

CONFIRMED MINUTES OF THE MEETING HELD ON TUESDAY 28 JULY 2020	
PRESENT: (via Webex).	
Lord Kerslake (Chair)	Mr P Ishola
Ms J Allen	Prof C Kinsella
Mr A Adegbola	Mr N MacDonald
Prof J Bale	Ms M Munn
Mr D Bradley	Prof J Patnick
Ms E Buckley	Ms P Thompson
Ms K Finlayson	Dr S Timothy
Prof Sir C Husbands	Prof P Wiles
APOLOGIES:	Mr D Bye, Ms A Foulkes, Mr C Kenny, Dr J Morrissy and Mr K Taylor
	Dr K Grainger was unable to join owing to technical issues with Webex
IN ATTENDANCE:	AGENDA ITEM
Ms M Boryslawskij, University Secretary and Clerk to the Board	
Prof R Eccleston, DVC Academic	
Ms D Harry, Chief Finance and Planning Officer	
Prof K Kerrigan, PVC Business and Enterprise	
Prof A Metcalfe, PVC Teaching and Learning	
Dr L Mooney, PVC Research and Innovation	
Ms N Rawlins, Group Director for Recruitment, Communications and Marketing	6.1
Ms L Stallard, Executive Assistant to the University Secretary and Chair of the Board of Governors (observer)	
Mr M Swales, Chief Estates and Facilities Officer	
Ms T Goodwill, Minute Secretary, Governance, Legal and Sector Regulation	

Chair's opening remarks

Minute Ref **BG/20/86**

86.1 The Chair welcomed Praise Ishola, Business, Technology and Engineering College Officer, Students' Union to his first meeting as a member of the Board.

86.2 The agenda would allow time for discussion of the following:

- i) Vice-Chancellor's report (item 8.1);
- ii) National Student Survey 2020 (item 8.2);
- iii) Report from Staff Governors (item 8.3).

86.3 **Financial Sustainability and Future Strategy:** A special meeting of the Board would be held on Tuesday 22 September from 4.00pm until 5.30pm. The purpose of the meeting is reported in minute BG/20/92.5.

Agenda item 2

Declarations of Interest

Minute Ref **BG/20/87**

87.1 There were no declarations of interest.

Agenda item 3 Paper Ref BG/4/20/M	Minutes of the meeting held on 9 June 2020	Minute Ref BG/20/88
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88.1 The minutes were approved as a correct record.

Agenda item 4 Paper Ref BG/4/20/action	Matters Arising/Action Tracker	Minute Ref BG/20/89
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89.1 The Board noted the action tracker.

Agenda item 5	Other Urgent Business	Minute Ref BG/20/90
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90.1 The Board would receive an update on the data security incident, which had been reported to the Board in correspondence on 24 July 2020, later in the meeting.

Agenda item 6.1 Paper Ref BG/5/20/6.1 Confidential	Student Recruitment for 2020	Minute Ref BG/20/91
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91.1 The Board noted the report. The Group Director for Recruitment, Communications and Marketing reported that since the June 2020 meeting, the University's student recruitment position across all markets had remained stable. However, it continued to be a challenging year and there would be significant impact from the COVID-19 pandemic on recruitment outcomes for 2020/21. The following points were reported and discussed:

- i) Home undergraduate full-time recruitment: The UCAS deadline by which the majority of applicants were required to accept their firm and insurance place had passed. The proportion of applicants accepting the University's offer as their firm choice had improved slightly. Comparisons were made with the University's position last year and with the current position of the competitor group and the UCAS sector average. The University's position reflected its strong focus on managing the applicant pipeline. Despite the disruption created by the pandemic a reassuring outcome was that subjects including health, teacher education, psychology, law and accountancy continued to be popular. Clearing began on 1 July as a remote operation. A comparison with the volume of calls and online applications in Clearing last year was highlighted and the current early indications were positive. Governors asked how realistic it was to expect that the University's performance would be more successful than last year given applicant behaviour and other challenges and risks for recruitment in markets disrupted by the pandemic. In response the iterative approach to the monitoring of performance against stretching targets and the budget targets in the context of the challenges and risks was outlined. The University was waiting to hear the outcome of its bid for additional health care course places for September 2020 which was part of the measures announced by the Government to support economic and social recovery.
- ii) Postgraduate home and EU: The University Class of 2020 campaign had been launched to support this year's graduating class. A key element of the employability support for the graduates was the offer of a wide range of full time postgraduate courses at either a significantly reduced fee for Home/EU students or with an equivalent discount for international students graduating. An enhanced alumni scholarship had also been offered for courses starting in 2020/21 for alumni who graduated in earlier years. Applications were currently ahead of the position this time last year.

