|  |
| --- |
| **CONFIRMED OPEN MINUTES OF THE MEETING HELD ON TUESDAY 18 JULY 2023**  |
| PRESENT: |
| Meg Munn, Chair  | Dr Matt Lilley |
| Joanna Allen  | Dr Jia Liu |
| Prof Jeff Bale | Matt Parkin |
| John Cowling  | Prof Julietta Patnick  |
| Abiola Fasipe | Giles Searby  |
| Ian Hall  | Jonathan Slater  |
| Prof Sir Chris Husbands (Items 1, 3 to 18) | Penny Thompson |
| Sameer Kothari |  |
| IN ATTENDANCE: | AGENDA ITEM |
| Michaela Boryslawskyj, University Secretary | All |
| Richard Calvert, Deputy Vice-Chancellor Strategy and Operations (DVCSO) | Items 1, 3 to 18 |
| Carol Castle, Online Project Co-Director | Item 9.2 |
| Prof Rory Duncan, Pro Vice-Chancellor Research and Innovation | Items 1, 3 to 18 |
| Mohammed Hannan, Governance Apprentice, Observer  | All  |
| Dr Sally Jackson, Chief People Officer, Pro Vice-Chancellor (Diversity & Inclusion)  | All |
| Prof Kevin Kerrigan, Pro Vice-Chancellor Business and Enterprise | From item 8 |
| Ryan Keyworth, Chief Finance Officer | Items 1, 3 to 18 |
| Janet Onyia, Governance Apprentice, Observer  | All |
| Linda Mason, London Campus Programme Director | Item 9.3 |
| Prof Conor Moss, Online Project Senior Responsible Officer  | Item 9.2 |
| Nicola Rawlins, Group Director Recruitment, Communications and Marketing | Item 8 |
| Prof Helen Scott, PVC Learning, Teaching and Student Success (LTSS) | Items 1, 3 to 18 |
| Prof David Shepherd, Deputy Vice-Chancellor Academic (DVCA)  | Items 1, 3 to 18 |
| Cathy Sinclair, Co-Director Student Recruitment and Admissions | Item 8 |
| Lorraine Stallard Executive Assistant to the University Secretary and Chair of the Board of Governors (Observer)  | All |
| Emmanuel Takyi, International Officer, Students’ Union, Observer | All |
| Prof Chris Wiggington, Pro Vice-Chancellor Global and Academic Partnerships | Items 1, 3 to 18 |
| Tracey Goodwill, Board Secretary  | All |
| APOLOGIES: Gabrielle Berring, Angela Foulkes, Dr Claire Ketnor and Prof Keith Ridgway  |

|  |  |  |
| --- | --- | --- |
| Minute Ref | Item of Business | Paper Ref  |
| BG/2023-07-18/1 | REMEMBERING LORD KERSLAKE, CHAIR OF THE BOARD |  |
| 1.1 | Following the tragic news of the death of Lord Kerslake on 1 July 2023 the Board held a minute of silence to pay their respects. A book of condolence was available for those who wished to share their thoughts and messages. |
| BG/2023-07-18/2 | VICE-CHANCELLOR RECRUITMENT | BG/2023-07-18/P2Confidential  |
| 2.1 | Members of the University Executive Board (UEB) left the meeting.The Board **noted** the progress report on the preparations to recruit a successor to Professor Sir Chris Husbands, Vice-Chancellor. |
| 2.2-2.3 | Confidential minutes were recorded. |
| 2.4 | The Board thanked members of the Vice-Chancellor Recruitment Steering Group who had worked closely with the Executive Search Firm.**Action:** Following the outcome of the formal selection process a recommendation for appointment or update would be provided to the Board at a special meeting in July 2023.  |
| BG/2023-07-18/3 | DECLARATIONS OF INTEREST |  |
| 3.1 | There were no declarations of interest. |
| 3.2 | Members of UEB returned to the meeting. |
| BG/2023-07-18/4 | MINUTES OF THE PREVIOUS MEETING | BG/2023-07-18/P4.1-P4.3 |
| 4.1 | The minutes and confidential minutes of the meeting held on 23 May 2023 were **approved** as a correct record.  |
| BG/2023-07-18/5 | MATTERS ARISING/ACTION TRACKER | BG/2023-07-18/P5 |
| 5.1 | The Board **noted** the action tracker including the potential topics for discussion at the Board’s October 2023 Strategy Event.  |
| BG/2023-07-18/6 | OTHER URGENT BUSINESS |  |
| 6.1 | There was no other urgent business. |
| BG/2023-07-18/7 | VICE-CHANCELLOR’S REPORT | BG/2023-07-18/P7 |
| 7.1 | The Board **noted** the report. The Vice-Chancellor highlighted the following. 1 The Higher Education Reform consultation response had been published which included the Government’s formal response to the Augar Review of Post-18 Education and Funding. The role of the Office for Students in enforcement of the Conditions of Registration (B3) regulating student outcomes thresholds was restated. Classroom-based Foundation Year fees would be capped and the response envisaged that this change would be implemented for academic year 2025/26. The assumptions to be considered as the University worked through the implications and the financial impact of the cap on first year teaching income were outlined. 