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| **CONFIRMED OPEN MINUTES OF THE MEETING HELD ON TUESDAY 5 MARCH 2024**  |
| PRESENT: |
| Meg Munn, Chair | Dr Jia Liu |
| John Cowling | Prof Liz Mossop |
| Abiola Fasipe | Giles Searby |
| IN ATTENDANCE: | AGENDA ITEM |
| Michaela Boryslawskyj, University Secretary | All |
| Tim Smith, Chair of the Board Designate | All |
| Ruth Thei, Head of Governance and Sector Regulation (GSR) | All |
| Tracey Goodwill, Committee Secretary  | All |
| APOLOGIES: Joanna Allen and Penny Thompson  |

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| Minute Ref | Item of Business | Paper Ref  |
| GNC\_2024\_03\_05\_01  | CHAIR’S OPENING REMARKS |  |
| 1.1 | The Chair welcomed Tim Smith, Chair Designate to the meeting.  |
| GNC\_2024\_03\_05\_02 | DECLARATIONS OF INTEREST |  |
| 2.1 | There were no declarations of interest.  |
| GNC\_2024\_03\_05\_03 | MINUTES OF THE PREVIOUS MEETING | GNC\_2024\_03\_05\_P02.1 + 02.2 |
| 3.1  | The minutes and confidential minutes of the meeting held on 20 September 2023 were **approved** as a correct record.  |
| GNC\_2024\_03\_05\_04 | MATTERS ARISING/ACTION TRACKER | GNC\_2024\_03\_05\_P02 |
| 4.1 | The Committee **noted** the action tracker including the work completed. |
| GNC\_2024\_03\_05\_05 | OTHER URGENT BUSINESS |  |
| 5.1 | There was no other urgent business. |
| GNC\_2024\_03\_05\_06 | **THE BOARD AND ITS COMMITTEES – MEMBERSHIPS AND SUCCESSION PLANNING** | GNC\_2024\_03\_05\_P05 |
| 6.1 | The Committee **noted** the report on Board and Committee membership matters. This included:* previously approved changes to Board size which would reduce by one Independent Member from 4 April 2024;
* an updated overview of Board competency alongside diversity and inclusion data;
* the draft brief, role description, person specification and a proposed recruitment timeline for the two Independent Member vacancies on the Board;
* the terms of office of academic staff members;
* update on Committee appointments connected with the transition of the Chair of the Board;
* individual governor preference for committee membership, and;
* proposals for taking forward aspects of the Board Priorities action plan following the Board’s Strategic Update Day in February 2024.
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| 6.2 to 6.5 | Confidential minutes were recorded. |
| 6.6 | The Committee advised that the following (from the Board Priorities Action Plan) should be added to the scope of the 2024/25 Board Effectiveness Review as they are connected with the size and balance of experience and expertise on the Committees. * **Committee rotation.** Board Effectiveness Review outcomes in connection with size and structure of the Board and its Committees to enable future membership changes to continue to be considered by GNC in a structured, fair and equitable process as part of its succession planning. It was commented that members should serve the term of office specified at the time of appointment to a Committee.
* **Governor engagement / link activity** There was currently one formal link role for Safeguarding which is in addition to any other formal committee roles which governors have e.g the Equality, Diversity and Inclusion Committee. Areas for consideration previously raised were in relation to KPI reporting, Apprenticeships and Student Recruitment.
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| 6.7 | **Action:** * The University Secretary’s Report to the Board in March 2024 would outline the position with recruitment procedures and timelines.
* Committee Secretary to progress the actions arising in connection with the Board membership matters.
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| GNC\_2024\_03\_05\_07 | **APPOINTMENT OF NEW CHANCELLOR** | GNC\_2024\_03\_05\_P06Confidential |
| 7.1 | The Committee **noted** the progress report and **considered** the next steps. A confidential minute was recorded.  |
| 7.2 | The Committee **approved** the process and timeline for the appointment of the next Chancellor of Sheffield Hallam University and the role description and person specification for **recommendation** to the Board. |
| 7.3 | The Committee would be kept informed of progress including a report to the meeting in June 2024.**Action:** University Secretary |
| GNC\_2024\_03\_05\_08 | BOARD EFFECTIVENESS REVIEW (BER) | GNC\_2024\_03\_05\_P07 |
| 8.1 | The CUC code requires that institutions conduct a regular, full and robust review of governance effectiveness, with some degree of independent input. The external review cycle (every three years) is a key opportunity for the Board to reflect on the implementation of previous external and internal actions and recommendations for improvement and to re-test governance arrangements in support of developing University strategy and priorities.  |
| 8.2 | The Committee **noted** the report on the proposed scope, timeline and process for the 2024/25 Board Effectiveness Review (BER). The discussion raised the following points:1. The changes in the external environment since the 2020/21 BER which was primarily conducted during social restrictions due to the Covid-19 pandemic and Board and Committee meetings were held virtually.
2. The 2024/25 review was timely given the challenges, risks and mitigations being managed by the University in the delivery of the University Strategy. The review timeline would enable leadership changes to settle.
3. There was further work to do to determine the final scope of the BER. This would include the Committees, their size and memberships skills and experience.
4. The BER should benchmark the Board and its Committees with other Higher Education Institutions.
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| 8.3 | At its March 2024 meeting the Board to receive a summary report on the proposed scope of the 2024/25 BER. Comments from members of the Board would inform a report on the BERfinal scope for consideration by the Committee at its June 2024 meeting. **Action:** Head of Governance and Sector Regulation |
| GNC\_2024\_03\_05\_09 | CUC HIGHER EDUCATION CODE OF GOVERNANCE: COMPLIANCE MAPPING | GNC\_2024\_03\_05\_P08 |
| 9.1 | The Committee **noted** the annual report on compliance with the CUC Higher Education Code of Governance. Most of the updates have focussed on continuous improvement and the embedding of revised areas of practice, including actions initiated by the 2020/21 BER. |
| 9.2 | In connection with the scope of the 2024/25 BER the discussion raised the following points about the compliance mapping and the next steps with a Senior Independent Governor (SIG):1. It was anticipated that the CUC would be reviewing the Code in autumn 2024. The GSR Team would keep a watching brief on this.
2. A SIG was not a mandatory requirement of the Code. Members shared their experience of SIG/Senior Independent Directors in other organisations. The Chair Designate reported that he had talked to other Chairs about their arrangements and his initial thoughts would be informed by the 2024/25 BER outcomes including benchmarking.