- iii) International: Applications and offers remained ahead of last year but with a significant reduction in students at unconditional firm stage. Applicant behaviour suggested a shift back to September 2020, rather than January 2021, arrival if that was possible given the challenges created by the pandemic in different countries including travel constraints. The support offered by the University for international students was outlined. The use of charter flights to bring international students to the UK for them to study at the University was discussed and the high financial, visa and pandemic related risks of such arrangements were highlighted. The Board asked the University to continue to explore the options for using charter flights. A progress report would be made to the Board.
Action: Director of Global Development and Partnerships
- iv) Higher and Degree Apprenticeships: Given the significant economic impact of the pandemic on employers there remained a risk to the overall 2020/21 recruitment target. The University's close working relationship with employers continued.

Agenda item 6.2
Paper Ref
BG/5/20/6.2
Confidential

Financial Sustainability and University Budget 2020/21

Minute Ref
BG/20/92

92.1 A forecast for the 2020/21 financial year had been included in the Office for Students (OfS) five-year forecasts which had been approved by the Board of Governors at its meeting on 26 November 2019 and submitted to OfS in December 2019 (minute BG/19/144 refers).

92.2 The Chief Finance and Planning Officer introduced the report which proposed the 2020/21 budget recommended by the Finance and Employment Committee (minute FEC/20/49 refers). Given the extremely uncertain environment owing to the disruption created by the COVID-19 pandemic and the challenges arising from that for financial forecasting and planning, the prudent assumptions informing the proposed budget and operating deficit included:

- income from undergraduate full-time student recruitment similar to previously forecast levels;
- a return to study by some undergraduate full time students who might otherwise be on placements;
- a significant reduction in income from international student recruitment;
- the Universities and Colleges Employers Association pay freeze. The responses of the Trade Unions to the UCEA pay freeze proposal were not yet known;
- proposals for capital expenditure in 2020/21 and estate projects including those in the Campus Plan.
- maintenance of compliance with the financial covenants in the loan facility agreements with the banks.

The operating deficit attributable to the impact of the pandemic was expected to be serious given the expected significant reduction in income from international student recruitment. The University's strong cash and balance sheet position meant that, based on the current expected outcomes, the deficit could be managed in the short term provided it was accompanied by tight financial management. However an early draft forecast for the five-year planning period indicated that the University's medium term position would not be financially sustainable without addressing the financial challenges. Governors commented that the Board was aware of the financial challenges facing the University prior to the pandemic and that these had been accelerated by the impact of it.

92.3 The Board also noted that the early draft forecast did not yet reflect the outcomes of the workstreams in progress by the University's Future Strategy Group (FSG) which would

propose actions to achieve sustainability. In response to questions it was reported that the FSG's workstreams included consideration of:

- i) the use, size and shape of the University's campus. No work would be authorised unless the University's five-year forecast demonstrated that proposed capital projects including those in the Campus Plan, were affordable;
- ii) cost reduction from efficiencies. This would include consideration of the portfolio of courses and the University's cost base

92.4 The Board resolved to approve the Income and Expenditure, Balance Sheet, Cash and Capital Budget for 2020/21.

92.5 Given the uncertainty and the challenges for financial forecasting and planning the next steps were that:

- i) the University Leadership Team would review the 2020/21 budget in September 2020 to consider whether, exceptionally, any in-year changes were to be proposed to the Board;
- ii) at its special meeting on 22 September 2020 the Board's preliminary discussion of the challenges to be addressed to secure the financial sustainability of the University would be informed by an update on the emerging conclusions of the FSG and the early draft 20/21 forecast which would be revised following summer 2020 Clearing;
- iii) following the 14 October 2020 special meeting of the Finance and Employment Committee and the Board's discussions at its October 2020 Strategy Event, the Board would consider for approval the decisions to secure financial sustainability in the context of a Future Strategy to be proposed following the FSG's work (minute BG/20/94 refers). The report to the Board in October 2020 would include the proposed five-year financial forecasts to be submitted to the Office for Students by the December 2020 deadline.

Action: Chief Finance and Planning Officer

Agenda item 6.3

Paper Ref
BG/5/20/6.3
Confidential

Autumn 2020 Delivery Preparations

Minute Ref
BG/20/93

93.1 The Deputy Vice-Chancellor (Academic) reported on the work since June 2020 to ensure readiness for autumn 2020 delivery. Guidance continued to be applied which built on course delivery principles to support a high quality student experience at the University for new and returning students in, and beyond, the first semester 2020/21. The challenges which were being addressed and actions taken to mitigate risks included:

- i) managing the constraints. These included a reduction in the capacity of the estate, owing to the application of social distancing requirements, and time, as the University approached the summer period in which staff took leave. A meeting with representatives of the University and College Union at the University would take place in early August 2020 to consider the approach being taken to reflect delivery principles in autumn 2020 work planning;
- ii) significant work on remote and onsite solutions for IT hardware and software requirements;
- iii) significant progress on the adjustments needed to the timetabling process. This very tight programme of work was being turned around in a much shorter time period than normal with the aim of providing students with their timetables for the start of term. Governors commented on the significance of addressing the challenges associated with timetabling and acknowledged the complexities of doing so in the context of the portfolio of taught courses. Timetabling was a long-standing area of dissatisfaction for students and it was reflected in the scores of the National Student Survey (NSS). Governors encouraged the University to ensure that

changes to the timetable following its planned publication on 10 August 2020, were mitigated against and, in time, this improvement would be reflected in NSS scores.

