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| **CONFIRMED OPEN MINUTES OF THE MEETING HELD ON THURSDAY 2 MARCH 2023**  |
| PRESENT:  |
| Lord Kerslake, Chair | All |
| Joanna Allen  | From item 3 |
| Prof J Bale | All |
| John Cowling  | All |
| Prof Sir Chris Husbands | Items 5 to 9 |
| Dr Jia Liu | All |
| Meg Munn | All |
| Penny Thompson, Chair for item 5 | All |
| IN ATTENDANCE: | AGENDA ITEM |
| Clair Marlow, Head of Legal Services and Deputy University Secretary | All |
| Giles Searby, Observer  | All |
| Ruth Thei, Head of Governance and Sector Regulation | All |
| Tracey Goodwill, Committee Secretary  | All |
| APOLOGIES: Sabahat Khan  |

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| Minute Ref | Item of Business | Paper Ref  |
| GNC/2023-03-02/01 | CHAIR’S OPENING REMARKS  |  |
| 1.1 | The Chair welcomed John Cowling (Chair of the Finance and Employment Committee from 1/1/23) and Giles Searby (Deputy Chair of the Board from 1/8/23) to the meeting. Induction in membership of the Committee had taken place earlier. |
| GNC/2023-03-02/02 | DECLARATIONS OF INTEREST |  |
| 2.1 | There were no declarations of interest. |
| GNC/2023-03-02/03 | MINUTES OF THE PREVIOUS MEETING | GNC/2023-03-02/P2 |
| 3.1 | The minutes and confidential minutes of the meeting held on 22 September 2022 were **approved** as a correct record.  |
| GNC/2023-03-02/04 | MATTERS ARISING/ACTION TRACKER | GNC/2023-03-02/P3 |
| 4.1 | The Committee **noted** the action tracker including the work completed and items approved by the Board since the September 2022 meeting.  |
| GNC/2023-03-02/05 | OTHER URGENT BUSINESS |  |
| 5.1 | There was no other urgent business. |
| GNC/2023-03-02/06 | CHAIR OF THE BOARD APPOINTMENT: UPDATE | GNC/2023-03-02/P5 |
| 6.1 | The Deputy Chair of the Committee chaired the meeting for this item.The Committee **noted** the progress report on the work, led by the Deputy Chair of the Board, to prepare the role description and person specification for a Chair of the Board to fill the vacancy created by the planned retirement of Lord Kerslake on 31 July 2024. These documents were the basis on which a candidate pack would be produced in discussion with an executive search firm. |
| 6.2 | A confidential minute was recorded. |
| 6.3 | The Committee **resolved to approve** the role description and person specification, subject to amendments as discussed. |
| 6.4 | **Next steps:** The Deputy Chair of the Board, as a member and on behalf of the Committee would oversee the preparation of the final role description, person specification and associated documents. Outside of the meeting schedule the Committee advised that it would be happy to respond on any points as the work progressed. |
| GNC/2023-03-02/07 | BOARD OF GOVERNORS | GNC/2023-03-02/P6 |
| 7.1 | Lord Kerslake chaired the remainder of the meeting.The Committee **noted** the report on membership matters including succession planning, the RAG rated skills and experience matrix and the composition and size of Board membership.  |
| 7.2 | A confidential minute was recorded. |
| 7.3 | **Raising awareness of the Board in the University.** At its meeting in June 2023 the Committee would discuss how the Board’s connectivity with University staff could be improved including opportunities for the staff voice to be heard by the Board. |
| 7.4 | In connection with the University’s work to seek re-accreditation of the Athena Swan Charter Mark in 2023 it was timely for the Committee to discuss gender equality on the Board to inform the submissionThe Board has previously committed to achieve an Independent Membership which has an equal gender balance and not only recruiting women but members from diverse backgrounds. At 1 February 2023 the Board’s composition is 43% female and 57% male. Within this the Independent Membership is 40% female to 60% male.The Committee commented that: * The challenge of improving diversity (in all its forms including the protected characteristics) of Board membership continued to be a focus of the Committee’s planned and progressive approach to the refreshment of Board and Committee memberships.
* The Committee would continue to strive for parity. One example was that the previous committees’ composition of all male chairs was now a mix of female and male chairs who had the required experience. Other examples were the Governance Apprenticeship Programme (GAP) and recent appointments of external co-opted committee members with candidates from underrepresented groups and a younger age profile to that on the Board.
* The size of the Board was relatively small and appointments would change the actual gender ratio but diversity targets should not constrain decisions to appoint.

The Committee advised:* The Board’s ambition is to have a Board and Committee membership which is as diverse as possible overall.
* A commitment to the Board’s Independent membership having no less than 40% female or 40% male members.