2 The continuing national pay and conditions dispute between the University and College Union (UCU) and the Universities and Colleges Employers Association. The University had notified academic and research staff of the position on partial performance, including that pay would be withheld from those participating in the marking and assessment boycott. Participation levels by UCU members at the University and the anticipated impact were outlined. The University was taking all appropriate steps to minimise disruption of the boycott on the students affected. In response to questions, it was reported that the Academic Board had approved the exceptional application of Regulation 13 of the Standard Assessment Regulations and the convening of an Exceptional Assessment and Award Board enabling the small number of undergraduate students to be progressed or awarded without a full set of marks. The Academic Assurance Committee had supported the Academic Board’s decision. 3 The Chancellor of the Exchequer had announced that one of the first Investment Zones (IZ) would be in South Yorkshire, with a footprint covering the Advanced Manufacturing Park and the Olympic Legacy Park. The University was a full partner and had worked with the South Yorkshire Mayoral Combined Authority, the University of Sheffield and other regional partners to help develop the IZ which was expected to create jobs and draw in private sector investment.4 The DVCA reported that the University was working through the implications of the recently published NHS Workforce Plan. The University’s approach to student recruitment in health subjects would be discussed later. 5 The Vice-Chancellor:* would visit the University’s strategic partner, La Trobe University, Australia in July 2023.
* had met with Councillor Tom Hunt who was the new leader of Sheffield City Council.
 |
| BG/2023-07-18/8 | STUDENT RECRUITMENT | BG/2023-07-18/P8 Confidential |
| 8.1 | The Board **noted** the report. The Group Director Recruitment, Communications & Marketing and Co-Director Student Recruitment and Admissions gave an overview of the University’s performance in primary markets including a SWOT analysis, for Full-Time Home Undergraduate and International recruitment.  |
| 8.2-8.3 | Confidential minutes were recorded |
| BG/2023-07-18/9 | STRATEGIC PROGRAMMES | Confidential |
| 9.1 | The DVCSO reported that the trends and University’s positioning in international and home student recruitment markets discussed earlier were informing the development of the Strategic Programmes. There was a need to be agile and adaptive in competitive and changing recruitment markets. |
| 9.2 | A confidential minute was recorded. |
| BG/2023-07-18/10 | ONLINE PARTNER | BG/2023-07-18/P9.2 Confidential |
| 10.1 | The Board **noted** the progress report. The Online Project Senior Responsible Officer (Dean of College, Business, Technology and Engineering) and Project Co-Director gave an overview of the significant work and progress made to procure a partnership with an online education provider. This included extensive engagement with potential partners and the approach taken to the contract and negotiations.  |
| 10.2-10.3 | Confidential minutes were recorded. |
| 10.4 | The Board **resolved to approve** award of the contract for an Online Programme Management service to the company recommended in the report following completion of a procurement process and subject to satisfactory conclusion of final contractual issues and ‘standstill’ period.   |
| BG/2023-07-18/11 | LONDON CAMPUS | BG/2023-07-18/P9.3 Confidential |
| 11.1 | The Board **noted** the report which detailed the London Campus blueprint and the current levels of risk proposed in relation to the financial modelling and underpinning assumptions. This was in line with the recommendation from the Board’s Task Group and the University Executive Board. |
| 11.2-11.3 | Confidential minutes were recorded. |
| 11.4 | The Board **resolved to approve** the London Campus blueprint and the levels of risk proposed in relation to the financial modelling and underpinning assumptions, noting that a further update and decision point would be presented in the Autumn.   |
| BG/2023-07-18/12 | 2023/24 UNIVERSITY BUDGET | BG/2023-07-18/P10 Confidential |