**Action:** Head of Governance and Sector Regulation |
| GNC\_2024\_03\_05\_10 | OfS CONDITIONS OF REGISTRATION COMPLIANCE MAPPING | GNC\_2024\_03\_05\_P09 |
| 10.1 | The Committee **noted** the annual report on institutional compliance with the OfS conditions of registration including the mapping changes which reflect risks in internal and external environments.  |
| 10.2 | In response to comments, it was reported that future reports would include:* the direction of travel of the RAG ratings;
* a narrative where any RAG rating was red to give reassurance that the University was taking steps to mitigate the risks it faced and remain compliant.

**Action:** Head of Governance and Sector Regulation |
| GNC\_2024\_03\_05\_11 | STUDENTS’ UNION INCORPORATION AND CONSTITUTION | GNC\_2024\_03\_05\_P10Confidential |
| 11.1 | The Committee **noted** the progress report. |
| 11.2 | The SHSU Trustee Board, which includes a majority of elected student members, had resolved to incorporate the Students’ Union, using the NUS Model, which has prior approval of the Charity Commission. It was noted that the SHSU Trustee Board had determined it was not necessary to seek approval of the decision to incorporate via a referendum.  |
| 11.3 | The Committee would receive a further update at its meeting in June 2024. **Action:** University Secretary |
| GNC\_2024\_03\_05\_12 | TRAINING AND DEVELOPMENT | GNC\_2024\_03\_05\_P11 |
| 12.1 | The Committee **noted** the report including the progress of the planned induction programme for the Chair Designate, elements of which were scheduled and would be completed shortly.  |
| GNC\_2024\_03\_05\_13 | ANNUAL BUSINESS CYCLE 2023-24 | GNC\_2024\_03\_05\_P12 |
| 13.1 | The Committee **noted** the outline annual cycle of business.The next meeting would be held on Thursday 13 June 2024. |
| GNC\_2024\_03\_05\_14 | CLOSING REMARKS |  |
| 14.1 | The Committee thanked:* Meg Munn for her service to the Board and its Committees since 1 August 2015; her term of office would end on 3 April 2024.

The following who would be leaving the University in Spring 2024:* Michaela Boryslawskyj, University Secretary
* Tracey Goodwill, Committee Secretary.
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