well as by region and income) to support its deliberations in the senior staff pay review.
3. the review of the Annual **Severance Packages Comparison Report**.
4. Meg Munn was appointed as **Deputy Chair of the Committee**.
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| BG/2022-10-14/15 | **BOARD OFFICERS**  |  |
| 15.1 | The Chair of the Board Officers Group reported on the following from the September 2022 meeting: * **external operating and policy context**. This included an update on the appointment of Government Ministers by the new Prime Minister, following the Conservative Party’s leadership election and the progress of the Higher Education (Freedom of Speech) Bill.
* **progress of the Future Strategy Programme** in the context of delivery of the University Strategy. Feedback from the Officers would inform the development of the report’s content to enable FSP progress and performance to be monitored with relevant data and metrics. .
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| BG/2022-10-14/16 | **GOVERNANCE AND NOMINATIONS COMMITTEE (GNC)** |  |
| 16.1 | The Chair reported on the following from the September 2022 meeting: * Penny Thompson had been appointed as the Deputy Chair of the Committee;
* the committee had discussed a report on proposals to fill the planned vacancy for a Chair of the Board from 1 August 2024.
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| 16.2 | The Chair of the Board invited nominations from the Independent Members for Deputy Chair of the Board. The current Deputy Chair, Meg Munn, would retire from the Board on 31 July 2023 having served a maximum of eight years. |
| BG/2022-10-14/17 | **UNIVERSITY SECRETARY’S REPORT** | BG/2022-10-14/P16 |
| 17.1 | The Board **resolved to approve:** 1. that the terms of office of each of the Board Apprentices (Janet Onyia and Mohammed Hannan) be extended for a second year from 1 January to 31 December 2023.
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|  | 1. a reduction in the size of the Board. Noting the requirement for an Independent Member majority, the Independent vacancy created by the planned retirement of Meg Munn on 31 July 2023 would not be filled and the number of Independent Members would reduce from 15 to 14. The total Board size would reduce from 22 to 21 members from 1 August 2023 (noting that the Board Regulations (B1.2) would be updated to reflect this change).
2. the Remuneration Committee Annual Report (CONFIDENTIAL) and Remuneration Statement for publication within the University’s Annual Report and Financial Statements.
3. the amendments, as recommended by the committees, to the terms of reference of the:
* Remuneration Committee

Finance and Employment Committee |
| 17.2 | The Board **noted** that the recommendation for the appointment of the Chief Finance Officer had been approved in accordance with the Regulations on written resolutions. |
| 17.3 | The Board **noted** the following which had been considered by the committees: * The 2022 Board Regulations update;
* The Annual Governance Review report which gave the headline results and themes from the first Board-level annual governance review and survey. The implementation of the survey completed an action from the 2020/21 Board effectiveness review. The Chair thanked members for their responses including helpful suggestions for further development and enhancement which would be considered by the Governance and Nominations Committee.
* Revised Executive Governance Structure
* OfS Deadlines and Requirements for 2022-23 Data Returns
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| BG/2022-10-14/18 | **MINUTES** | BG/2022-10-14/P17.1 to 17.4 |
| 18.1 | The Board **noted** the following minutes:Joint Academic Assurance Committee and Academic Board – 29 June 2022 unconfirmedAudit and Risk Committee – 14 July 2022 confirmedFinance and Employment Committee – 20 September 2022 unconfirmedRemuneration Committee – 21 September 2022 unconfirmed |
| BG/2022-10-14/19 | CORPORATION SEAL  | BG/2022-10-14/P18 |
| 19.1 | The Board **noted** the report. |
| BG/2022-10-14/20 | ANNUAL BUSINESS CYCLE 2022/23 | BG/2022-10-14/P19 |
| 20.1 | The Board **noted** the outline annual cycle of business and that the next meeting of the Board would be held on Tuesday 29 November 2022 at City Campus.  |