| 12.1 | The Board **noted** the report on the final version of the 2023/24 Budget. The Board had discussed reports on the many complex factors creating risks to the Budget including from full-time home undergraduate and international student recruitment, some of which were out of the University’s control. The Budget had been reviewed and recommended by the Finance and Employment Committee in June and the minor changes made since the Budget was considered by the Board in May were detailed in appendix 3.  |
| 12.2 | A confidential minute was recorded. |
| 12.3 | The Board **resolved to approve** the 2023/24 Budget |
| BG/2023-07-18/13 | UNIVERSITY PLAN 2023/24 | BG/2023-07-18/P11Confidential |
| 13.1 | The Vice-Chancellor introduced the University Plan 2023/24 (including the headline risks to achieving the objectives) which builds on the more integrated institutional approach to planning, performance and risk that has been in place for 2022/23 and responds to the more constrained financial and wider operating context. The Plan and risks to delivery would provide the context to review the University’s Risk Register.The Executive Leadership Team would collectively support and own the delivery of the University Plan, reviewing progress and performance in-year and taking mitigating steps as required to ensure success.Quarterly performance reviews would be focused on progress against milestones and a review of risks, as well as a review of the financial position and key performance indicators.The next University Performance Report to the Board, in October 2023, would include milestones and indicators.**Action:** DVCSO |
| 13.2 | There were many complex and moving parts to the Strategic Programmes and in response to comments it was reported that there were challenges from the breadth of initiatives. Some initiatives were essential, others may need to be paused or deferred, to ensure the University continued to be agile and able to adapt in the current environment.  |
| 13.3 | The Board **resolved to approve** the University Plan 2023/24. |
| BG/2023-07-18/14 | **CHAIRS’ REPORTS** |
| 14.1 | The **Chair of the Academic Assurance Committee (AAC)** reported on the two meetings scheduled for 14 June 2023, one of which was the annual joint meeting with Academic Board. The following were highlighted: * AAC was assured the institutional impact of regulatory developments were understood, commented positively on the comprehensive nature of the risk register and on the activities to date, and recognised that further work was required to achieve the remaining and ongoing targets in the University’s Access and Participation Plan.
* AAC welcomed the inception of a mid-year report on the Annual Quality Review, commenting on its importance in providing ongoing assurances on institutional academic quality and standards.
* AAC received the Researcher Development Concordat and University Research Ethics Annual Reports for 2021/22 on behalf of the Board and expressed confidence in Academic Board’s scrutiny.
 |
| 14.2 | The Chair of the Finance and Employment Committee, who had chaired the 15 June meeting of the **Governance and Nominations Committee**, reported that recommendations and items to note would be reported later in the University Secretary’s Report (item 13).   |
| 14.3 | The Deputy Chair of the Board reported that at the 21 June 2023 meeting the **Board Officers Group** had received updates on the Vice-Chancellor and Chair of the Board recruitment processes, the industrial action by the UCU and discussed challenges shaping the external operating and policy context and the University’s approach to progress of the Strategic Programmes.   |
| 14.4 | The **Chair of the Remuneration Committee (RC)** reported on the 20 June 2023 meeting and highlighted: * John Cowling was elected as Deputy Chair from 1 August 2023.
* UEB performance review. The Vice-Chancellor’s summary review of University Executive Board roles had been discussed.
* benchmarking of UEB roles. A proposal for external consultants to undertake a review was approved. Outputs would be reported in the autumn term. The annual internal benchmarking exercise (against UCEA data) would not be undertaken this year.
* Senior Staff Grade (SSG) Pay Review and Contribution Pay Process: the Committee approved proposals to pay the consolidated award to SGG (including UEB members) and continue with a review of baseline SSG salaries. The Committee also supported UEB’s decision to pay the remaining 2023 national pay award to all staff on the single pay spine in August. It was agreed that the non-consolidated bonus payment element of the process would remain on hold and members were keen to see this ultimately removed from the pay process.