93.2 The Board received the report which outlined the extensive range of measures put in place to ensure no detriment to student assessment outcomes in 2019/20. The Pro Vice-Chancellor Teaching and Learning reported on the work:

- i) including meetings with the student campaigners to explain the reasons why the range of measures had not included a safety net policy which some other universities had implemented;
 - ii) and that the early indications outlined in the report were not sufficient to complete a full assessment of the impact of the range of measures. Since the issue of the report to the Board, the meetings of the Departmental Assessment Boards (DABs) had concluded and a report of the outcomes of the Boards' work would be considered. The DAB approach and headline outcomes from the Boards' meetings in relation to module marks, individual students' marks and the small number of students' results referred by the DABs to the Central Assessment Board, were outlined.
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93.3 The Chair of the Academic Assurance Committee (AAC):

- i) reported that the AAC had explored the rationale for the approach to the no detriment policy following reports from meetings of the Academic Board. Following a full evaluation of all the measures over summer 2020 the evidence of the impact of the range of measures introduced in 2019/20 would be considered by the Academic Board at its meeting in September 2020;
 - ii) commented that there was a need to ensure that the approach to be taken was the right one for the University's students and one which maintained the standards of awards and regulatory compliance. There should be no unintended consequences for grade inflation from the measures introduced.
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93.4 Members of the Board asked about the following in the context of the no detriment measures introduced in 2019/20:

- i) the impact on students of the industrial action by the University and College Union;
- ii) the impact on the degree awarding gap;
- iii) complaints received from students.

It was reported that the work by the University over summer 2020 would include an evaluation of the range of measures including revised assessment and progression arrangements along with student feedback, appeals and complaints. The measures would be assessed in the context of equality and diversity with attention to the impact on BAME students. The outcomes of this work would enable informed decisions to be made about which measures should be retained for the future providing it did not impact on the academic integrity of the University.

A report for consideration of the outcomes of the evaluation would be made to the Academic Board at its meeting on 23 September and the Academic Assurance Committee at its meeting on 16 October 2020. The Board would receive a report at its meeting in October 2020. The reports would include analysis of grades over a three year period to evidence the University's approach to mitigate against grade inflation.

Action: PVC Teaching and Learning

93.5 It was acknowledged that some of the issues covered in this report on autumn 2020 delivery were mentioned in the report from staff governors and the Board would receive the report later in the meeting (minute BG/20/106 refers).

Agenda item 6.4

Future Strategy

Minute Ref **BG/20/94**

Paper Ref
BG/5/20/6.4
Confidential

94.1 The University Strategy, Transforming Lives, had given the University a clear purpose and identity and meant that the University was well positioned to thrive. The COVID-19 pandemic had created a profound change for the economy, for society and for the future of universities. In this context, making the right decisions for the future would not be easy. In April 2020 the Vice-Chancellor had established a Future Strategy Group (FSG) of senior staff to advise him on the University's longer-term business and operating plan to transition the University to a sustainable operation. The Board received the report.

94.2 The Vice-Chancellor outlined:

- i) that the University must continue to adapt because in a post-pandemic environment, the 'next' normal would not be a return to the 'old normal';
- ii) that in the transition to a longer-term sustainable operation the University needed to pivot to a lower cost model and simultaneously focus on how it could be as attractive, distinctive and successful as possible;
- iii) the rapid pace of work by the FSG to the series of integrated workstreams;
- iv) that with the outcomes of the workstreams the University would consider opportunities to reshape its operation and activities. A cogent set of proposals for strategic change would be developed for consideration by the Board at its October 2020 Strategy Event. Prior to this, at its special meeting on 22 September 2020, the Board's preliminary discussion of the challenges to be addressed to secure the financial sustainability of the University would be informed by an update on the emerging conclusions of the FSG.

Action: Vice-Chancellor

94.3 Governors commented that they were reassured by the approach being taken to the FSG's workstreams which included organisational development and culture. In response to comments about the need for further work to address the BAME degree awarding gap, it was reported that the Board would receive a report at its October 2020 Strategy Event.

Action: Director of Academic Development and Diversity

Agenda item 6.5i

Report from the Students' Union

Minute Ref **BG/20/95**

Paper Ref
BG/5/20/6.5i

95.1 The Board received the report which summarised the 2020/21 objectives and priorities of the elected Officers in the Students' Union. The President reported that induction and training for the new Officers was being arranged and highlighted the priorities and objectives of the International Student Officer. The Business Technology and Engineering Officer highlighted two priorities which were a review of the capping of marks in the submission policy and working with colleagues to address the degree awarding gap.