The Board would be asked to affirm the following: The Board is committed to enhancing diversity within its membership, which includes a specific commitment to achieving a gender balance, having particular regard for gender parity of the Independent Members (i.e non-staff or student members). |
| 7.5 | One outstanding action in mapping the University’s compliance with the Committee of University Chairs’ Higher Education Code of Governance (minute GNC/2023-03-02/11 refers) was that the Board should formally consider the option of appointing a **Senior Independent Governor (SIG)** or equivalent role. The following considerations were discussed and would be brought forward for the Committee to consider a report on options for a SIG at its meeting in June 2023. * The distinction between an SIG and a Deputy Chair of a Board was outlined in the Code.
* The role is seen as an important aid to good governance. Members shared their experience and benefits of having a designated Senior Independent member on the boards in other sectors.
* Subject to the Committee’s approval of a role description, those eligible to be the SIG were the Independent Members of the Board.

**Action**: Head of Governance and Sector Regulation |
| 7.6 | The Committee **noted** the changes in Board membership including gender balance with the planned retirements of one Independent Member on 31 July 2023 and two Independent members plus the Chair of the Board on 31 July 2024. The Committee considered the proposals in the supplement to the paper in accordance with the Tenure provisions in the Instrument of Government. A confidential minute was recorded. |
| 7.7 | **Action:** Committee Secretary to progress the actions arising in connection with the membership matters.  |
| GNC/2023-03-02/08 | COMMITTEES OF THE BOARD | GNC/2023-03-02/P7 |
| 8.1 | The Committee **noted** the report on memberships of the committees. |
| 8.2 | The Committee would consider the expertise needed by the Finance and Employment Committee at its meeting in June 2023. This would be in the context of the needs and size of the Board and informed by a report on outcomes of the 2023 skills and experience audit (minute GNC/2023-03-02/10 refers). |
| 8.3 | A confidential minute was recorded. |
| 8.4 | **Action:** Committee Secretary to progress the actions arising in connection with the membership matters.  |
| GNC/2023-03-02/09 | GOVERNANCE APPRENTICESHIP PROGRAMME (GAP) | GNC/2023-03-02/P8 |
| 9.1 | The Committee **noted** the report on the operation and merits of the GAP with Perrett Laver in its first year of operation. The financial costs were outlined.  |
| 9.2 | The following considerations were discussed and would be brought forward for review by the Committee at its meeting in September 2023: 1. work with externally managed apprenticeship scheme provider or manage the next cycle of apprentice recruitment in-house. The GAP supported candidates from underrepresented groups and a younger age profile who were enabled to gain experience on the Board of Governors and were provided with support from the University. This improved the future pipeline of potential new members with a diversity of characteristics, which were lacking at Board level.
2. The planning of the next cycle of apprentice recruitment should ensure that there was time for individuals’ development following appointment.
3. Future decisions to recommend the appointment of apprentices as Independent Members of the Board would need to be considered in the context of the succession planning needs and the size of the Board and its Committees as discussed earlier.
4. A Board apprenticeship programme was in keeping with the aims of the Civic University Agreement and Sheffield Hallam as an applied University.
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| 9.3 | A confidential minute was recorded. The Committee would receive a report at its meeting in June 2023. |
| 9.4 | At its meeting in March 2023 the Board would receive a report on the review of the operation of the GAP in the first 12 months.  |
| GNC/2023-03-02/10 | SKILLS AND EXPERIENCE AUDIT | GNC/2023-03-02/P9 |
| 10.1 | The Head of Legal Services and Deputy University Secretary reported that in response to the Committee’s previous comments the content of the skills and experience annual audit and RAG rated matrix (appendix 6.2) had been reviewed. This was to ensure that the reporting and decision-making needs of the Committee continued to be met.The work by the Governance Services Team had been informed by good practice in the sector and the AdvanceHE Governor Competencies Map. The aims of developing the annual audit with the proposed approach in appendix 9.1, which was complementary to the governors’ information in appendix 6.2, were to:* provide a more holistic picture of members experience, expertise and perspectives with self-assessment questions in the three categories of Behaviour and Values, Knowledge and Experience and Professional Skills.
* provide assurance of governance with the three categories mapped to the Board’s Statement of Primary Responsibilities.
* ensure that the composition of the Board’s and Committees’ memberships includes expertise in areas of relevance to the University’s activities.
* ensure training and development supported individuals’ development into well-rounded Members able to fulfil Board/committee roles and responsibilities.
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| 10.2 | The Committee supported the proposed direction of travel with the use of appendix 9.1 and the following comments were made to inform the development of the content and process of annual audit:* The rankings of strong/some/none should be scored using 2/1/0 respectively instead of 3/2/1 which were used in appendix 6.2.