* revisions to the final contract of employment for a new Vice-Chancellor were approved.
 |
| 14.5 | The **Chair of the Finance and Employment Committee (FEC)** reported on the 21 June 2023 meeting and highlighted: 1 The 2023/24 Budget recommendation discussed earlier by the Board. 2 The Students’ Union Grant award was approved plus a monthly contribution to energy costs (due to the inefficient fabric of the HUBs building). The Students’ Union Budget showed positive performance against agreed key performance indicators. 3 Technology Strategy Report. An underspend against the 2022/23 budget allocation was mainly due to delays in spend caused by limited external supplier resource. FEC received helpful closure reports for two major projects (both within budget and objectives met) and a detailed update on the Online Project procurement process to date. 4 Estates Strategic Overview.The Committee was briefed on next steps in relation to Phase 2 of the Campus Plan. A report would be presented to FEC and the Board in Autumn 2023. 5 Reports on People matters included:* Savings achieved by the Voluntary Severance Scheme. The Committee received assurance that lessons learned from this exercise were being captured by HROD.
* Industrial action by the University and College Union.
* The Senior Leadership Development Programme Conference which would be held on 12 September 2023.
* Pay Gap Report Benchmarking

6 Health and Safety Management Report. The Executive would present a detailed response to the key findings of the report at the FEC’s September meeting. FEC suggested the following which would be added to the Board’s briefing schedule for 2023/24: * a briefing on the University’s Academic Career Framework would be helpful for the Board and Co-opted members in light of organisational responsiveness discussions.
* a deep dive into the sector challenges/mitigations relating to student retention.
 |
| 14.6 | The **Chair of the Audit and Risk Committee (ARC)** reported on the 22 June 2023 meeting and highlighted: The standing report on risk management. The Committee:* noted that the corporate risk register and heatmap had been reviewed by management and received an update on changes arising from the review;
* undertook a risk deep dive discussion in relation to the University’s approach to managing the cyber vulnerability risk, with input from the Director of Digital Technology Services Infrastructure and Change, and the Director of Transformation.
* confirmed a risk deep dive discussion on the people and staffing risk for the October 2023 meeting.

The following in relation to internal audit: * considered purchase to pay, HESA data futures, EDI, and ESG internal audit reports;
* discussed the draft plan for 2023/24 and agreed the first two internal audits (risk management and international student recruitment);
* received a report on progress to monitor implementation of internal audit recommendations.

The external auditors plan for auditing the annual report and financial statements for the year ended 31 July 2023 was approved. |
| 14.7 | **Task Group of the Board - London Campus: July 2023 meeting of the Task Group of the Board**The DVCSO had nothing further to add to the report made under item 9.3.  |
| BG/2023-07-18/15 | UNIVERSITY SECRETARY’S REPORT (USR) | BG/2023-07-18/P13Confidential |
| 15.1 | The Board **resolved to approve** the re-appointment of:   1 Penny Thompson as Chair of the Remuneration Committee from 1 January 2024 to 31 July 2025 (with associated ex-officio appointments to the Board Officers Group and Governance and Nominations Committee).  2 Julietta Patnick to the following from 1 August 2024 to 31 July 2025: * Equality, Diversity and Inclusion Committee as Link Governor
* Honorary Awards Committee.
* Link Governor Safeguarding
* Academic Assurance Committee
 |
| 15.2 | The Board **resolved to approve** the appointment to the Board of Emmanuel Takyi, International Students Officer for the period 19 July 2023 until 30 June 2024.The Board welcomed Emmanuel and looked forward to working with the Students’ Union Officers.  |
| 15.3 | The Board **noted** that in response to reports considered by the Board in June (BG/2023-06-21/01 and 02) and in accordance with the Regulations on written resolutions the Board approved the papers (and recommendations embedded therein) to expedite the processes for the recruitment of a Vice-Chancellor and the Chair of the Board.  |
| 15.4 | The University Secretary reported that proposals from Non-Executive Search Agencies (NESA), including the costs quoted, had been assessed and the preferred NESA for the **Chair of the Board recruitment process** would be notified. The original recruitment timetable for a new Chair had been slightly extended to launch the search after the summer holiday period with the intention of bringing a recommendation for appointment of a new Chair to the Board in November 2023.  |
| 15.5 | The Board **noted** the remainder of the information in the USR including:* that the Governance and Nominations Committee was assured that arrangements were in place to ensure compliance with Section 22 of the Education Act 1994 which sets out requirements on the Board of Governors in relation to the operation of the Students’ Union. The Committee approved the revised Code of Practice in relation to the operation of the Students’ Union.
* the change to record keeping in relation to delegated authority approved by the Board.