Agenda item 6.5ii

Students' Union Five-Year Strategy

Minute Ref **BG/20/96**

Paper Ref
BG/5/20/6.5ii
Confidential

96.1 The Board received the draft strategy for the Students' Union 2020-2025. The President reported that extensive consultation with students and stakeholders had informed the strategy's development and the key areas to be addressed were outlined and included:

- digital solutions to ensure frictionless delivery of services and improved communication and consultation processes;
- raising awareness of the Students' Union on the City Campus and the Collegiate Campus. This would support the work of the College Officers;

<ul style="list-style-type: none"> • improving the visibility of the Course Rep/Department Rep system. In response to a question the approach to ensuring a consistent approach to Departmental reps was outlined; • reduction of costs and financial risk; • strengthening the Sheffield Hallam Students' Union brand. 	
96.2	The strategy was intended to support the University Strategy and not duplicate effort/services. It was commented that the University would contribute expertise to take the brand work forward, was working with the Students' Union to build the student rep scheme and progress partnership working.
96.3	The Board <u>noted</u> the good progress made. Governors commented that the ambitious strategy was well written. In addition to celebrating diversity the Students' Union should also embed inclusivity. In connection with the classification of ethnicity, governors commented on their experience that the use of BAME as a collective label was being challenged.
96.4	The Board would receive a report on the strategy in 2020/21. Action: President of the Students' Union

Agenda item 6.6

Chairs' Reports

Minute Ref **BG/20/97**

97.1	The Chair of the Academic Assurance Committee (AAC) reported that the minutes of the May and July 2020 meetings of the Committee were on the Board's agenda.
97.2	OfSTED: The Board had previously received reports including the reputational and financial risks arising from the outcome of the March 2019 OfSTED inspection of the University's level 3 and 4 apprenticeship provision which was that the provision required improvement across all areas included in the inspection. The University expected a follow-up 'monitoring visit' in spring 2020 but since the start of the UK lockdown in March 2020 the OfSTED programme was suspended. On 3 July 2020 it had been announced that the programme would re-commence in order to assess the readiness of schools to take pupils in 2020/21 in the context of the public health advice of the Government. The OfSTED programme of full inspections would re-commence from January 2021. The University was therefore preparing for a visit between September and December 2020 and full inspection in 2021. The University continued to work with the external consultants it had engaged for this work.
97.3	Jeff Bale, member of the AAC, reported that he had met with the University's Apprenticeship team earlier and that: <ul style="list-style-type: none"> i) the OfSTED visits would look at four specified areas in the context of the pandemic and public health advice; ii) the team had assured Jeff that there was a strong narrative to evidence the University's progress since the March 2019 inspection including the integration of delivery principles; iii) there were two risks: <ul style="list-style-type: none"> • were students engaging with the University's apprenticeships provision, including remotely? In order to evidence this the University was addressing the monitoring of students' attendance; • the second risk was out of the control of the University and arises from the economic considerations of employers. If students were put on furlough under the Coronavirus Job Retention Scheme by their employers it may affect their ability to continue their apprenticeship.

97.4 A report giving an update on the OfSTED arrangements and University's preparations would be made to the Academic Board at its meeting on 23 September and the AAC at its meeting on 16 October 2020. A report would then be made to the Board.

Action: PVC Business and Enterprise

97.5 The Chair of the Finance and Employment Committee (FEC) reported that at its July 2020 meeting the Committee had:

- i) received an update on the position in relation to the covenants in the loan facility agreements with the banks;
 - ii) considered the University budget and recommended that the Board approve the proposed Income and Expenditure, Balance Sheet, Cash and Capital Budget for 2020/21;
 - iii) noted that it would usually review the five-year forecasts at its July meeting, but did not do so this year as further work was needed by the University's Future Strategy Group concerning the longer-term financial position. The Committee would receive an update at its September 2020 meeting on the Group's work prior to proposals being considered by FEC and then the Board at meetings in October 2020;
 - iv) received an update on the Students' Union financial position;
 - v) received a report from the Chief People Officer which highlighted a number of equality, diversity and inclusion activities in the portfolio of work;
 - vi) received an update on the impact of the pandemic on the digital strategy noting work which had been reprogrammed;
 - vii) received a report that the University was considering the future estates needs arising from changes made in response to the disruption created by the pandemic. A report on the expected direction of travel in relation to the estates strategy would be made to the September 2020 meeting with proposals submitted to the special FEC meeting in October 2020.
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97.6 The Chair of the Remuneration Committee reported that at its meeting in July 2020 the performance and pay of the Vice-Chancellor, staff in roles which were appointed by the Board of Governors in accordance with the Articles of Government and the pay and contribution pay process for the University's Leadership Team and staff on a senior staff grade, had been reviewed. It was confirmed that no bonuses had been awarded.