* Members should be able to review their previous year’s submission and have the option to submit a nil return if there were no changes in their self-assessment.
* To continue to keep members’ information in appendix 6.2 updated and the Governance Services Team to carry out further work including how best to use the complementary documents in appendices 6.2 and 9.1.
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| 10.3 | The Committee would receive a report on the 2023 audit outcomes at the June 2023 meeting.  |
| GNC/2023-03-02/11 | BOARD EFFECTIVENESS | GNC/2023-03-02/P10 |
| 11.1 | The Head of Governance and Sector Regulation introduced the report which provided a concluding update on the actions from the 2020/21 external Board effectiveness review, an update on the RAG rated compliance with the Committee of University Chairs’ Higher Education Code of Governance and a summary of the themes and related actions from the Chair of the Board’s 2022 annual meetings with Governors.  |
| 11.2 | The Committee **noted** the overall progress and that the actions completed included the academic governance review which reported findings to the Academic Board and Academic Assurance Committee (AAC) in Autumn 2022. Follow up actions including changes to Academic Board and AAC Terms of Reference would be progressed to the respective committees. In response to a question about the external review of Board effectiveness, it was reported that working with an independent reviewer did add value. There had been development of annual effectiveness reviews by the Committees and learning points had been acted on by the Governance Services Team. The Governance Services Team were thanked for their work to progress and complete the actions.  |
| 11.3 | The next external review of the Board’s effectiveness would take place in academic year 2024/25 and be led by the new Chair of the Board. The Board Annual Governance Review survey and committee effectiveness reviews would be conducted in summer 2023. |
| GNC/2023-03-02/12 | OFFICE FOR STUDENTS (OfS) CONDITIONS OF REGISTRATION COMPLIANCE | GNC/2023-03-02/P11 |
| 12.1 | The annual report provided an overview of the OfS consultations and regulatory updates, the OfS Conditions of Registration Compliance Map and the Reportable Events notified to OfS. In line with the University’s OfS Reportable Events protocol the Audit and Risk Committee considered detailed reports about Reportable Events. The Committee **noted** the RAG rating of current compliance at institutional level and the continuing development work in connection with the anticipated new Conditions.  |
| GNC/2023-03-02/13 | GOVERNANCE AND NOMINATIONS COMMITTEE: TERMS OF REFERENCE | GNC/2023-03-02/P12 |
| 13.1 | The report provided the legal advice, previously requested by the Committee, in relation to the Board’s delegation of duties under S22 of the Education Act 1994. The advice was that there would appear to be nothing in the University’s Articles of Government or in the legal and regulatory framework that underpins them that places any restriction on the Board’s ability to delegate to a committee the duties set out in S22 of the Education Act 1994. The Committee **noted** the report and that delegation of authority to the Committee would reduce the volume of business on the Board’s agenda. |
| 13.2 | The Committee **resolved to recommend** that the Board approves the:* Delegation of authority to the Committee to fulfil the duties set out in S22 of the Education Act 1994 including to approve the Students’ Union constitution and Code of Practice;
* Amendments to the Committee’s terms of reference (appendix 12.1).
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| GNC/2023-03-02/14 | BOARD REGULATIONS: AMENDMENTS | GNC/2023-03-02/P13 |
| 14.1 | The Committee resolved to recommend to the Board the addition of the following sentences to the Board’s Regulations which were proposed following recent experience of managing the timely progress of committee business and managing membership matters. **Standing Orders paragraph D13.1** The final sentence to read:‘In the absence of the Chair of a Committee, and on the advice of the Secretary, the Chair of the Board may be approached.’**Terms of Appointment – Resignation of a Member paragraph**The inclusion of a sentence to read:‘The Board’s usual expectation is for Members to give notice of three months.’ |
| GNC/2023-03-02/15 | TRAINING AND DEVELOPMENT PROGRAMME | GNC/2023-03-02/P14 |
| 15.1 | The Committee noted the report including that induction, training and development had been reviewed to ensure that the support provided met the needs of external co-opted Committee members.**Post Meeting Note:** A visit to the Advanced Wellbeing Research Centre by members of the Board and its Committee was added to the programme and arrangements would be made.  |
| GNC/2023-03-02/16 | ANNUAL BUSINESS CYCLE 2022/23 | GNC/2023-03-02/P15 |
| 16.1 | The Committee **noted** the outline annual cycle of business for 2022/23. At the June 2023 meeting the Committee would receive a report on the Students’ Union constitution, in addition to the annual report on compliance with the Education Act 1994.  |
| 16.2 | The next meeting would be held on Thursday 15 June 2023 from 11.00am to 12.30pm. |