* the reminders to complete and submit the annual information requests.
 |
| BG/2023-07-18/16 | APPOINTMENT OF INTERIM CHAIR OF THE BOARD |  |
| 16.1 | Following the very sad news that Lord Kerslake had died the Deputy Chair of the Board, Meg Munn had provided immediate interim leadership to the Board. A proposal that this arrangement, with Meg Munn taking on responsibility as Interim Chair of the Board should be extended from 19 July 2023 until 31 May 2024 had been outlined in correspondence to the Board on 13 July 2023. An extension to Meg’s term of office as an Independent Member was already to be proposed to the Board following a recommendation from the Governance and Nominations Committee in June that on an exceptional basis Meg’s term of office should be extended beyond 31 July 2023 for six months from 1 August 2023 to 31 January 2024. The underlying rationale for the extension was to provide continuity throughout the Chair of the Board and Vice-Chancellor recruitment processes and to enable the development and embedding of the Senior Independent Governor role and associated procedures into Board protocols. This work would continue under the proposed interim arrangements.  |
| 16.2 | The Deputy Chair outlined the approach that she would take to the interim appointment as Chair of the Board in preparation for handover to a new Chair. This would reflect the strong commitment from members to support the University through this challenging time and would engage members under the principles of delegation and collegiality, recognising the strengths and expertise of existing Board Membership, both as individuals and as a collective, and our robust Governance structure.  Meg Munn left the meeting. |
| 16.3 | Giles Searby chaired this item.The Board **resolved to approve** an extension, on an exceptional basis, to Meg Munn’s term of office as an Independent Member on the Board from 1 August 2023 to 31 May 2024 and her appointment as Interim Chair of the Board from 19 July 2023 to 31 May 2024.   Meg Munn returned to the meeting and was thanked for her support and strong commitment to the Board. The Board size would continue to be 21 from 1 August 2023 and reduce to 20 (as previously approved) from 1 June 2024.Members were thanked for their support for the University at this challenging time including Penny Thompson and Julietta Patnick who had been re-appointed previously as Independent Members. |
| 16.4 | Meg Munn chaired the remainder of the meeting. To ensure a smooth transition and clarity of roles to support the interim arrangements for the Chair of the Board, the Board **resolved to approve** that the start of the term of office of Giles Searby as Deputy Chair of the Board is brought forward to 19 July 2023 (from 1 August 2023) until 31 July 2025.  |
| 16.5 | The committee memberships (appendix 2) which were subject to the interim arrangements would be reviewed over the summer and where necessary brought forward for consideration of recommendations by the Governance and Nominations Committee at its next meeting. Time would be included at the Board’s October 2023 Strategy Event to discuss Board Operations and priorities. **Action:** University Secretary |
| BG/2023-07-18/17 | COMMITTEE MINUTES | BG/2023-07-18/P15.3-15.6 |
| 17.1 | The Board **noted** the following unconfirmed minutes:* Governance and Nominations Committee – 15 June 2023
* Remuneration Committee – 20 June 2023
* Finance and Employment Committee – 21 June 2023
* Confirmed Health, Safety and Wellbeing Committee – 4 May 2023
 |
| 17.2 | The following unconfirmed minutes had not been ready for circulation and would be included with the October agenda:* Academic Assurance Committee – 14 June 2023
* Joint Academic Assurance Committee/Academic Board – 14 June 2023
* Audit and Risk Committee – 22 June 2023
 |
| BG/2023-07-18/18 | CORPORATION SEAL | BG/2023-07-18/P16 |
| 18.1 | The Board **noted** the report. |
| BG/2023-07-18/19 | ANNUAL BUSINESS CYCLE 2022/23 | BG/2023-07-18/P17 |
| 19.1 | The Board **noted** the outline annual cycle of business and that the: * Board’s Strategy Event would be held at the Royal Victoria Hotel, Sheffield on Thursday 12 and Friday 13 October 2023.
* next business meeting of the Board would be held on Friday 13 October 2023 at the Hotel.
 |
| BG/2023-07-18/20 | **CHAIR’S CLOSING REMARKS** |
| 20.1 | On behalf of the Board the Chair congratulated Professor Kevin Kerrigan, Pro Vice-Chancellor, Business and Enterprise who would be leaving the University to take up the role of Deputy Vice-Chancellor at the University of Hull at the end of September 2023. |