97.7 The Chair of the Nominations Committee reported that at its meeting in July 2020 the Committee:

- i) noted that the Board Effectiveness Working Group, at its meeting in June 2020 (paper BG/5/20/7.5i refers) agreed that for now given that the Committee had not struggled to recruit and select potential governors for appointment there was no reason to offer remuneration;
 - ii) reviewed the size, composition and turnover of the Board's membership. Over summer 2020 the Board and its committees, including the external co-opted members, would be asked to complete an individual ranking form to give their rating of their current experience. Responses would populate a RAG rating matrix of current experience which the Committee would use to inform succession planning;
 - iii) was committed to achieve an independent membership of the Board which had an equal gender balance and to making a step change with positive action in accordance with the Equality Act 2010 to ensure that the Board was not only recruiting women but members from diverse backgrounds;
 - iv) reviewed the draft documents including person specification, role description, application form and advert for the University's webpage which would be used for the rolling programme of recruitment. The content of the webpage would be reviewed by
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Committee in September to ensure that it conveyed the character of the Board and was explicit in its reflection of the University's ambition to be an organisation which celebrates diversity. The programme of recruitment would be launched following the September 2020 meeting. A network event, to be held in early 2021, for individuals interested in applying for the vacancies on the Board would support the rolling programme of recruitment.

- v) recommended appointments to the Board and its committees which would be considered later in the Board meeting.

Agenda item 7.1
Paper Ref
BG/5/20/7.1

Academic Board (AB) Terms of Reference

Minute Ref
BG/20/98

98.1 The University Secretary introduced the report in which the Academic Board invited the Board to comment on the proposed amendments to the AB terms of reference. The Board noted that the amendments articulated more clearly the regulatory responsibility of the AB. The Chair of the AAC reported that at its meeting in July 2020 the Committee commented that it welcomed the clarity in the terms of reference about the relationship between the AAC and AB and the decision-making process.

98.2 At its meeting in September 2020 the AB would receive a note of the outcome of this item and progress the approval of the terms of reference.

Action: University Secretary

Agenda item 7.2
Paper Ref
BG/5/20/7.2

Amendments to the Disciplinary Regulations for Students

Minute Ref
BG/20/99

99.1 The Board resolved to approve the disciplinary regulations for students.

Agenda item 7.3
Paper Ref
BG/5/20/7.3
Confidential

Task Group of the Board: Financing the Campus Plan

Minute Ref
BG/20/100

100.1 The Board received the report which proposed the re-formation of the Financing the Campus Plan Task and Finish Group with delegated authority for a specified period to carry out work in relation to the covenants in the loan facility agreements with the banks.

100.2 The Board resolved to approve the:

- i) Terms of Reference and membership of the Group which would be four independent governors: Neil MacDonald (Chair), Meg Munn, Jo Allen and Karen Finlayson;
- ii) delegation of authority to the Group to approve the changes relating to the covenants at July 2020 and to continue work where required in relation to covenants as a result of COVID-19 and/or the restating of the Santander tranches in the period from 28 July 2020 until 31 July 2021.

100.3 The Board and Finance and Employment Committee would receive progress reports from the Group. The final report from the Group to be made to the Board at its final meeting in the 2020/21 academic year or following the satisfactory conclusion of the work specified in the Group's terms of reference, whichever is the earliest.

Action: Chief Finance and Planning Officer and Chair of the Task and Finish Group

Agenda item 7.4

Appointments to the Board and its committees

Minute Ref BG/20/101

Paper Ref
BG/5/20/7.4
Confidential
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The Board – a retirement and a re-appointment

101.1 The Board noted that Stephen Timothy would complete a maximum period of office of eight years on the Board on 31 July 2020 and would retire as a member of the Board, Finance and Employment Committee (FEC) and Academic Assurance Committee (AAC).

101.2 The Board resolved to recommend to the Board the re-appointment of Jeff Bale as a member of the Board for a further four years from 1 August 2021 until 31 July 2025.

Professional Services Staff Member of the Board

- 101.3 The Board noted the rationale for the two recommendations from the Nominations Committee and resolved to approve that:
- i) the election procedures for one member of professional services staff to be elected by and from a University-wide professional services staff constituency be suspended and;
 - ii) Dan Bye, Business Relationship Manager, Student and Academic Services, be re-appointed to the Board for a further and final two years from 1 August 2020 until 31 July 2022.

Appointments to the committees of the Board

- 101.4 **Audit and Risk Committee (ARC)** The Board:
- i) noted that Chris Kenny's period of office on the ARC would end on 31 July 2020. The vacancy for an independent member of the Board on the ARC would be considered by the Nominations Committee at its meeting in September 2020;
 - ii) approve the re-appointment of Karen Finlayson to the ARC from 1 August 2020 until 31 July 2024;
 - iii) approve the re-appointment of John Warner to ARC as an external co-opted member for a further and final two years from 1 August 2020 until 31 July 2022.

101.5 **FEC** The Board resolved to approve the appointment of Chris Kenny to the FEC from 1 August 2020 until 31 July 2022.

Chairs of the AAC, ARC, FEC and Remuneration Committee (RC)

- 101.6 **AAC Chair to 31/12/20 and from 1/1/21** The Board:
- i) noted that Paul Wiles' period of office as Chair of the AAC would end on 31 December 2020 and he would continue as a member of the AAC until 31 July 2021;
 - ii) resolved to approve the re-appointment of Jeff Bale to the AAC as a member from 1 August 2021 until 31 July 2025.
 - iii) resolved to approve the appointment of Jeff Bale as Chair of the AAC from 1 January 2021 until 31 December 2024.

- 101.7 **ARC Chair to 31/12/20 and from 1/1/21** The Board:
- i) noted that Chris Kinsella's period of office as Chair of the ARC would end on 31 December 2020 and he would continue as a member of the ARC until 31 July 2021;
 - ii) resolved to approve the re-appointment of Jo Allen to the ARC as a member from 1 August 2021 until 31 July 2023;
 - iii) resolved to approve the appointment of Jo Allen as the Chair of the ARC from 1 January 2021 until 31 December 2022.

- 101.8 **FEC Chair to 31/12/20 and from 1/1/21** The Board:
- i) noted that Neil MacDonald's period of office as Chair of the FEC would end on 31 December 2020 and he would continue as a member of the FEC until 31 July 2021;
 - ii) resolved to approve the re-appointment of Meg Munn to the FEC as a member from 1 August 2021 until 31 July 2023;
 - iii) resolved to approve the appointment of Meg Munn as Chair of the FEC from 1 January 2021 until 31 December 2022.

- 101.9 **RC Chair to 31/12/20 and from 1/1/21** The Board:
- i) noted that Meg Munn's period of office as Chair of the RC would end on 31 December 2020;
 - ii) resolved to approve the re-appointment of Penny Thompson to the RC as a member from 1 August 2021 until 31 July 2024;
 - iii) resolved to approve the appointment of Penny Thompson as Chair of the RC from 1 January 2021 until 31 December 2023.

Committee Chairs who are members of the Remuneration Committee (RC)

- 101.10 **Appointments to the RC which end on 31/12/20 or start from 1/1/21**
The Board noted that:
- i) Neil MacDonald's (Chair of the FEC) period of office on the RC would end on 31 December 2020;
 - ii) Chris Kinsella's (Chair of the ARC) period of office on the RC would end on 31 December 2020.
 - iii) Jo Allen, as Chair of the ARC, would be a member of the RC from 1 January 2021 until 31 December 2022;
 - iv) Meg Munn, as Chair of the FEC, would be a member of the RC from 1 January 2021 until 31 December 2022.

Suggested approach: Deputy Chairs of the Board's committees

- 101.11 The Board noted the nominations proposed as part of the suggested approach detailed in the paper for the deputy chairs of the ARC, AAC, FEC and RC from the first meetings of these committees in autumn 2020 until 31 December 2020. The names of the deputy chairs elected would be recorded in minutes of the committees to be received by the Board.

Other committees which governors are members of

- 101.12 **Universities of Sheffield Military Education Committee (MEC)**
The Board resolved to approve the re-appointment of Neil MacDonald to the MEC for a further and final year from 1 August 2020 until 31 July 2021 as a representative member appointed by the Board of Governors.

- 101.13 **Honorary Awards Committee of the Academic Board (HAC)**
The Board noted that each of the following two members of the Board of Governors nominated by the Chair of the Board of Governors for membership of the HAC would continue as members of the HAC for one final year:
- i) Julie Morrissy from 1 August 2020 until 31 July 2021;
 - ii) Paul Wiles from 1 August 2020 until 31 July 2021.

Election of Chair of the Board (Articles of Government 7.5)

- 101.14 The Chair of the Board left the meeting and it was chaired by Meg Munn, the Deputy Chair of the Board. The Board reviewed the details in appendix 2 noting that the Nominations Committee recommended Bob Kerslake's re-appointment to the Board for a further and final three years from 1 August 2021 until 31 July

2024. This followed the Committee’s consideration of succession planning for the Board’s membership in the context of membership turnover, which created significant change, and the continuing external and internal challenges facing the University owing to the pandemic. The Board:

- i) unanimously resolved to elect Bob Kerslake as Chair of the Board for a further and final three years from 1 August 2021 until 31 July 2024 and resolved to approve that his membership of the Board continues for the same period until 31 July 2024;
- ii) noted that Bob Kerslake, the Chair of the Board was ex-officio:
 - Chair of the Nominations Committee for a further and final three years from 1 August 2021 until 31 July 2024;
 - a member of the RC for a further and final three years from 1 August 2021 until 31 July 2024;
- iii) resolved to approve the re-appointment of Bob Kerslake to the FEC as a member for four years from 1 August 2020 until 31 July 2024.

The Chair of the Board re-joined the meeting.

Four weeks’ notice (Articles of Government 7.20)

101.15 The Clerk to the Board reported that appointments may be recommended to the meetings of the Board to be held in 2020/21 including those scheduled to be held on 23 October 2020, 25 November 2020, 2 February, 23 March, 15 June and 20 July 2021. The timing of recommendations for the appointment of independent members to the Board would be determined by the continuing work of the Nominations Committee to implement a rolling programme of recruitment to fill the vacancies created by the forthcoming retirements of independent governors (minute BG/20/97.7 refers). The Board received the notice of the Board meetings at which appointments to the Board are to be made.

Agenda item 7.5i
Paper Ref
BG/5/20/7.5i

**Board Effectiveness Working Group (BEWG)
Instrument and Articles of Government**

Minute Ref
BG/20/102

102.1 The Board of Governors carries out a review of its effectiveness every four years following the Committee of University Chairs (CUC) Higher Education Code of Governance (issued December 2014, revised June 2018). The Board effectiveness review carried out in 2016 resulted in several recommendations and actions and at its meeting on 26 June 2020 the BEWG received an update on them. Except for the review and refresh of the Instrument (April 1993) and Articles (September 1994) of Government, all recommendations and actions had been implemented.

102.2 Having reviewed the urgent, business critical items on the Board's agenda the Chair reported that consideration of the Instrument and Articles of Government was deferred to the special meeting of the Board in September 2020.

Action: University Secretary and Clerk to the Board

Agenda item 7.5ii
Paper Ref
BG/5/20/7.5ii

Board Effectiveness Review 2020/21

Minute Ref
BG/20/103

103.1 The Board:

- i) noted the Brief including the principles and timescales of the Board effectiveness review 2020/21;
- ii) resolved to approve the delegation of authority for the appointment of consultants and oversight of the review process to the Chair and Deputy Chair of the Board.

The Board would receive reports in 2020/21. The final report from the consultants would be considered by the Board at its meeting in July 2021.

Action: University Secretary and Clerk to the Board

Agenda item 8.1
Paper Ref
BG/5/20/8.1

Vice-Chancellor's Report

Minute Ref BG/20/104

- 104.1 The Board received the report which summarised activity in the HE sector and at the University. The Vice-Chancellor commented on the extremely challenging operating context for universities, an anticipated period of significant policy change for higher education and that:
- i) the University would continue its focus on quality and distinctiveness as the work of the Future Strategy Group progressed (minute BG/20/94 refers);
 - ii) the University was well placed to influence decision makers and was taking opportunities to do so locally and nationally with the Government and individual Ministers, HE Sector bodies and other key organisations;
 - iii) in July 2020 the Minister of State for Universities had met remotely with some of the mentors and pupils taking part in the GROW mentoring pilot. The mentoring programme was being delivered as part of the University's social mobility programme, South Yorkshire Futures, and partners the University's graduates from the Class of 2020 with Year 11 pupils to help them re-engage with their studies for GCSEs in 2020/21 following the disruption created by the pandemic;
 - iv) the OfS:
 - had made clear that it expects all universities and colleges to demonstrate high standards of good governance and integrity during the summer 2020 admissions cycle following the publication of the outcomes of its consultation on temporary changes to regulatory requirements during the pandemic;
 - was consulting on changes to student protection plan and regulatory requirements over summer 2020. The proposals strengthen the ability of the OfS to act swiftly when a university is at risk of exiting the market;
 - v) the first iteration of Graduate Outcomes data had been published showing the activity of 2017/18 graduates 15 months after graduation. This replaced the Destination of Leavers from Higher Education survey which reported data for graduates six months after graduation. Based on the Graduate Outcomes data, it was considered that the University' promotion of its Highly Skilled Employment was generating significant returns.

- 104.2 Following comments from governors about external speakers who may be invited to meet with the Board in 2020/21 the Vice-Chancellor would explore the name suggested.

Action: Vice-Chancellor

Agenda item 8.2
Paper Ref
BG/5/20/8.2

National Student Survey (NSS) 2020: an initial briefing for the Board

Minute Ref BG/20/105

- 105.1 The Board received the report. The Pro Vice-Chancellor Teaching and Learning reported that there had been a drop of 4% in overall student satisfaction for the University in the NSS. The three areas for improvement were:
- Organisation and Management. The University's work on timetabling had been discussed earlier by the Board;
 - Assessment and Feedback to students. This was affected by the industrial action in 2019/20 by the University and College Union;
 - Student Voice.

105.2 In response to a comment that Departments were a key factor in NSS outcomes and good outcomes could be won or lost at the Departmental level of a university, the work in progress at the Departmental level in the University was outlined.

105.3 The Board noted that a more detailed analysis for discussion, including Departments, would be presented at the Board's October 2020 Strategy Event.

Action: University Leadership Team

Agenda item 8.3

Report from Staff Governors

Minute Ref **BG/20/106**

Paper Ref
BG/5/20/8.3

106.1 The Clerk reported that the academic member of staff who would introduce this report had been unable to join the meeting owing to technical issues. The Board received the report which had been circulated in advance of the meeting. The Vice-Chancellor assured the Board that the points made in the report were being progressed as part of the University's planning for autumn 2020 delivery.

106.2 The Board would receive a report from the staff governors at its meeting in October 2020.

Action: staff governors

Agenda item 8.4i

Minutes of the committees of the Board

Minute Ref **BG/20/107**

Paper Ref
BG/5/20/8.4i

107.1 The Board received the confirmed minutes of the Finance and Employment Committee meeting held on 2 June 2020.

107.2 The unconfirmed minutes of the Finance and Employment Committee meeting held in July 2020 had not been issued to the Board ahead of the meeting and would be published on the Governors extranet.

Action: Clerk to the Board

Agenda item 8.5

Academic Governance

Minute Ref **BG/20/108**

Paper Refs
BG/5/20/8.5i, 8.5ii
+ 8.5iii

108.1 The Board received the:

- i) confirmed minutes of the Academic Assurance Committee meeting held on 22 May 2020;
- ii) unconfirmed minutes of the Academic Board meeting held on 1 July 2020;
- iii) unconfirmed minutes of the Academic Assurance Committee meeting held on 3 July 2020.

Agenda item 9.1

Annual Report 2018/19 Healthy Universities

Minute Ref **BG/20/109**

Paper Ref
BG/5/20/9.1

109.1 The Board noted the 2018/19 Healthy Universities annual report.

Agenda item 9.2

Update on the Revised Timeline for the Research Excellence Framework 2021

Minute Ref **BG/20/110**

Paper Ref
BG/5/20/9.2

110.1 The Board noted the report which provided an update on the timeline for the Research Excellence Framework 2021 following the outcome of sector consultation by the four UK funding bodies which was published in late June 2020.

Data Security Incident – Blackbaud

Minute Ref BG/20/111

111.1 The University, along with a number of other universities, was notified on Thursday 16 July 2020 of a data security incident by Blackbaud, a third party software provider, engaged to manage alumni relations and donor engagement. The University was the data controller and had notified the UK Information Commissioner of the incident, but the issue occurred within the independent company acting as data processor. The University’s due diligence prior to the appointment of Blackbaud included a review of the data protection provisions in the contract.

111.2 The incident had been reported to the Board in correspondence on 24 July 2020. The correspondence included a summary of the details Blackbaud had provided to the University and the action taken by the University in line with its data security procedures which included a dedicated incident team to manage the University’s response. The University understood that only un-encrypted information was accessed and there was currently considered to be a low risk to individuals as a result of the data security breach. The University Leadership Team and Senior Leadership Group had been briefed and the University published a statement on its website the same day.

111.3 The University Secretary and Clerk to the Board reported that since sending the correspondence to the Board:

- i) the University had sent emails to as many of the affected people as it could using the addresses it had. Over 90 responses were received over the weekend, 25 and 26 July 2020, and contained a mixture of responses, some were positive thanking the University for its transparency about the incident. Some requested deletion of personal data held and there were a small number of requests for compensation;
- ii) there had been some local media coverage and it was understood that the University was one of over 25 universities and many other public sector organisations impacted by the incident;
- iii) the University’s incident management team remained in contact with Blackbaud to understand more about the situation and ensure that the University’s data was protected and secure.

111.4 In response to comments about:

- i) whether fines may be imposed by the UK Information Commissioner, the details were outlined;
- ii) Ransomware attacks, it was reported that advice on whether to pay ransoms differed across countries. Blackbaud, based in the United States of America, had reported the incident to the Federal Bureau of Investigation.

111.5 Progress reports would be made to the Board. A full report would be made to the Audit and Risk Committee at its meeting in September 2020.

Action: University Secretary and Clerk to the Board

Agenda item 10
Paper Ref
BG/5/20/10

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

Minute Ref BG/20/112

112.1 The Board noted the outline annual cycle of business.

112.2 The Clerk to the Board reported that owing to the current public health advice of the Government in relation to the pandemic the Board’s October 2020 Strategy Event would be held remotely. The programme would be informed by comments from governors about their experience of remote events and meetings since the lockdown in March 2020.

Action: Clerk to the Board and University Leadership Team

112.3 The next meeting of the Board would be held on Friday 23 October 2020.

Chair's Closing Remarks

Minute Ref **BG/20/113**

113.1 Retirement of an independent member of the Board: On behalf of the Board the Chair thanked Stephen Timothy for his service to the Board and its committees since October 2012.

113.2 Retirement of the Chief Estates and Facilities Officer: On behalf of the Board the Chair thanked Mark Swales for his 28 years' service to the University.
